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 APR 1, 2012 **, and ending** MAR 31, 2013

Name of foundation
DOROT FOUNDATION

A Employer identification number
13-6116927

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O MARKS PANETH LLP - 685 THIRD AVE

B Telephone number
212-503-8800

City or town, state, and ZIP code
NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 46,511,324.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received	2,012,273.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	519.	519.		STATEMENT 1
4 Dividends and interest from securities	721,254.	721,254.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,834,877.			
b Gross sales price for all assets on line 6a 9,382,203.				
7 Capital gain net income (from Part IV, line 2)		1,834,877.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	4,568,923.	2,556,650.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	229,015.	0.		229,015.
14 Other employee salaries and wages	235,112.	0.		235,112.
15 Pension plans, employee benefits	48,422.	0.		48,422.
16a Legal fees STMT 3	4,399.	0.		4,399.
b Accounting fees STMT 4	67,687.	60,918.		6,769.
c Other professional fees STMT 5	403,306.	403,306.		0.
17 Interest				
18 Taxes STMT 6	39,831.	5,285.		34,546.
19 Depreciation and depletion	1,076.	0.		
20 Occupancy	4,100.	0.		4,100.
21 Travel, conferences, and meetings	30,816.	0.		30,816.
22 Printing and publications				
23 Other expenses STMT 7	241,578.	0.		241,578.
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,305,342.	469,509.		834,757.
25 Contributions, gifts, grants paid	2,214,621.			2,214,621.
26 **Total expenses and disbursements.** Add lines 24 and 25	3,519,963.	469,509.		3,049,378.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,048,960.			
b **Net investment income** (if negative, enter -0-)		2,087,141.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	155,256.	77,756.	77,756.
2	Savings and temporary cash investments	1,312,696.	1,401,497.	1,401,497.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 9	30,617,619.	31,660,420.	45,023,854.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶ 88,367.			
	Less accumulated depreciation STMT 10▶ 81,154.	8,289.	7,213.	7,213.
15	Other assets (describe ▶ SECURITY DEPOSIT)	778.	1,004.	1,004.
16	**Total assets** (to be completed by all filers)	32,094,638.	33,147,890.	46,511,324.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	643,025.	738,500.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 11)	34,584.	38,876.	
23	**Total liabilities** (add lines 17 through 22)	677,609.	777,376.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	31,417,029.	32,370,514.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances**	31,417,029.	32,370,514.	
31	**Total liabilities and net assets/fund balances**	32,094,638.	33,147,890.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	31,417,029.
2	Enter amount from Part I, line 27a	2	1,048,960.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,465,989.
5	Decreases not included in line 2 (itemize) ▶ NET INCREASE IN PLEDGES PAYABLE	5	95,475.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,370,514.

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	SALE OF SECURITIES-STATMENT 13	P		
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	9,382,203.		7,547,326.	1,834,877.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,834,877.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,834,877.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,497,085.	38,769,278.	.090202
2010	34,827,956.	57,076,375.	.610199
2009	3,653,634.	51,439,097.	.071028
2008	3,841,924.	56,781,607.	.067661
2007	7,040,542.	82,582,399.	.085255

2	**Total** of line 1, column (d)	2	.924345
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	.184869
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	40,968,782.
5	Multiply line 4 by line 3	5	7,573,858.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,871.
7	Add lines 5 and 6	7	7,594,729.
8	Enter qualifying distributions from Part XII, line 4	8	3,049,378.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	41,743.
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	41,743.
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	41,743.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	65,743.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	65,743.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	24,000.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	24,000.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ DOROT.ORG

14 The books are in care of ▶ STEVEN BAUM - DOROT FOUNDATION Telephone no. ▶212-503-8800

Located at ▶C/O MARKS ET AL - 685 THIRD AVE, NEW YORK, NY ZIP+4 ▶10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		224,127.	4,888.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL HILL - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	152,215.	0.	0.
STEVEN JACOBSON - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	118,555.	0.	0.
ERNEST FRERICHS - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	76,500.	0.	0.
ROSE ADDISON - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	75,857.	0.	0.
MARSHA RICE - C/O MARKS ET AL 685 THIRD AVENUE, NEW YORK, NY 10017	ADMINISTRATION 40.00	49,297.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
GREENHAVEN 3 MANHATTANVILLE ROAD, PURCHASE, NY 10577	ADVISORY FEES	153,590.
NEUBERGER & BERMAN 605 THIRD AVENUE, NEW YORK, NY 10158	ADVISORY FEES	130,161.
FIRST MANHATTAN 437 MADISON AVENUE, NEW YORK, NY 10022	ADVISORY FEES	119,555.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	40,820,013.
b	Average of monthly cash balances			1b	772,659.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	41,592,672.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	41,592,672.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	623,890.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	40,968,782.
6	**Minimum investment return.** Enter 5% of line 5			6	2,048,439.

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

1	Minimum investment return from Part X, line 6			1	2,048,439.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,743.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	41,743.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,006,696.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,006,696.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,006,696.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,049,378.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,049,378.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,049,378.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					2,006,696.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	3,053,088.				
b From 2008	1,010,190.				
c From 2009	1,087,187.				
d From 2010	32,086,009.				
e From 2011	1,622,043.				
f **Total** of lines 3a through e		38,858,517.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	3,049,378.				
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					2,006,696.
e Remaining amount distributed out of corpus		1,042,682.			
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		39,901,199.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		3,053,088.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		36,848,111.			
10 Analysis of line 9:					
a Excess from 2008	1,010,190.				
b Excess from 2009	1,087,187.				
c Excess from 2010	32,086,009.				
d Excess from 2011	1,622,043.				
e Excess from 2012	1,042,682.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

JEANE UNGERLEIDER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
92ND STREET Y 1395 LEXINGTON AVENUE NEW YORK, NY 10128		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	25,000.
ADAMAH- ISABELLA FREEDMAN JEWISH RETREAT CENTER 116 JOHNSON ROAD FALLS VILLAGE, CT 06031		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	40,538.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW WASHINGTON, DC 20036		PUBLIC CHARITY	TO SUPPORT TWO DOROT FELLOWSHIPS	50,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE NEW YORK, NY 10110		PUBLIC CHARITY	SUPPORT THE DIRECTOR'S FUND &SHRINE OF THE BOOK INFO	15,000.
AMERICAN SCHOOL OF ORIENTAL RESEARCH 656 BEACON STREET #5 BOSTON, MA 02215		PUBLIC CHARITY	TO SUPPORT A JOSEPH AVIRAM SCHOLARSHIP	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,214,621.
b Approved for future payment				
92ND STREET Y 1395 LEXINGTON AVENUE NEW YORK, NY 10128		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	25,000.
AMERICAN SCHOOL OF ORIENTAL RESEARCH 656 BEACON STREET #5 BOSTON, MA 02215		PUBLIC CHARITY	TO SUPPORT A JOSEPH AVIRAM SCHOLARSHIP	5,000.
BROWN UNIVERSITY 45 PROSPECT ST PROVIDENCE, RI 02906		PUBLIC CHARITY	TO SUPPORT FELLOWSHIP	8,500.
Total SEE CONTINUATION SHEET(S)			▶ 3b	738,500.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	519.	
4 Dividends and interest from securities			14	721,254.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,834,877.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,556,650.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 2,556,650.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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12-05-12

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Steven Baum SECY/TREASURER 2/6/14 ▶ ~~PRESIDENT~~

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT HUGHES				P00005314

Firm's name ▶ MARKS PANETH LLP

Firm's EIN ▶ 11-3518842

Firm's address ▶ 685 THIRD AVENUE
NEW YORK, NY 10017

Phone no. 212 503-8800

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
DOROT FOUNDATION	13-6116927

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization

DOROT FOUNDATION

Employer identification number

13-6116927

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	YESOD FUND C/O MARKS ET AL - 685 THIRD AVENUE NEW YORK, NY 10017	$ 2,012,273.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

DOROT FOUNDATION

Employer identification number

13-6116927

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

DOROT FOUNDATION

Employer identification number

13-6116927

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

Reporting Currency: US Dolla

		Local Currency				Reporting Currency		
Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Market Value	Pct. Assets	Cur. Yield
COMMON STOCKS								
17,000	3M COMPANY	79 80	1,356,590 36	106 31	1,807 270 00	1,807,270 00	3 9	2 4
19,200	AGILENT TECHNOLOGIES	35 81	687,532 01	41 97	805,824 00	805,824 00	1 7	1 1
19,600	AIR PRODUCTS & CHEMICALS INC CMN	61 84	1,212,112 48	87 12	1,707 552 00	1,707,552 00	3 7	3 3
28,600	AMEREN CORP	28 78	822,970 12	35 02	1,001 572 00	1,001,572 00	2 2	7 3
10,900	ANADARKO PETROLEUM CORP	20 89	227,656 86	87 45	953,205 00	953,205 00	2 1	0 4
1.900	APACHE CORP	124 35	236,264 96	77 16	146.604 00	146,604 00	0 3	1 0
15.600	APPROCH RES INC COM	17 20	268,368 40	24 61	383.916 00	383,916 00	0 8	?
5.300	ASSURANT INC	31 93	169,249 51	45 01	238 553 00	238.553 00	0 5	1 9
38.900	BAKER HUGHES INC	44 64	1,736,408 49	46 41	1,805.349 00	1,805,349 00	3 9	1 1
13,000	BOEING CO COM	76 38	992,965 20	85 85	1,116.050 00	1,116,050 00	2 4	1 9
21,700	BROOKFIELD ASSET MANAGEMENTINC LTD VTGSHS	16 97	368,201 51	36 49	791.833 00	791,833 00	1 7	1 5
8,200	CANADIAN NATURAL RES LTD	25 27	207,249 72	32 13	263,466 00	263,466 00	0 6	1 0
5,600	CHUBB CORP	39 00	218,403 57	87 53	490.168 00	490.168 00	1 1	2 0
11,000	CISCO SYSTEMS, INC CMN	20 08	220,853 60	20 90	229.845 00	229,845 00	0 5	3 3
7 600	CONOCOPHILLIPS	53 27	404,850 40	60 10	456.760 00	456,760 00	1 0	2 7
20,000	DENBURY RESOURCES INC	16 73	334,520 00	18 65	373,000 00	373,000 00	0 8	0 0
24,425	DEVON ENERGY CORP NEW COM	56 19	1.372,339 13	56 42	1,378,058 50	1,378.058 50	3 0	1 6
12,000	DISCOVERY COMMUNICATIONS, INC SER C	35 99	431,852 90	69 54	834.480 00	834.480 00	1 8	?
10,000	ENSCO PLC SHS CLASS A	49 49	494,911 00	60 00	600,000 00	600,000 00	1 3	2 7
6.500	EOG RESOURCES INC CMN	37 89	246.303 37	128 07	832,455 00	832,455 00	1 8	0 6
5,400	ERSTE BANK DER OESTERREICHISCHEN	0 00	0 00	27 60	149.040 00	149,040 00	0 3	0 0
27,000	FEDEX CORP COM	89 46	2.415,439 88	98 20	2,651,400 00	2,651.400 00	5 7	0 6
8,500	FLY LEASING (BABCOCK&BROWN) SPONSD ADR	22 96	195,126 00	16 18	137,530 00	137,530 00	0 3	4 4

Statement 9 1/11

Reporting Currency: US Dollar

Quantity	Security	Local Currency Unit Cost	Total Cost	Price	Market Value	Reporting Currency Market Value	Pct. Assets	Cur. Yield
8,500	GILEAD SCIENCES INC COM	18 03	153,272 36	48 94	415,990 00	415,990 00	0 9	0 0
11,100	GLAXO SMITHKLINE PLC	42 82	475,343 65	46 91	520,701 00	520,701 00	1 1	5 0
700	GOLDMAN SACHS GROUP	161 50	113,048 52	147 15	103 005 00	103,005 00	0 2	1 3
6,000	HOME DEPOT INC COM	39 44	236,627 40	69 78	418.680 00	418,680 00	0 9	2 2
5,000	HUMANA INC	65 24	326,176 50	69 11	345.550 00	345,550 00	0 7	1 6
7,300	INTL BUSINESS MACHINES CORP CMN	36 20	264.288 03	213 30	1,557.090 00	1,557,090 00	3 4	1 8
4,500	JPMORGAN CHASE & CO CMN	45 26	203,679 72	47 46	213,570 00	213,570 00	0 5	2 5
6,800	KOHLS CORP	44 59	303,194 32	46 13	313 684 00	313,684 00	0 7	3 0
4,500	LENNOX INTL INC COM	34 91	157,075 20	63 49	285.705 00	285,705 00	0 6	[illegible]
12.600	LEUCADIA NATL CORP COM	12 26	154.463 29	27 43	345 618 00	345,618 00	0 7	0 9
10,000	LIBERTY GLOBAL INC COM SER C	16 12	161,242 35	68 63	686,300 00	686,300 00	1 5	0 0
6,000	LOEWS CORP	24 95	149,690 04	44 07	264,420 00	264,420 00	0 6	0 6
62,500	LOWES COS INC	24 46	1,528,729 40	37 92	2,370.000 00	2,370,000 00	5 1	1 7
11,900	METLIFE INC COM	43 88	522,122 52	38 02	452.438 00	452,438 00	1 0	2 9
11.000	MICROSOFT CORP	30 54	335,945 61	28 61	314 655 00	314,655 00	0 7	1 5
1.700	MOHAWK INDUSTRIES INC	69 37	117,924 75	113 12	192,304 00	192,304 00	0 4	0 0
7,875	MOLEX INC COM	21 32	167,903 66	29 28	230.580 00	230,580 00	0 5	3 3
16,250	NESTLE SA SPONSORED ADRS REGISTERED	23 74	385,736 51	72 50	1,178 058 38	1,178,058 38	2 5	2 5
5,500	NOVARTIS AG	46 89	257,921 75	71 24	391.820 00	391,820 00	0 8	2 9
4.300	OCCIDENTAL PETROLEUM CORP CMN	81 23	349.292 48	78 37	336.991 00	336,991 00	0 7	3 3
28,600	OLD REP INTERNATIONAL CORP	10 12	289.548 55	12 71	363 506 00	363,506 00	0 8	5 7
11.000	ORACLE CORPORATION	19 76	217,324 56	32 33	355,630 00	355,630 00	0 8	0 7
1,655	PENTAIR INC	19 06	31,546 12	52 75	87.301 23	87.301 23	0 2	1 7
14.175	PERKINELMER INC COM	19 74	279,768 77	33 64	476 847 00	476,847 00	1 0	0 8
11.600	PFIZER INC	17 19	199,371 40	28 86	334 776 00	334,776 00	0 7	3 3
9.100	PIONEER NATURAL RESOURCES INC	40 62	369,685 54	124 25	1,130,675 00	1,130,675 00	2 4	0 0
4,410	PRAXAIR INC CMN	77 16	340,258 40	111 54	491 891 40	491,891 40	1 1	2 2

Reporting Currency: US Dollar

		Local Currency				Reporting Currency		
Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Market Value	Pct. Assets	Cur. Yield
8,700	RANGE RESOURCES CORPORATION CMN	42 26	367,692 12	81 04	705.048 00	705.048 00	1 5	0 2
13,100	RECKITT BENCKISER GROUP PLC SHS	15 49	202,873 00	71 50	936.650 00	936.650 00	2 0	0 0
13,100	SANDVIK AB	10 96	143,571 10	15 22	199,382 00	199,382 00	0 4	0 0
4,600	SCRIPPS NETWORKS INTERACT INC CL A COM	40 63	186,875 78	64 34	295.964 00	295,964 00	0 6	0 9
20,700	SKF FRUEHER AB SVENSKA	20 72	428.825 32	25 35	524.745 00	524,745 00	1 1	0 0
57,000	SOUTHWEST AIRLINES CO	9 92	565,252 75	13 48	768.360 00	768,360 00	1 7	0 3
20,500	TE CONNECTIVITY LTD (TYCO ELECTRONICS)	33 09	678.271 10	41 93	859 565 00	859.565 00	1 9	2 0
8,100	THE TRAVELERS COMPANIES. INC CMN	54 37	440,365 94	84 19	681 939 00	681,939 00	1 5	2 4
6,900	TYCO INTERNATIONAL LTD SHS	19 64	135,537 98	32 00	220.800 00	220,800 00	0 5	2 0
28,400	ULTRA PETROLEUM CORP COM	28 94	821,866 92	20 10	570.840 00	570,840 00	1 2	0 0
20,000	UNITED PARCEL SERVICE, INC CLASS B COMMON	72 68	1,453,648 17	85 90	1,718.000 00	1,718,000 00	3 7	2 9
7,200	UNUM GRP CO (Formerly UnumProvident)	14 82	106,737 05	28 25	203 400 00	203,400 00	0 4	1 8
3,000	VIACOM INC CMN CLASS B	48 00	144,008 40	61 48	184,440 00	184,440 00	0 4	0 0
7.700	WABCO HOLDINGS INC	23 83	183,462 86	70 59	543,543 00	543.543 00	1 2	0 0
10,100	WEIGHT WATCHERS INTERNATIONAL, INC CMN	47 66	481,361 22	42 11	425.311 00	425,311 00	0 9	1 7
8 400	WELLS FARGO & CO DEL COM	24 22	203.469 29	36 99	310.716 00	310.716 00	0 7	3 2
9,400	WHIRLPOOL CORP	77 99	733.096 61	118 46	1,113.524 00	1,113,524 00	2 4	2 1
50,000	XEROX CORP	13 45	672,428 52	8 60	430 000 00	430.000 00	0 9	2 7
			30,660,695 02		44,023.943 51	44,023.943 51	95 3	1 7

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Reporting Currency: US Dollar

			Local Currency			Reporting Currency		
Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Market Value	Pct. Assets	Cur. Yield
UNITED STATES TREASURY BILLS								
500,000	UNITED STATES TREASURY BILL 04/04/13 0 000% Due 04-04-13	99 99	499,937 46	100 00	499 999 50	499,999 50	1 1	0 0
500,000	UNITED STATES TREASURY BILL 07/05/13 0 000% Due 07-05-13	99 96	499,787 44	99 98	499,911 00	499,911 00	1 1	0 0
			999,724 90		999.910 50	999,910 50	2 2	0 0
	US Dollar Total		31,660,420		45,023,854	45,023,845		

TOTAL PORTFOLIO

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Statement 13 1/3

Reporting Currency: US Dollar

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Price Gain	FX Gain	Gain Or Loss Short Term	Gain Or Loss Long Term
03-08-2011	04-09-2012	2,800	HEWLETT-PACKARD CO CMN	118.858 32	64.982 06	-53,876 26	0 00		-53.876 26
01-23-2009	04-09-2012	3,600	HEWLETT-PACKARD CO CMN	130,087 44	83,548 37	-46,539 07	0 00		-46,539 07
04-14-2009	04-09-2012	7,500	HEWLETT-PACKARD CO CMN	255.559 42	174,059 10	-81.500 32	0 00		-81.500 32
01-10-2007	04-12-2012	5,000	LOEWS CORP	206,779 00	197,039 98	-9.739 02	0 00		-9,739 02
11-11-2009	04-17-2012	300	ASSURANT INC	9,580 16	11,809 80	2,229 64	0 00		2,229 64
01-29-2008	05-25-2012	800	DEVON ENERGY CORP NEW COM	66,708 64	48,131 89	-18,576 75	0 00		-18,576 75
11-11-2009	05-25-2012	5,000	DEVON ENERGY CORP NEW COM	344,886 00	300,824 31	-44,061 69	0 00		-44,061 69
10-22-2009	08-08-2012	10,000	COMCAST CORP CLASS A SPECIAL	147,338 00	335.513 48	188,175 48	0 00		188,175 48
10-22-2009	08-10-2012	10,000	COMCAST CORP CLASS A SPECIAL	147,338 00	336,599 46	189,261 46	0 00		189,261 46
01-10-2007	08-15-2012	800	LOEWS CORP	33,084 64	32,435 93	-648 71	0 00		-648 71
04-14-2009	08-15-2012	4,000	LOEWS CORP	99,793 36	162,179 64	62.386 28	0 00		62,386 28
01-25-2012	08-20-2012	10.000	COVENTRY HEALTH CARE COM	303.146 00	415.202 99	112.056 99	0 00	112.056 99	
04-09-2012	02-26-2013	7.500	ORACLE CORPORATION	218 711 70	257.820 15	39 108 45	0 00	39,108 45	
04-09-2012	02-27-2013	3,000	ORACLE CORPORATION	87.484 68	103,977 67	16.492 99	0 00	16,492 99	
TOTAL GAINS								167,658 43	442,052 86
TOTAL LOSSES								0 00	-254,941 82
TOTAL REALIZED GAIN/LOSS		354,769 47		2,169,355.36	2,524,124.83	354,769.47	0.00	167,658.43	187,111.04

Statement 13 3/3

Reporting Currency: US Dollar

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Price Gain	FX Gain	Gain Or Loss Short Term	Gain Or Loss Long Term
12-16-2011	05-08-2012	125,000	UNITED STATES TREAS BILL 6/21/12 0 000% Due 06-21-12	124,971 88	124,992 36	20 48	0 00	20 48	
12-16-2011	06-21-2012	1,225,000	UNITED STATES TREAS BILL 6/21/12 0 000% Due 06-21-12	1,224,724 41	1,225,000 00	275 59	0 00	275 59	
06-23-2006	06-29-2012	5,200	SCRIPPS NETWORKS INTERACT INC CL A COM	216,860 66	295,386 83	78,526 17	0 00		78,526 17
08-24-2006	06-29-2012	1,100	SCRIPPS NETWORKS INTERACT INC CL A COM	44,687 69	62,485 67	17,797 98	0 00		17,797 98
09-14-2004	09-27-2012	2,300	LIBERTY GLOBAL INC COM SER A	40,446 94	139,119 12	98,672 18	0 00		98,672 18
09-14-2004	09-27-2012	1,400	LIBERTY GLOBAL INC COM SER C	22,573 93	78,773 07	56,199 14	0 00		56,199 14
09-22-2010	10-01-2012	700	GILEAD SCIENCES INC COM	25,192 20	47,007 78	21,815 58	0 00		21,815 58
06-07-2010	10-04-2012	1	PENTAIR INC	11 57	26 75	15 18	0 00		15 18
06-07-2010	10-18-2012	3,450	THE ADT CORPORATION COM	79,489 41	133,230 68	53,741 27	0 00		53,741 27
06-22-2012	12-13-2012	1,100,000	UNITED STATES TREASURY BILL 12/13/12 0 000% Due 12-13-12	1,099,289 40	1,100,000 00	710 60	0 00	710 60	
05-21-2008	12-20-2012	5,400	ERSTE BANK DER OESTERREICHISCHEN	0 00	170,874 20	170,874 20	0 00		170,874 20
09-30-2003	03-01-2013	1,260	CRIMSON WINE GROUP LTD COM	4,555 74	10,042 17	5.486 43	0 00		5,486 43
09-22-2010	03-14-2013	4,300	GILEAD SCIENCES INC COM	77,376 03	196,701 61	119,325 58	0 00		119,325 58
10-26-2012	03-28-2013	400,000	UNITED STATES TREAS BILL 03/28/13 0 000% Due 03-28-13	399,774 17	400,000 00	225 83	0 00	225 83	
TOTAL GAINS								1,232 50	622,453 73
TOTAL LOSSES								0.00	0.00
TOTAL REALIZED GAIN/LOSS			623,686 23	3,359,954.01	3,983,640.24	623,686.23	0.00	**1,232.50**	**622,453.73**

Statement 13 3/3

Reporting Currency: US Dollar

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Price Gain	FX Gain	Gain Or Loss	
								Short Term	Long Term
07-24-2008	04-04-2012	4,325	ROCKWELL COLLINS INC	207,235 84	247,332 55	40,096 72	0 00		40,096 72
07-24-2008	07-09-2012	675	ROCKWELL COLLINS INC	32,343 17	32,683 58	340 42	0 00		340 42
09-12-2008	07-09-2012	4,325	ROCKWELL COLLINS INC	224,739 11	209,416 99	-15,322 12	0 00		-15,322 12
09-12-2008	07-27-2012	675	ROCKWELL COLLINS INC	35,074 89	33,790 48	-1,284 41	0 00		-1,284 41
08-31-2010	07-27-2012	1,025	ROCKWELL COLLINS INC	56,065 86	51,311 48	-4,754 38	0 00		-4,754 38
12-15-2011	07-27-2012	3,300	ROCKWELL COLLINS INC	176,429 22	165,197 92	-11,231 30	0 00	-11,231 30	
02-28-2012	12-06-2012	3,000	SOUTHWESTERN ENERGY CO COM	100,395 30	103,830 07	3,434 77	0 00	3,434 77	
02-29-2012	12-06-2012	2,000	SOUTHWESTERN ENERGY CO COM	66,359 80	69,220 04	2,860 24	0 00	2,860 24	
08-12-2011	12-26-2012	3,900	HOME DEPOT INC COM	118,210 95	238,770 20	120,559 25	0 00		120,559 25
08-15-2011	12-26-2012	5,500	HOME DEPOT INC COM	171,505 95	336,727 19	165,221 24	0 00		165,221 24
11-29-2011	12-26-2012	600	HOME DEPOT INC COM	22,859 16	36,733 88	13,874 72	0 00		13,874 72
11-29-2011	01-02-2013	400	HOME DEPOT INC COM	15,239 44	25,140 55	9,901 11	0 00		9,901 11
12-01-2011	01-02-2013	1,100	HOME DEPOT INC COM	43,381 69	69,136 53	25,754 84	0 00		25,754 84
12-15-2006	01-03-2013	1,000	3M COMPANY	78,577 20	94,624 77	16,047 57	0 00		16,047 57
02-29-2012	01-04-2013	5,000	SOUTHWESTERN ENERGY CO COM	165,899 50	168,206 22	2,306 72	0 00	2,306 72	
11-25-2008	01-08-2013	1,000	EQT CORP	29,887 50	59,135 57	29,248 07	0 00		29,248 07
11-26-2008	01-08-2013	380	EQT CORP	11,792 31	22,471 52	10,679 21	0 00		10,679 21
11-25-2008	01-23-2013	5,000	EQT CORP	149,437 50	297,595 82	148,158 32	0 00		148,158 32
11-26-2008	02-04-2013	3,900	EQT CORP	121,026 36	231,814 70	110,788 34	0 00		110,788 34
11-26-2008	02-06-2013	1,720	EQT CORP	53,375 73	106,189 56	52,813 83	0 00		52,813 83
01-15-2009	02-06-2013	380	EQT CORP	12,576 86	23,460 48	10,883 62	0 00		10,883 62
03-17-2009	02-06-2013	1,000	EQT CORP	31,401 50	61,738 12	30,336 62	0 00		30,336 62
03-17-2009	03-05-2013	3,000	EQT CORP	94,204 50	189,911 64	95,707 14	0 00		95,707 14
TOTAL GAINS								8,601 73	880,411 01
TOTAL LOSSES								-11,231 30	-21,360 91
TOTAL REALIZED GAIN/LOSS			856,420 53	2,018,019.33	2,874,439.86	856,420.53	0.00	-2,629.57	859,050.10
Total			Total	7,547,326	9,382,203	1,834,877			

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & FIXTURES	071595	200DB	7.00	17	1,020.			1,020.	1,020.		0.
2	FURNITURE & FIXTURES	101595	200DB	7.00	17	2,740.			2,740.	2,740.		0.
3	FURNITURE & FIXTURES	011596	200DB	7.00	17	3,786.			3,786.	3,786.		0.
4	EQUIPMENT	071095	200DB	5.00	17	850.			850.	850.		0.
5	EQUIPMENT	081595	200DB	5.00	17	726.			726.	726.		0.
6	EQUIPMENT	090195	200DB	5.00	17	3,991.			3,991.	3,991.		0.
7	EQUIPMENT	100395	200DB	5.00	17	10,360.			10,360.	10,360.		0.
8	EQUIPMENT	031596	200DB	5.00	17	477.			477.	477.		0.
9	SOFTWARE	021496	SL	3.00	16	11,500.			11,500.	11,500.		0.
10	EQUIPMENT	090196	200DB	5.00	17	10,483.			10,483.	10,483.		0.
11	EQUIPMENT	090197	200DB	5.00	17	3,490.			3,490.	3,490.		0.
12	EQUIPMENT	051603	200DB	5.00	17	6,632.			6,632.	6,632.		0.
13	SOFTWARE	040904	SL	3.00	16	3,645.			3,645.	3,645.		0.
14	SOFTWARE	081104	SL	3.00	16	8,080.			8,080.	8,080.		0.
15	FURNITURE & FIXTURES	072005	200DB	7.00	17	2,375.			2,375.	2,375.		0.
16	SOFTWARE	062606	SL	3.00	16	1,488.			1,488.	1,488.		0.
17	LEASEHOLD IMPROVEMENT	092206	SL	15.00	16	6,000.			6,000.	2,200.		400.
18	LEASEHOLD IMPROVEMENT	092906	SL	15.00	16	6,000.			6,000.	2,200.		400.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	LEASEHOLD IMPROVEMENT	112806	SL	15.00	16	500.			500.	176.		33.
20	COMPUTER EQUIPMENT	102208	200DB	5.00	17	4,224.		2,112.	2,112.	1,747.		243.
	* TOTAL 990-PF PG 1 DEPR					88,367.		2,112.	86,255.	77,966.	0.	1,076.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN SUPPORTERS OF YEDID 492 CEDAR LANE TEANECK, NJ 07666		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	40,000.
ARIEL KOHANE 2415 SHERWOOD ROAD COLUMBUS, OH 43209	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,690.
AVODAH: THE JEWISH SERVICE CORPS 116 EAST 27TH STREET NEW YORK, NY 10016		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	50,000.
BEND THE ARC 330 7TH AVE. 19TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	25,000.
BENJAMIN MURANE 561 SAINT JOHNS PLACE, #1B BROOKLYN, NY 11238	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,140.
BOSTON JEWISH FILM FESTIVAL 1001 WATERTOWN STREET, 3RD FLOOR WEST NEWTON, MA 02645		PUBLIC CHARITY	SUPPORT THE ENCORE SERIES	5,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	25,000.
DANIEL HABOUCHA 820 ABBOTT STREET MONTREAL, CANANDA, CANADA H4M1X	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,713.
DOROT, INC. 171 W. 85 STREET NEW YORK, NY 10024		PUBLIC CHARITY	SUPPORT FELLOWSHIP/INTERNSHIP AND COLLEGE VOLUNTEER	25,000.
FOUNDATION FOR DOCUMENTARY 3200 AIRPORT AVENUE, #25 SANTA MONICA, CA 90049		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	36,653.
Total from continuation sheets				2,079,083.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HABITUS PO BOX 489 NEW YORK, NY 10113		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	65,000.
AMERICAN FRIENDS OF KOL HANESHAMA P.O. BOX 1970 NEW YORK, NY 10025		PUBLIC CHARITY	SUPPORT FELLOWSHIP	115,500.
HAZON 829 THIRD AVENUE NEW YORK, NY 10022		PUBLIC CHARITY	SUPPORT NY JEWISH ENVIRONMENTAL BIKE RIDE	50,000.
IMMERSE NYC 25 BROADWAY SUITE 1700 NEW YORK, NY 10004		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	20,000.
INSTITUTE OF JEWISH SPIRITUALALITY 135 W 29TH STREET, SUITE 1103 NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	25,000.
JERUSALEM STORIES 10573 W PICO BLVD # 122 LOS ANGELES, CA 90064		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	30,000.
JACOB UDELL 300 WEST END AVENUE, APT 3B NEW YORK, NY 10023	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,712.
JENNIE E. GOLDSTEIN 895 WEST END AVENUE NEW YORK, NY 10025	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,644.
JEWISH BOOK COUNCIL 15 E. 26 STREET NEW YORK, NY 10010		PUBLIC CHARITY	SUPPORT NATIONAL JEWISH BOOK AWARDS	3,000.
JEWISH FAMILY AND CHILDREN SERVICES-BOSTON 1430 MAIN STREET WALTHAM, MA 02451		PUBLIC CHARITY	SUPPORT HOLOCAUST SERVICES	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FUND FOR JUSTICE 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	10,000.
JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10028		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	175,000.
JEWISH WOMEN'S ARCHIVE 138 HARVARD STREET BROOKLINE, MA 02446		PUBLIC CHARITY	SUPPORT EXPANDING ITS EDUCATIONAL PROGRAM	85,000.
JOIN FOR JUSTICE 359 BOLYSTON STREET BOSTON, MA 02116		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	60,000.
JONAH CHAIM FISHER 895 WEST END AVENUE NEW YORK, NY 10025	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,713.
JUST VISION 123 SEVENTH AVENUE PMB#226 BROOKLYN, NY 11215		PUBLIC CHARITY	SUPPORT SALARIES	75,000.
MECHON HADAR 111 8TH AVENUE,11TH FLOOR NEW YORK, NY 10011		PUBLIC CHARITY	SUPPORT REVITILIZATION OF COMMUNCAL LIFE	5,000.
MOVING TRADITION 115 WEST AVENUE, SUITE 102 JENKINTOWN, PA 19046		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	40,000.
NAOMI KRAMER 20 TARBERT ROAD TORONTO, CANADA, CANADA M2M2Y	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	57,240.
NEHIRIM 125 MAIDEN LANE, #8B NEW YORK, NY 10038		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	15,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW ISRAEL FUND 1101 14 STREET NW WASHINGTON, DC 20005		PUBLIC CHARITY	SUPPORT SOCIAL CHANGE IN ISRAEL	160,000.
RAPHAEL MAGARIK 512 RUGBY ROAD BROOKLYN, NY 11226	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,727.
REBECCA MALKA MER 40CARRIAGE DR LINCOLN, RI 02865	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,712.
SCHECHTER INSTITUTE OF JEWISH STUDIES 2300 COMPUTER AVENUE WILLOW GROVE, PA 19090		PUBLIC CHARITY	TO SUPPORT THREE PROGRAMMATIC INITIATIVES ; NASHIM;THE JOURNAL OF JEWISH WOMEN'S	52,000.
SHOSHANA ROSENBAUM 165 WEST END AVE, APT 2K NEW YORK, NY 10023	NONE	INDIVIDUAL	DOROT FELLOWSHIP PROGRAM	56,639.
UNION FOR REFORM JUDAISM 633 THIRD AVE NEW YORK, NY 10017		PUBLIC CHARITY	SUPPORT "JUST CONGREGATION INITIATIVE"	125,000.
URBAN ADAMAH 1050 PARKER ST BERKELEY, CA 94710		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	50,000.
W.F. ALBRIGHT INSTITUTE OF ARCHAELOGICAL RESEARCH PO BOX 40151 PHILADELPHIA, PA 40151		PUBLIC CHARITY	SUPPORT FELLOWSHIPS AND DIRECTOR'S FUND	120,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENCOUNTER 520 8TH AVENUE, 20TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	SUPPORT JEWISH LEADERS' EXPOSURE TO PALESTINIAN LIFE	60,000.
AMERICAN FRIENDS OF KOL HANESHAMA P.O. BOX 1970 NEW YORK, NY 10025		PUBLIC CHARITY	SUPPORT FELLOWSHIP	25,000.
J STREET EDUCATION PO BOX 66073 WASHINGTON, DC 20035		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	30,000.
SCHWARTZ CENTER FOR COMPASSIONATE CARE 205 PORTLAND ST BOSTON, MA 02114		PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS	215,000.
NEW AMERICAN FOUNDATION 199 LAFAYETTE STREET, SUITE 3B NEW YORK, NY 10012		PUBLIC CHARITY	TO SUPPORT ZION SQUARE	30,000.
NEW PROFIT 2 CANAL PARK CAMBRIDGE, MA 02141		PUBLIC CHARITY	SUPPORT DEVELOPMENT OF THE ACTION TANK	25,000.
STAND FOR CHILDREN 26 SMITH PLACE, 2ND FLOOR CAMBRIDGE, MA 02138		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	35,000.
UNION FOR REFORM JUDAISM 633 THIRD AVE NEW YORK, NY 10017		PUBLIC CHARITY	SUPPORT "JUST CONGREGATION INITIATIVE"	125,000.
UNIVERSITY OF SAN FRANCISCO-CENTER FOR VIOLENCE PREVENTION 2130 FULTON ST SAN FRANCISCO, CA 94117		PUBLIC CHARITY	SUPPORT GENERAL OPERATIONS	50,000.
UCLA 405 HILGARD AVE LOS ANGELES, CA 90095		PUBLIC CHARITY	TO SUPPORT ANNUAL LECTURESHIP	20,000.
Total from continuation sheets				700,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH WOMEN'S ARCHIVE 138 HARVARD STREET BROOKLINE, MA 02446		PUBLIC CHARITY	SUPPORT EXPANDING ITS EDUCATIONAL PROGRAM	85,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SCHECHTER INSTITUTE OF JEWISH STUDIES

TO SUPPORT THREE PROGRAMMATIC INITIATIVES ; NASHIM;THE JOURNAL OF JEWISH WOMEN'S STUDIES,THE SRIES OF WOMEN'S STUDY DAYS AND THE ANNUAL CONFERENCE ON THE ROLE OF WOMEN IN ISRAEL

Part XV **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SCHWARTZ CENTER FOR COMPASSIONATE CARE

TO SUPPORT GENERAL OPERATIONS

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

SOURCE	AMOUNT
CHASE	88.
FIRST MANHATTAN	217.
RI SAVINGS	135.
VISTA FUND	79.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	519.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN	238,451.	0.	238,451.
GREENHAVEN	319,230.	0.	319,230.
NEUBERGER & BERMAN	163,573.	0.	163,573.
TOTAL TO FM 990-PF, PART I, LN 4	721,254.	0.	721,254.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,399.	0.		4,399.
TO FM 990-PF, PG 1, LN 16A	4,399.	0.		4,399.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	67,687.	60,918.		6,769.
TO FORM 990-PF, PG 1, LN 16B	67,687.	60,918.		6,769.

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

SOURCE	AMOUNT
CHASE	88.
FIRST MANHATTAN	217.
RI SAVINGS	135.
VISTA FUND	79.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	519.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN	238,451.	0.	238,451.
GREENHAVEN	319,230.	0.	319,230.
NEUBERGER & BERMAN	163,573.	0.	163,573.
TOTAL TO FM 990-PF, PART I, LN 4	721,254.	0.	721,254.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,399.	0.		4,399.
TO FM 990-PF, PG 1, LN 16A	4,399.	0.		4,399.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	67,687.	60,918.		6,769.
TO FORM 990-PF, PG 1, LN 16B	67,687.	60,918.		6,769.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	403,306.	403,306.		0.
TO FORM 990-PF, PG 1, LN 16C	403,306.	403,306.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FICA	25,974.	0.		25,974.
PAYROLL/MEDICARE	6,572.	0.		6,572.
RHODE ISLAND UNEMPLOYMENT	1,651.	0.		1,651.
REAL ESTATE TAXES	349.	0.		349.
FOREIGN TAXES	5,285.	5,285.		0.
TO FORM 990-PF, PG 1, LN 18	39,831.	5,285.		34,546.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	12,945.	0.		12,945.
BOOKKEEPER	14,213.	0.		14,213.
PAYROLL SERVICE	2,716.	0.		2,716.
FILING FEES	795.	0.		795.
BANK CHARGES	471.	0.		471.
DUES & SUBSCRIPTIONS	2,500.	0.		2,500.
INSURANCE	81,717.	0.		81,717.
OFFICE EXPENSE	2,507.	0.		2,507.
POSTAGE	424.	0.		424.
COMPUTER EXPENSES	3,161.	0.		3,161.
MEALS	1,350.	0.		1,350.
DFI - SEMINARS	25,544.	0.		25,544.
MISCELLANEOUS	19,968.	0.		19,968.
UTILITIES	3,830.	0.		3,830.
DFI - ALUMNI	42,723.	0.		42,723.
DFI - ADMMINISTATIVE	158.	0.		158.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 9- SEE ATTACHED	31,660,420.	45,023,854.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,660,420.	45,023,854.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	1,020.	1,020.	0.
FURNITURE & FIXTURES	2,740.	2,740.	0.
FURNITURE & FIXTURES	3,786.	3,786.	0.
EQUIPMENT	850.	850.	0.
EQUIPMENT	726.	726.	0.
EQUIPMENT	3,991.	3,991.	0.
EQUIPMENT	10,360.	10,360.	0.
EQUIPMENT	477.	477.	0.
SOFTWARE	11,500.	11,500.	0.
EQUIPMENT	10,483.	10,483.	0.
EQUIPMENT	3,490.	3,490.	0.
EQUIPMENT	6,632.	6,632.	0.
SOFTWARE	3,645.	3,645.	0.
SOFTWARE	8,080.	8,080.	0.
FURNITURE & FIXTURES	2,375.	2,375.	0.
SOFTWARE	1,488.	1,488.	0.
LEASEHOLD IMPROVEMENT	6,000.	2,600.	3,400.
LEASEHOLD IMPROVEMENT	6,000.	2,600.	3,400.
LEASEHOLD IMPROVEMENT	500.	209.	291.
COMPUTER EQUIPMENT	4,224.	4,102.	122.
TOTAL TO FM 990-PF, PART II, LN 14	88,367.	81,154.	7,213.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	34,584.	38,876.
TOTAL TO FORM 990-PF, PART II, LINE 22	34,584.	38,876.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEANE UNGERLEIDER C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	PRESIDENT 1.50	0.	0.	0.
STEVEN C. BAUM C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	SECRETARY/TREASURER 1.50	0.	0.	0.
ERNEST S. FRERICHS C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 40.00	74,597.	1,903.	0.
MICHAEL HILL C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	EXEC V.P. 40.00	149,530.	2,985.	0.
SARA E. NATHAN C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 1.50	0.	0.	0.
SIMEON SPRINGER C/O MARKS ET AL - 685 THIRD AVE NEW YORK, NY 10017	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		224,127.	4,888.	0.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
DOROT FOUNDATION

Employer identification number (EIN) or
13-6116927

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O MARKS PANETH LLP - 685 THIRD AVE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
NEW YORK, NY 10017

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ STEVEN BAUM - DOROT FOUNDATION C/O MARKS ET AL - 685 THIRD AVE - NEW YORK, NY 10017

  Telephone No. ▶ 212-503-8800 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until FEBRUARY 15, 2014.

5 For calendar year ____ , or other tax year beginning APR 1, 2012 , and ending MAR 31, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO COMPLETE AN ACCURATE TAX RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ EA Date ▶