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990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

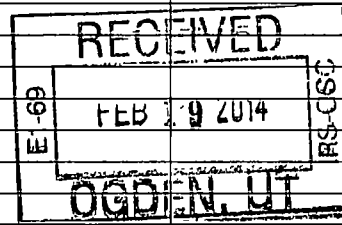
For calendar year 2012 or tax year beginning

04/01, 2012, and ending

03/31, 2013

Name of foundation THE JOELSON FOUNDATION		A Employer identification number 13-6220799
Number and street (or P O box number if mail is not delivered to street address) C/O WITHUMSMITH+BROWN, P.C. ATTN: DON SCHEIER 5 VAUGHN DRIVE		B Telephone number (see instructions) (609) 520-1188 EXT 1117
City or town, state, and ZIP code PRINCETON, NJ 08540-6313		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H 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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,468,800.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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)
1 Contributions, gifts, grants, etc., received (attach schedule)		86,275.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		540.	540.		ATCH 1
4 Dividends and interest from securities		529,360.	529,360.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		831,382.			
b Gross sales price for all assets on line 6a 2,315,584.					
7 Capital gain net income (from Part IV, line 2)			831,382.		
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) (attach schedule)					
11 Other income (attach schedule) ATCH 3		-316.	71.		
12 Total. Add lines 1 through 11		1,447,241.	1,361,353.		
13 Compensation of officers, directors, trustees, etc.		165,000.	24,750.		140,250.
14 Other employee salaries and wages		56,784.	8,518.		48,266.
15 Pension plans, employee benefits		14,014.	2,102.		383.
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 4		22,575.	3,386.		19,189.
c Other professional fees (attach schedule) *		41,396.	39,964.		1,432.
17 Interest ATCH 6		2.	2.		
18 Taxes (attach schedule) (see instructions) ATCH 7		12,145.	5,264.		
19 Depreciation (attach schedule) and depletion		1,460.	219.		
20 Occupancy		77,520.	11,628.		65,892.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 8		14,442.	7,399.		7,042.
24 Total operating and administrative expenses. Add lines 13 through 23		405,338.	103,232.		282,454.
25 Contributions, gifts, grants paid		923,881.			923,881.
26 Total expenses and disbursements. Add lines 24 and 25		1,329,219.	103,232.	0	1,206,335.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		118,022.			
b Net investment income (if negative, enter -0-)			1,258,121.		
c Adjusted net income (if negative, enter -0-)					



SCANNED MAR 17 2014
Operating and Administrative Expenses

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 5

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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				
	2	Savings and temporary cash investments	1,041,739.	1,525,122.	1,525,122.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 9	14,465,857.	14,884,321.	17,096,953.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			ATCH 10	
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 11	1,142,990.	340,281.	823,917.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	36,187. 32,307.	2,880. 3,880.	3,880.	
15	Other assets (describe ▶ ATCH 12)	13,361.	18,928.	18,928.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,666,827.	16,772,532.	19,468,800.		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	19,282,895.	19,282,895.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	-2,616,068.	-2,510,363.		
	30	Total net assets or fund balances (see instructions)	16,666,827.	16,772,532.		
	31	Total liabilities and net assets/fund balances (see instructions)	16,666,827.	16,772,532.		

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	16,666,827.
2	Enter amount from Part I, line 27a	2	118,022.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	39,322.
4	Add lines 1, 2, and 3	4	16,824,171.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	51,639.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,772,532.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
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					
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	831,382.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

(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	1,108,067.	18,346,872.	0.060395
2010	1,047,114.	17,722,469.	0.059084
2009	670,007.	16,110,131.	0.041589
2008	867,282.	17,023,338.	0.050947
2007	916,554.	21,692,302.	0.042253
2 Total of line 1, column (d)			2 0.254268
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 0.050854
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 18,341,851.
5 Multiply line 4 by line 3			5 932,756.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,581.
7 Add lines 5 and 6			7 945,337.
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 1,208,426.

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 <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	12,581.
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	
3 Add lines 1 and 2		3	12,581.
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	12,581.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,384.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,384.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	9.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	206.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 15	X	

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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		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 NOT APPLICABLE				
14	The books are in care of BARBARA J FIFE Telephone no 212-246-0230			
	Located at 1841 BROADWAY SUITE 1008 NEW YORK, NY ZIP+4 10023-7646			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 16		165,000.	0	0

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

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

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

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

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.

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 NOT APPLICABLE	
2	
3	
4	

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

Part IX Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NOT APPLICABLE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,930,391.
b	Average of monthly cash balances	1b	1,706,218.
c	Fair market value of all other assets (see instructions)	1c	984,560.
d	Total (add lines 1a, b, and c)	1d	18,621,169.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	18,621,169.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	279,318.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,341,851.
6	Minimum investment return. Enter 5% of line 5	6	917,093.

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	917,093.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,581.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,581.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	904,512.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	904,512.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	904,512.

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	1,206,335.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	2,091.
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	1,208,426.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	12,581.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,195,845.

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

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Page **9****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				904,512.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			560,995.	
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,208,426.				
a Applied to 2011, but not more than line 2a			560,995.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				647,431.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				257,081.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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

NOT APPLICABLE

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)

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

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**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				
ATCH 17				
Total			3a	923,881.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) 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	540.	
4 Dividends and interest from securities				14	529,360.	
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	831,382.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 18 _____			-387.		71.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			-387.		1,361,353.	
13 Total. Add line 12, columns (b), (d), and (e)						1,360,966.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Part III	
		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.		


[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
N/A		

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.


 Title PRESIDENT

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

PTIN
P00360976

Firm's EIN ► 22-2027092

Phone no 609-520-1188

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

- | 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? | | Yes | No |
|---|--|-------|----|
| 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. | | |

[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
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.

John C. Moore
Signature of officer or trustee

2/11/2014
Date

► Treasurer
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

HAL R TERR

Preparer's signature

Date _____

2/10/2014

Check	if	PTIN
-------	----	------

self-employed

P00360976

Firm's name ► WITHUM SMITH + BROWN PC

Firm's EIN ► 22-2027092

Firm's address ▶ 5 VAUGHN DR

PRINCETON, NJ

08540-6313

Phone no 609-520-1188

Form 990-PF (2012)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					388.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					31,376.	
69,934.		AHAB REDEMPTION FUND LTD - RETURN OF CAP PROPERTY TYPE: SECURITIES 69,934.				P	VARIOUS	04/01/2012
31,087.		AHAB REDEMPTION FUND LTD - RETURN OF CAP PROPERTY TYPE: SECURITIES 31,087.				P	VARIOUS	08/01/2012
31,205.		AHAB REDEMPTION FUND LTD - RETURN OF CAP PROPERTY TYPE: SECURITIES 31,205.				P	VARIOUS	02/01/2013
1,267,231.		AHAB OPPORTUNITIES FUND LTD - 95% DISTRI PROPERTY TYPE: SECURITIES 581,405.				P	VARIOUS 685,826.	05/15/2012
48,264.		INVESCO VENTURE PARTNERSHIP - RETURN OF PROPERTY TYPE: OTHER 48,264.				P	VARIOUS	VARIOUS
36,487.		INVESCO NON-US PARTNERSHIP - RETURN OF C PROPERTY TYPE: OTHER 36,487.				P	VARIOUS	VARIOUS
27,500.		CHANCELLOR PARTNERSHIP - RETURN OF CAPIT PROPERTY TYPE: OTHER 27,500.				P	VARIOUS	VARIOUS
251,705.		SEE ATTACHED PERSHING STATEMENT PROPERTY TYPE: SECURITIES 236,819.				P	VARIOUS 14,886.	VARIOUS
520,407.		SEE ATTACHED PERSHING STATEMENT PROPERTY TYPE: SECURITIES 421,501.				P	VARIOUS 98,906.	VARIOUS
TOTAL GAIN(LOSS)							<u>831,382.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY CASH RESERVES	102.	102.
CHANCELLOR PARTNERSHIP	62.	62.
INVESCO NON-US PARTNERSHIP	4.	4.
INVESCO VENTURE PARTNERSHIP	372.	372.
TOTAL	<u>540.</u>	<u>540.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENTS	202,312.	202,312.
PERSHING	34,670.	34,670.
MAINSTAY HIGH YIELD CORP BOND FUND	290,414.	290,414.
CHANCELLOR PARTNERSHIP	727.	727.
INVESCO NON-US PARTNERSHIP	230.	230.
INVESCO VENTURE PARTNERSHIP	1,007.	1,007.
TOTAL	<u>529,360.</u>	<u>529,360.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO VENTURE PARTNERSHIP BUSINESS INC	-461.	
INVESCO VENTURE PARTNERSHIP ROYALTIES	26.	26.
INVESCO VENTURE PARTNERSHIP OTHER INCOME	21.	21.
INVESCO VENTURE PARTNERSHIP 1231 LOSS	-11.	
CHANCELLOR PARTNERSHIP BUSINESS INCOME	11.	
CHANCELLOR PARTNERSHIP GUARANTEED PAYMEN	74.	
CHANCELLOR PARTNERSHIP OTHER PORTFOLIO	-1.	-1.
CHANCELLOR PARTNERSHIP OTHER INCOME	25.	25.
TOTALS	-316.	71.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WITHUMSMITH+BROWN, P.C.	22,575.	3,386.		19,189.
TOTALS	<u>22,575.</u>	<u>3,386.</u>		<u>19,189.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FIDELITY INVESTMENT MGMT FEE	1,236.	1,236.	
PERSHING INVESTMENT MGMT FEE	38,475.	38,475.	
COMPUTER CONSULTING	1,320.	198.	1,122.
OTHER PROFESSIONAL FEES	365.	55.	310.
TOTALS	<u>41,396.</u>	<u>39,964.</u>	<u>1,432.</u>

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST	2.	2.
TOTALS	2.	2.

ATTACHMENT 7FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES - INVESCO VENTUR	57.	57.
FOREIGN TAXES - FIDELITY	3,520.	3,520.
FOREIGN TAXES - PERSHING	1,687.	1,687.
FEDERAL TAX PAYMENTS	5,586.	
STATE TAXES	1,295.	
TOTALS	12,145.	5,264.

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	180.	180.	469.
CREDIT CARD	552.	83.	1,864.
COMMERCIAL INSURANCE	2,193.	329.	135.
NY LAW JOURNAL-PUBLIC NOTICE	135.		343.
OFFICE EXPENSES	403.	60.	178.
OFFICE SUPPLIES	210.	32.	160.
POSTAGE	188.	28.	
INVESTMENT ADR FEES	104.	104.	
TELEPHONE & ON-LINE EXPENSES	3,790.	568.	3,222.
BUSINESS GIFTS	78.	12.	66.
INVESCO VENTURE PARTNERSHIP	3,397.	3,396.	
INVESCO NON-US PARTNERSHIP	947.	947.	
CHANCELLOR PARTNERSHIP	1,553.	1,553.	605.
OFFICE EQUIPMENT RENTAL	712.	107.	
TOTALS	14,442.	7,399.	7,042.

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AIMIA INC		34,760.	57,464.
ASSURED GUARANTY LTD		31,886.	35,181.
ARTISAN INTERNATIONAL FUND	1,913,044.	1,940,816.	2,665,152.
BANK OF AMERICA	36,607.	43,924.	52,228.
BRITVIC PLC CHELMSFORD		49,920.	60,853.
CANADIAN TIRE LTD	50,299.		
CAREFUSION	51,022.	50,436.	72,989.
CITIGROUP INC	58,107.	46,692.	67,554.
COTT CORP	44,984.	46,836.	58,686.
COVIDIEN PLC	43,683.	44,868.	77,134.
CROWN HOLDINGS INC	54,340.	42,842.	111,889.
CVS CAREMARK CORP	15,236.		
DARLING INTL INC	27,754.		
GROUP AEROPLAN INC	65,421.		
HEWLETT PACKARD CO	112,253.	81,210.	49,253.
INTEGRATED DEVICE TECHNOLOGY		50,639.	55,846.
ISHARES BARCLAYS 1 - 3 YR TR	999,611.	999,611.	1,013,640.
ISHARES BARCLAYS INTERM	1,519,350.	1,519,350.	1,622,644.
ISHARES MSCI EAFE INDEX	684,659.	684,659.	719,556.
JP MORGAN CHASE & CO	46,756.	47,413.	67,915.
KOHL'S CORP		78,746.	79,482.
MAINSTAY HIGH YIELD CORP BD FD	4,397,173.	4,687,586.	4,408,215.
MFA FINANCIAL	28,191.	39,635.	47,830.
MOLSON COORS BREWING	55,849.	71,169.	82,838.
MICROSOFT CORP	51,670.	74,968.	77,691.
MONSTER BEVERAGE CORP		33,157.	33,609.
NIELSEN HOLDINGS BV		44,413.	52,799.
ORACLE CORP	38,383.		
PEP BOYS	15,336.	44,063.	52,006.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SANOFI SPONS ADR	64,603.	51,733.	73,504.
S&P 500 DEPOSITORY	964,502.	964,502.	1,334,828.
SERVICE CORP INTL	47,118.	34,544.	89,405.
SIEMENS AG	26,316.		
SLM CORP	13,878.		
SPARTAN 500 INDEX	966,820.	995,465.	1,501,113.
SUNCOKE ENERGY INC		58,569.	59,947.
TARGET CORP	58,340.	25,187.	35,320.
TELEFLEX INC	33,586.	41,676.	69,214.
UNILEVER NV	56,219.		
VANGUARD INTL EQUITY EMERG MKT	707,273.	707,273.	724,926.
VANGUARD INDEX MID CAP	262,077.	262,077.	371,560.
VANGUARD INDEX SMALL CAP	438,401.	438,401.	628,935.
VANGUARD I TM TREASURY ADMIRAL	292,136.	300,786.	321,240.
WELLPOINT INC	68,635.	75,974.	82,854.
DIRECTV COM	73,057.	70,202.	88,733.
GAMESTOP CORP	38,052.		
GOOGLE INC	45,116.	68,333.	92,920.
TOTALS	<u>14,465,857.</u>	<u>14,884,321.</u>	<u>17,096,953.</u>

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	DISPOSALS	BALANCE
FURNITURE	M7	7,625.			7,625.		7,625.
COMPUTER EQUIP.	M5	3,364.			3,364.		3,364.
SOFTWARE	M3	3,575.			3,575.		3,575.
FURNITURE	M7	1,549			1,549.		1,549.
COMPUTER	M5	4,985.			4,985.		4,985.
TYPEWRITER	M5	444.			444.		444.
SOFTWARE	M3	8,306.			8,306.		8,306.
FURNITURE	M7	740.			740.	106.	583.
COMPUTER SOFTWARE	M3	3,139.			3,139.	1,046.	1,569.
COMPUTER SOFTWARE	M3		2,460.		2,460.	308.	308.
TOTALS		<u>33,727.</u>			<u>30,847.</u>		<u>32,307.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AHAB OPPORTUNITIES FUND LTD	581,405.	NONE	66,696.
AHAB REDEMPTION FUND LTD	197,040.	64,814.	609,276.
CHANCELLOR PARTNERSHIP FUND LP	100,160.	86,457.	37,613.
JOELSON INVESTMENT LLC:			
(1) INVESCO VENTURE PARTNERSHIP	202,571.	163,673.	91,580.
(2) INVESCO NON-US PARTNERSHIP	61,814.	25,337.	18,752.
TOTALS	<u>1,142,990.</u>	<u>340,281.</u>	<u>823,917.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RENTAL SECURITY DEPOSIT	13,361.	18,928.	18,928.
TOTALS	<u>13,361.</u>	<u>18,928.</u>	<u>18,928.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
INVESCO VENTURE PARTNERSHIP BOOK/TAX ADJ	3,036.
CHANCELLOR PARTNERSHIP BOOK/TAX ADJ	5,850.
OTHER ADJUSTMENTS	2,250.
INVESCO VENTURE PRIOR DISTRIBUTION	14,918.
INVESCO NON-US PRIOR DISTRIBUTION	13,268.
TOTAL	<u>39,322.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

INVESCO VENTURE POST DISTRIBUTION	10,530.
CHANCELLOR PARTNERSHIP POST DISTRIBUTION	27,500.
INVESCO NON-US PARTNERSHIP BOOK/TAX ADJ	13,609.
TOTAL	<u>51,639.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 15

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
GRT. GRAND CHARIT. LEAD UNITRUST C/O WITHUMSMITH+BROWN, 465 SOUTH STREET MORRISTOWN, NJ 07960-6497	12/31/2012	86,275.
TOTAL CONTRIBUTION AMOUNTS		86,275.

THE JOELSON FOUNDATION

13-6220799

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARBARA J FIFE 1841 BROADWAY, SUITE 1008 NEW YORK, NY 10023-7646	PRESIDENT 35.00	165,000.	0	0
JOSEPH C MITCHELL C/O WITHUMSMITH+BROWN, P.C. 5 VAUGHN DRIVE PRINCETON, NJ 08540	TREASURY/SECRETARY 1.00	0	0	0
STEPHEN FIFE 1841 BROADWAY, SUITE 1008 NEW YORK, NY 10023-7646	DIRECTOR 1.00	0	0	0
GRAND TOTALS		165,000.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED GRANTS FROM THE JOELSON FOUNDATION C/O WITHUMSMITH+BROWN, PC, ATTN DON SCHEIER 5 VAUGHN DRIVE PRINCETON, NJ 08540	NONE	501 (C) (3)	SEE ATTACHED	923,881.
TOTAL CONTRIBUTIONS PAID				923,881.

Part I, Line 25-Contributions, Gifts, Grants Paid
Part XV, Line 3a-Grants and Contributions Paid During the Year

The Joelson Foundation
E.I.N. 13-6220799
For Tax Year Beginning 4/1/12 and Ending 3/31/13

Charity	Address	Payee Tax Status	Support Type	Amount
American Ballet Theatre	890 Broadway, 3rd Floor New York, NY 10003-1278	501c(3)	General Operating Support	\$3,000.00
American Ballet Theatre	890 Broadway, 3rd Floor New York, NY 10003-1278	501c(3)	General Operating Support	\$1,500 00
American Cancer Society, Oklahoma City	P O. Box 22718 Oklahoma City, OK 73123-1718	501c(3)	General Operating Support	\$2,000.00
American Jewish World Service, Inc.	45 West 36th Street New York, NY 10018	501c(3)	General Operating Support	\$1,000.00
American Pardes Foundation	Five West 37th Street, Suite 802 New York, NY 10018	501c(3)	General Operating Support	\$1,000 00
Amherst College	P.O. Box 5000 Amherst, MA 01002-5000	501c(3)	General Operating Support	\$1,000.00
Amherst College	P.O. Box 5000 Amherst, MA 01002-5000	501c(3)	Project Support	\$2,500.00
Archer School for Girls, Inc.	11725 Sunset Boulevard Los Angeles, CA 90049	501c(3)	General Operating Support	\$1,850.00
Archer School for Girls, Inc.	11725 Sunset Boulevard Los Angeles, CA 90049	501c(3)	General Operating Support	\$500 00
Archer School for Girls, Inc.	11725 Sunset Boulevard Los Angeles, CA 90049	501c(3)	General Operating Support	\$300 00
Atlantic Theater Company	Administrative Offices 76 Ninth Avenue, Suite 537 New York, NY 10011	501c(3)	General Operating Support	\$1,500.00
Autism Speaks	1 East 33rd Street, 4th Floor New York, NY 10016	501c(3)	General Operating Support	\$2,500.00
Ballet Tech Foundation, Inc.	Lawrence A. Wien Center for Dance & Theater 890 Broadway New York, NY 10003	501c(3)	General Operating Support	\$2,500 00
Baruch College	One Bernard Baruch Way Box A-1603 New York, NY 10010-5585	501c(3)	General Operating Support	\$2,500 00
Bend the Arc: A Jewish Partnership for Justice	330 Seventh Avenue, 19th Floor New York, NY 10001	501c(3)	General Operating Support	\$2,500.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Boston University/Trustees of Boston University	President/Dev. & Alumni Relations One Sherborn Street, 8th Floor Boston, MA 02215	501c(3)	General Operating Support	\$4,000.00
The Brearley School	610 East 83rd Street New York, NY 10028-7988	501c(3)	Project Support	\$1,000.00
Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	501c(3)	General Operating Support	\$2,000.00
Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	501c(3)	General Operating Support	\$2,500.00
Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	501c(3)	General Operating Support	\$2,000.00
Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	501c(3)	General Operating Support	\$3,500.00
BronxWorks	60 East Tremont Avenue Bronx, NY 10453	501c(3)	General Operating Support	\$300.00
BronxWorks	60 East Tremont Avenue Bronx, NY 10453	501c(3)	General Operating Support	\$250.00
Brooklyn Academy of Music, Inc.	Peter Jay Sharp Building 30 Lafayette Avenue Brooklyn, NY 11217-1486	501c(3)	General Operating Support	\$2,500.00
Brooklyn Botanic Garden	1000 Washington Avenue Brooklyn, NY 11225-1099	501c(3)	General Operating Support	\$2,500.00
Brooklyn Community Foundation, Inc.	45 Main Street, Suite 409 Brooklyn, NY 11201-1093	501c(3)	Project Support	\$25,000.00
Brown University	Box 1893, 110 Elm Street Providence, RI 02912	501c(3)	General Operating Support	\$1,000.00
Brown University	Box 1893, 110 Elm Street Providence, RI 02912	501c(3)	Project Support	\$1,000.00
Brown University	Box 1893, 110 Elm Street Providence, RI 02912	501c(3)	General Operating Support	\$2,500.00
Bryn Mawr College	Helfarian 101 North Merion Avenue Bryn Mawr, PA 19010-2899	501c(3)	General Operating Support	\$5,000.00
Center for Jewish Culture and Creativity	423 North Palm Drive, Suite 102 Beverly Hills, CA 90210	501c(3)	Project Support	\$2,000.00
Center for Jewish Culture and Creativity	423 North Palm Drive, Suite 102 Beverly Hills, CA 90210	501c(3)	General Operating Support	\$5,000.00
Center for Jewish Culture and Creativity	423 North Palm Drive, Suite 102 Beverly Hills, CA 90210	501c(3)	General Operating Support	\$2,500.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Central Park Conservancy	14 East 60th street New York, NY 10022	501c(3)	General Operating Support	\$3,000.00
Central Park Conservancy	14 East 60th street New York, NY 10022	501c(3)	General Operating Support	\$5,000.00
Central Park Conservancy	14 East 60th street New York, NY 10022	501c(3)	General Operating Support	\$1,000.00
Central Synagogue	123 East 55th Street New York, NY 10022-3502	501c(3)	Project Support	\$3,000 00
Children's Hospital Boston	c/o Children's Hospital Trust 1 Autumn Street Boston, MA 02115-5301	501c(3)	General Operating Support	\$500.00
Citizens Union Foundation	299 Broadway, Suite 700 New York, NY 10007	501c(3)	General Operating Support	\$1,000 00
Citizens Union Foundation	299 Broadway, Suite 700 New York, NY 10007	501c(3)	General Operating Support	\$2,500.00
City Harvest, Inc.	575 Eighth Avenue, 4th Floor New York, NY 10018-3069	501c(3)	General Operating Support	\$1,000.00
City Parks Foundation	830 Fifth Avenue New York, NY 10065-7001	501c(3)	General Operating Support	\$1,000.00
Columbia University	2960 Broadway 305 Dodge Hall, MC 1803 New York, NY 10027	501c(3)	Project Support	\$25,000.00
Columbia University	2960 Broadway 305 Dodge Hall, MC 1803 New York, NY 10027	501c(3)	General Operating Support	\$1,500.00
Community Service Society	105 East 22nd Street New York, NY 10010	501c(3)	General Operating Support	\$1,750.00
Community Service Society	105 East 22nd Street New York, NY 10010	501c(3)	General Operating Support	\$2,000.00
Congregation Rodeph Sholom	7 West 83rd Street New York, NY 10024	501c(3)	General Operating Support	\$4,350 00
Congregation Rodeph Sholom	7 West 83rd Street New York, NY 10024	501c(3)	General Operating Support	\$3,500.00
Congregation Shirat Ha Yam	PO Box 1145 Nantucket, MA 02554	501c(3)	General Operating Support	\$1,500.00
Dana-Farber Cancer Institute	Division of Development & The Jimmy Fund 10 Brookline Place West, 6th Floor Brookline, MA 02445-7226	501c(3)	General Operating Support	\$2,000 00
DOROT, Inc.	171 West 85th Street New York, NY 10024	501c(3)	General Operating Support	\$4,000.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Dwight School Foundation	291 Central Park West New York, NY 10024	501c(3)	General Operating Support	\$1,000.00
Edward M. Kennedy Institute	400 Atlantic Avenue Boston, MA 02110	501c(3)	General Operating Support	\$2,500.00
Ensemble Studio Theatre - The LA Project	137 N Larchmont Blvd., Suite 134 Los Angeles, CA 90004	501c(3)	Project Support	\$1,000.00
Fayerweather Street School	765 Concord Avenue Cambridge, MA 02138	501c(3)	General Operating Support	\$500.00
FJC	520 Eighth Avenue, 20th Floor New York, NY 10018	501c(3)	Project Support	\$1,000.00
The Flea Theatre Inc	41 White Street New York, NY 10013	501c(3)	General Operating Support	\$500.00
Food Bank for New York City	39 Broadway, 10th Floor New York, NY 10006	501c(3)	General Operating Support	\$1,150.00
Friends of Ikamva Labantu	215 Overlook Road New Rochelle, NY 10804	501c(3)	General Operating Support	\$1,000.00
Gift of Life Bone Marrow Foundation	800 Yamato Road, Suite 101 Boca Raton, FL 33431	501c(3)	General Operating Support	\$1,000.00
Gordon Research Conferences	Attention: Conference Support 512 Liberty Lane West Kingston, RI 02892	501c(3)	Project Support	\$3,000.00
Grub Street, Inc.	162 Boylston Street, 5th Floor Boston, MA 02116	501c(3)	General Operating Support	\$500.00
Harlem School of the Arts	645 St. Nicholas Avenue New York, NY 10030	501c(3)	General Operating Support	\$10,000.00
Harvard University	124 Mount Auburn Street Cambridge, MA 02138-5795	501c(3)	Project Support	\$1,000.00
Harvard University	124 Mount Auburn Street Cambridge, MA 02138-5795	501c(3)	Project Support	\$1,000.00
HEAF: Harlem Educational Activities Fund, Inc.	2090 Seventh Avenue, 10th Floor New York, NY 10027	501c(3)	General Operating Support	\$2,500.00
Horace Mann School	Alumni House and Development Office 231 West 246th Street Riverdale, Bronx, NY 10471	501c(3)	General Operating Support	\$5,000.00
Inner-City Scholarship Fund, Inc.	1011 First Avenue, Suite 1400 New York, NY 10022-4112	501c(3)	General Operating Support	\$2,200.00
The Jackson Laboratory	600 Main Street Bar Harbor, ME 04609-1500	501c(3)	General Operating Support	\$500.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Jewish Family & Children's Service	Headquarters 1430 Main Street Waltham, MA 02451	501c(3)	General Operating Support	\$1,000.00
KCRW Foundation, Inc	1900 Pico Boulevard Santa Monica, CA 90405-1628	501c(3)	General Operating Support	\$106.00
KPFK	3729 Cahuenga Blvd. West North Hollywood, CA 91604	501c(3)	General Operating Support	\$575.00
LA Stage Alliance	644 South Figueroa Street Los Angeles, CA 90017	501c(3)	General Operating Support	\$150.00
LACMA: Los Angeles County Museum Of Art	5905 Wilshire Blvd Los Angeles, CA 90036	501c(3)	General Operating Support	\$72.00
Lawyers for Children, Inc.	110 Lafayette Street, 8th Floor New York, NY 10013-4116	501c(3)	General Operating Support	\$2,000.00
Lehigh University	Alumni Memorial Building 27 Memorial Drive West Bethlehem, PA 18015-3086	501c(3)	General Operating Support	\$10,000.00
Lehigh University	Alumni Memorial Building 27 Memorial Drive West Bethlehem, PA 18015-3086	501c(3)	General Operating Support	\$3,000.00
Let's Get Ready, Inc.	50 Broadway, Suite 806 New York, NY 10004	501c(3)	General Operating Support	\$1,000.00
Let's Get Ready, Inc.	50 Broadway, Suite 806 New York, NY 10004	501c(3)	General Operating Support	\$1,000.00
Lincoln Center for the Performing Arts, Inc.	70 Lincoln Center Plaza New York, NY 10023-6583	501c(3)	General Operating Support	\$2,500.00
Lincoln Center for the Performing Arts, Inc.	70 Lincoln Center Plaza New York, NY 10023-6583	501c(3)	General Operating Support	\$25,000.00
Lincoln Center Theater	150 West 65th Street New York, NY 10023-6975	501c(3)	General Operating Support	\$10,000.00
Lincoln Center Theater	150 West 65th Street New York, NY 10023-6975	501c(3)	General Operating Support	\$3,500.00
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	Project Support	\$50,000.00
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	General Operating Support	\$5,000.00
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	General Operating Support	\$25,000.00
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	General Operating Support	\$40,000.00
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	General Operating Support	\$1,700.00

Charity	Address	Payee Tax Statutes and Dates	Support Type	Amount
Manhattan Theatre Club	311 West 43rd Street, 8th Floor New York, NY 10036-6413	501c(3)	General Operating Support	\$600.00
Marina Orth Foundation	5185 MacArthur Blvd. NW, Suite 619 Washington, DC 20016	501c(3)	General Operating Support	\$1,000.00
Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York, NY 10065	501c(3)	Project Support	\$3,000.00
Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	501c(3)	General Operating Support	\$400.00
Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	501c(3)	General Operating Support	\$1,000.00
Michael J. Fox Foundation for Parkinson's Research	Church Street Station PO Box 780 New York, NY 10008-0780	501c(3)	General Operating Support	\$2,500 00
Mississippi Actors Group, Inc.	1306 North Wilton Los Angeles, CA 90028	501c(3)	Project Support	\$7,347.00
Mount Sinai Medical Center, Inc.	Mt. Sinai School of Medicine, P.O. Box 4500 One Gustave L. Levy Place New York, NY 10029-6574	501c(3)	Project Support	\$1,000.00
Mount Sinai Medical Center, Inc.	Mt. Sinai School of Medicine, P.O. Box 4500 One Gustave L. Levy Place New York, NY 10029-6574	501c(3)	Project Support	\$1,000.00
Multiple Myeloma Research Foundation	383 Main Avenue Norwalk, CT 06851	501c(3)	General Operating Support	\$1,000.00
Museum of Jewish Heritage	Edmond J. Safra Plaza 36 Battery Place New York, NY 10280	501c(3)	General Operating Support	\$1,000.00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5497	501c(3)	General Operating Support	\$1,500 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5497	501c(3)	General Operating Support	\$1,000.00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5497	501c(3)	General Operating Support	\$500 00
Museum of the City of New York	1220 Fifth Avenue New York, NY 10029-5287	501c(3)	Project Support	\$2,500 00
Museum of the City of New York	1220 Fifth Avenue New York, NY 10029-5287	501c(3)	General Operating Support	\$5,000 00
Museum of the City of New York	1220 Fifth Avenue New York, NY 10029-5287	501c(3)	Capital Fund Support	\$40,000.00
Museum of the City of New York	1220 Fifth Avenue New York, NY 10029-5287	501c(3)	General Operating Support	\$15,000.00

Charity	Address	Payee Tax Statutes and Dates	Support Type	Amount
Museum of the City of New York	1220 Fifth Avenue New York, NY 10029-5287	501c(3)	General Operating Support	\$10,000.00
Nantucket Arts Council, Inc.	P.O. Box 2176 Nantucket, MA 02584	501c(3)	General Operating Support	\$1,500.00
Nantucket Arts Council, Inc.	P.O. Box 2176 Nantucket, MA 02584	501c(3)	General Operating Support	\$1,000.00
Nantucket Atheneum	One India Street, P.O. Box 808 Nantucket, MA 02554	501c(3)	Project Support	\$40,000 00
Nantucket Atheneum	One India Street, P.O. Box 808 Nantucket, MA 02554	501c(3)	General Operating Support	\$20,000.00
Nantucket Conservation Foundation, Inc.	Post Office Box 13 118 Cliff Road Nantucket, MA 02554-0013	501c(3)	General Operating Support	\$6,500.00
Nantucket Cottage Hospital	57 Prospect Street Nantucket Island, MA 02554-2799	501c(3)	General Operating Support	\$20,000.00
Nantucket Cottage Hospital	57 Prospect Street Nantucket Island, MA 02554-2799	501c(3)	General Operating Support	\$3,000.00
Nantucket Historical Association	P.O. Box 1016 Nantucket, MA 02554-1016	501c(3)	General Operating Support	\$2,500.00
Nantucket Land Council	Six Ash Lane, PO Box 502 Nantucket, MA 02554	501c(3)	General Operating Support	\$3,000 00
Nantucket Land Council	Six Ash Lane, PO Box 502 Nantucket, MA 02554	501c(3)	General Operating Support	\$1,000.00
Nantucket Preservation Trust	Two Union Street, P O. Box 158 Nantucket Island, MA 02554	501c(3)	General Operating Support	\$1,955.00
Nantucket Preservation Trust	Two Union Street, P.O. Box 158 Nantucket Island, MA 02554	501c(3)	General Operating Support	\$1,000.00
National Fish and Wildlife Foundation	1133 Fifteenth Street, NW, Suite 1100 Washington, DC 20005	501c(3)	General Operating Support	\$1,500.00
National Trust for Historic Preservation	1785 Massachusetts Avenue NW Washington, DC 20036-2117	501c(3)	Project Support	\$500 00
Natural Resources Defense Council, Inc. (NRDC)	40 West 20th Street New York, NY 10011	501c(3)	General Operating Support	\$1,500.00
Natural Resources Defense Council, Inc. (NRDC)	40 West 20th Street New York, NY 10011	501c(3)	General Operating Support	\$1,500.00
New York City Ballet, Inc.	David H. Koch Theater 20 Lincoln Center New York, NY 10023	501c(3)	General Operating Support	\$20,000.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
New York City Ballet, Inc	David H. Koch Theater 20 Lincoln Center New York, NY 10023	501c(3)	General Operating Support	\$25,000.00
New York City Ballet, Inc	David H. Koch Theater 20 Lincoln Center New York, NY 10023	501c(3)	General Operating Support	\$25,000.00
New York City Ballet, Inc.	David H. Koch Theater 20 Lincoln Center New York, NY 10023	501c(3)	General Operating Support	\$25,000.00
New York City Center	130 West 56th Street New York, NY 10019-3803	501c(3)	General Operating Support	\$10,000.00
New York City Center	130 West 56th Street New York, NY 10019-3803	501c(3)	General Operating Support	\$15,000.00
New York City Center	130 West 56th Street New York, NY 10019-3803	501c(3)	Capital Fund Support	\$10,000.00
New York City Center	130 West 56th Street New York, NY 10019-3803	501c(3)	General Operating Support	\$5,000.00
New York Collaborates for Autism, Inc.	601 West 26th Street - No. 1500 New York, NY 10001	501c(3)	General Operating Support	\$1,500.00
New York Junior Tennis League	58-12 Queens Boulevard, Suite 1 Woodside, NY 11377	501c(3)	General Operating Support	\$1,500.00
New York League of Conservation Voters Education Fund	30 Broad Street, 30th Floor New York, NY 10275-0732	501c(3)	General Operating Support	\$15,000.00
New York League of Conservation Voters Education Fund	30 Broad Street, 30th Floor New York, NY 10275-0732	501c(3)	General Operating Support	\$5,000.00
New York Stem Cell Foundation/NYSCF	163 Amsterdam Avenue, Box 309 New York, NY 10023	501c(3)	General Operating Support	\$2,500.00
New York University Langone Medical Center	Office of Development One Park Avenue, 17th Floor New York, NY 10016-5802	501c(3)	Project Support	\$5,000.00
New Yorkers Against Gun Violence Education Fund	87 Lafayette Street New York, NY 10013	501c(3)	General Operating Support	\$1,000.00
North Shore Animal League America, Inc.	16 Lewyt Street Port Washington, NY 11050	501c(3)	General Operating Support	\$500.00
North Shore Animal League America, Inc.	16 Lewyt Street Port Washington, NY 11050	501c(3)	General Operating Support	\$500.00
NYFA New York Foundation for the Arts	20 Jay Street, Suite 740 Brooklyn, NY 11201	501c(3)	General Operating Support	\$3,000.00
NYFA: New York Foundation for the Arts	20 Jay Street, Suite 740 Brooklyn, NY 11201	501c(3)	General Operating Support	\$3,000.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
NYFA. New York Foundation for the Arts	20 Jay Street, Suite 740 Brooklyn, NY 11201	501c(3)	General Operating Support	\$1,500.00
Oprah Winfrey Leadership Academy Foundation	110 North Carpenter Street Chicago, IL 60607-2104	501c(3)	Project Support	\$1,000.00
Paul Robert Carey Foundation	20 Corporate Woods Boulevard, Suite 600 Albany, NY 12211-2370	501c(3)	General Operating Support	\$1,500.00
PEF Israel Endowment Funds, Inc.	317 Madison Avenue, Suite 607 New York, NY 10017	501c(3)	General Operating Support	\$500.00
PEN American Center, Inc.	588 Broadway, Suite 303 New York, NY 10012	501c(3)	General Operating Support	\$500.00
Pets Alive Westchester	P.O. Box 131 100 Warehouse Lane South Elmsford, NY 10523	501c(3)	General Operating Support	\$150.00
Phipps Community Development Corporation/Phipps Houses	902 Broadway, 13th Floor New York, NY 10010-6033	501c(3)	General Operating Support	\$2,000.00
Phipps Community Development Corporation/Phipps Houses	902 Broadway, 13th Floor New York, NY 10010-6033	501c(3)	General Operating Support	\$2,000.00
Pine Street Inn	444 Harrison Avenue Boston, MA 02118-2404	501c(3)	General Operating Support	\$1,000.00
Posse Foundation, Inc.	14 Wall Street, Suite 8A-60 New York, NY 10005	501c(3)	General Operating Support	\$1,000.00
Project FIND	160 West 71st Street, Suite 2F New York, NY 10023	501c(3)	General Operating Support	\$25,000.00
Public Art Fund	One East 53rd Street New York, NY 10022	501c(3)	General Operating Support	\$10,000.00
Public Art Fund	One East 53rd Street New York, NY 10022	501c(3)	General Operating Support	\$2,500.00
The Public Theater	425 Lafayette Street New York, NY 10003	501c(3)	General Operating Support	\$10,000.00
Regional Plan Association	4 Irving Place, 7th Floor New York, NY 10003	501c(3)	General Operating Support	\$20,000.00
Regional Plan Association	4 Irving Place, 7th Floor New York, NY 10003	501c(3)	General Operating Support	\$10,000.00
Robin Hood Foundation	826 Broadway, 9th Floor New York, NY 10003	501c(3)	General Operating Support	\$2,500.00
Robin Hood Foundation	826 Broadway, 9th Floor New York, NY 10003	501c(3)	General Operating Support	\$1,000.00
Robin Hood Foundation	826 Broadway, 9th Floor New York, NY 10003	501c(3)	General Operating Support	\$2,500.00
Robin Hood Foundation	826 Broadway, 9th Floor New York, NY 10003	501c(3)	Project Support	\$2,500.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Ronald McDonald House	405 East 73rd Street New York, NY 10021	501c(3)	General Operating Support	\$500.00
Roosevelt Institute	570 Lexington Avenue, 5th Floor New York, NY 10022	501c(3)	General Operating Support	\$500.00
Rosie's Place	889 Harrison Avenue Boston, MA 02118	501c(3)	General Operating Support	\$3,500.00
Roundabout Theatre Company	231 West 39th Street, Suite 1200 New York, NY 10018	501c(3)	General Operating Support	\$10,000.00
Rwanda Education Assistance Project, Inc.	5 Samuel Purdy Lane Katonah, NY 10536-3404	501c(3)	General Operating Support	\$500.00
Rwanda Education Assistance Project, Inc.	5 Samuel Purdy Lane Katonah, NY 10536-3404	501c(3)	General Operating Support	\$1,500.00
Sarah Lawrence College	1 Mead Way Bronxville, NY 10708-5999	501c(3)	General Operating Support	\$1,000.00
Sarah Lawrence College	1 Mead Way Bronxville, NY 10708-5999	501c(3)	General Operating Support	\$1,500.00
Settlement Housing Fund, Inc.	247 West 37th Street, 4th Floor New York, NY 10018	501c(3)	General Operating Support	\$2,000.00
Sholem Educational Institute	P.O. Box 4508 Culver City, CA 90231-4508	501c(3)	General Operating Support	\$1,200.00
Sholem Educational Institute	P.O. Box 4508 Culver City, CA 90231-4508	501c(3)	General Operating Support	\$1,400.00
Society for Neuroscience	1121 14th Street NW, Suite 1010 Washington, DC 20005	501c(3)	General Operating Support	\$2,000.00
South Street Seaport Museum	12 Fulton Street New York, NY 10038	501c(3)	General Operating Support	\$3,000.00
South Street Seaport Museum	12 Fulton Street New York, NY 10038	501c(3)	General Operating Support	\$2,500.00
Stephen Wise Free Synagogue	30 West 68th Street New York, NY 10023-6053	501c(3)	General Operating Support	\$10,000.00
Stephen Wise Free Synagogue	30 West 68th Street New York, NY 10023-6053	501c(3)	General Operating Support	\$1,150.00
Stephen Wise Free Synagogue	30 West 68th Street New York, NY 10023-6053	501c(3)	General Operating Support	\$2,376.00
Sustainable Nantucket	P.O. Box 1244 Nantucket, MA 02554	501c(3)	General Operating Support	\$500.00
Temple Sinai	50 Sewall Avenue Brookline, MA 02446-5238	501c(3)	General Operating Support	\$4,000.00

Charity	Address	Payee Tax Statutes and Dates	Support Type	Amount
Theatre Workshop of Nantucket	P.O. Box 1297 Nantucket, MA 02554	501c(3)	General Operating Support	\$1,000.00
Trustees of Reservations	Great Point Circle, Long Hill 572 Essex Street Beverly, MA 01915-1530	501c(3)	General Operating Support	\$1,000 00
UJA-Federation of New York	130 East 59th Street, #16101 New York, NY 10022-1397	501c(3)	General Operating Support	\$3,500 00
UJA-Federation of New York	130 East 59th Street, #16101 New York, NY 10022-1397	501c(3)	General Operating Support	\$250 00
UJA-Federation of New York	130 East 59th Street, #16101 New York, NY 10022-1397	501c(3)	Project Support	\$2,500.00
UJA-Federation of New York	130 East 59th Street, #16101 New York, NY 10022-1397	501c(3)	General Operating Support	\$2,000.00
UJA-Federation of New York	130 East 59th Street, #16101 New York, NY 10022-1397	501c(3)	General Operating Support	\$1,000.00
Washington University in St. Louis	Parents Annual Fund Campus Box 1192, One Brookings Drive Saint Louis, MO 63130-4899	501c(3)	General Operating Support	\$500.00
Washington University in St. Louis	Parents Annual Fund Campus Box 1192, One Brookings Drive Saint Louis, MO 63130-4899	501c(3)	Project Support	\$500.00
Washington University in St. Louis	Parents Annual Fund Campus Box 1192, One Brookings Drive Saint Louis, MO 63130-4899	501c(3)	General Operating Support	\$500.00
Wesleyan University	Wesleyan Annual Fund 318 High Street Middletown, CT 06459-0472	501c(3)	General Operating Support	\$5,000.00
West Coast Jewish Theatre	P.O. Box 1723 Studio City, CA 91614-0723	501c(3)	General Operating Support	\$1,000 00
West Harlem Environmental Action, Inc	1854 Amsterdam Avenue, 2nd Floor New York, NY 10031-1714	501c(3)	General Operating Support	\$3,000.00
Westchester Reform Temple	255 Mamaroneck Road Scarsdale, NY 10583-7299	501c(3)	General Operating Support	\$3,600 00
Whitney Museum of American Art	945 Madison Avenue at 75th Street New York, NY 10021	501c(3)	General Operating Support	\$200.00
William F. Ryan Community Health Center	110 West 97th Street New York, NY 10025	501c(3)	General Operating Support	\$1,000.00
Winsor School	Pilgrim Road Boston, MA 02215	501c(3)	General Operating Support	\$500.00

Charity	Address	Payee Tax Statuses and Dates	Support Type	Amount
Women in Need, Inc	115 West 31st Street New York, NY 10001	501c(3)	General Operating Support	\$3,500.00
World Wildlife Fund	1250 24th Street NW P.O. Box 96555 Washington, DC 20077-7789 www.worldwildlife.org	501c(3)	General Operating Support	\$500.00
Grand Totals (200 items)				\$923,881.00

THE JOELSON FOUNDATION

13-6220799

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
PARTNERSHIP INCOME/LOSS	900099	-387.		71.	
TOTALS		-387.		71.	

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE JOELSON FOUNDATION

Employer identification number

13-6220799

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	14,886.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	388.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	15,274.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	784,732.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	31,376.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	816,108.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

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Part III Summary of Parts I and II Caution: Read the instructions before completing this part		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		15,274.
14	Net long-term gain or (loss):			
a	Total for year	14a		816,108.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		831,382.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

THE JOELSON FOUNDATION

Employer identification number

13-6220799

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	14,886.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Employer identification number

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Schedule D-1 (Form 1041) 2012

THE JOELSON FOUNDATION
FORM 990-PF FOR THE YEAR ENDING 3/31/2013
EIN 13-6220799

ATTACHMENT TO PART IV CAPITAL GAINS AND LOSSES

DATE ACQUIRED	DATE SOLD	QUANTITY	SECURITY DESCRIPTION	COST BASIS	PROCEEDS	GAIN OR LOSS	P OR D
2/15/2012	4/24/2012	100 00	Darling Intl Inc	1,598 72	1,599 72	1 00	P
6/21/2011	5/1/2012	399 00	Pep Boys Manny Moe & Jack	4,400 49	4,489 21	88 72	P
8/16/2011	5/11/2012	345 00	Canadian Tire Ltd Cl A	19,345 08	24,189 19	4,844 11	P
2/3/2012	7/5/2012	117 00	DirecTV Cl A	5,280 51	5,849 27	568 76	P
5/9/2012	9/10/2012	74 00	WellPoint Inc	4,871 88	4,394 12	(477 76)	P
5/30/2012	9/24/2012	13 00	Google Inc Cl A	7,610 48	9,535 93	1,925 45	P
2/23/2012	10/3/2012	487 00	Hewlett Packard Co	13,218 31	7,786 95	(5,431 36)	P
2/15/2012	10/9/2012	999 00	Darling Intl Inc	15,971 21	17,551 43	1,580 22	P
2/15/2012	10/10/2012	637 00	Darling Intl Inc	10,183 85	10,625 43	441 58	P
11/9/2012	1/10/2013	14 00	Google Inc Cl A	9,183 30	10,364 96	1,181 66	P
11/6/2012	1/16/2013	354 00	Fossil Inc	29,556 13	37,100 64	7,544 51	P
4/2/2012	1/18/2013	700 00	Bntvic Ord Gbp0 2	4,354 94	4,784 50	429 56	P
3/30/2012	1/18/2013	489 00	Bntvic Ord Gbp0 2	3,035 99	3,342 31	306 32	P
3/22/2012	2/12/2013	1,535 00	Gamestop Corp Cl A	38,051 88	39,332 41	1,280 53	P
11/1/2012	2/14/2013	697 00	Astral Media Inc Cl A	29,203 81	33,043 37	3,839 56	P
2/23/2012	2/22/2013	308 00	Hewlett Packard Co	8,359 83	5,768 16	(2,591 67)	P
9/17/2012	3/13/2013	910 00	Guess Inc	25,360 28	24,533 30	(826 98)	P
1/23/2013	3/13/2013	275 00	Guess Inc	7,232 40	7,413 91	181 51	P
TOTAL SHORT-TERM				236,819.09	251,704.81	14,885.72	

DATE ACQUIRED	DATE SOLD	QUANTITY	SECURITY DESCRIPTION	COST BASIS	PROCEEDS	GAIN OR LOSS	P OR D
12/15/2006	4/12/2012	85 00	Canadian Tire Ltd Cl A	5,458 80	5,862 68	403 88	P
2/1/2007	4/12/2012	114 00	Canadian Tire Ltd Cl A	6,675 47	7,862 90	1,187 43	P
3/16/2011	5/1/2012	809 00	Pep Boys Manny Moe & Jack	9,036 93	9,102 17	65 24	P
2/1/2007	5/2/2012	96 00	Canadian Tire Ltd Cl A	5,621 44	6,720 83	1,099 39	P
12/3/2009	5/2/2012	170 00	Canadian Tire Ltd Cl A	8,744 92	11,901 48	3,156 56	P
12/3/2009	5/11/2012	57 00	Canadian Tire Ltd Cl A	2,932 12	3,996 48	1,064 36	P
4/23/2010	5/15/2012	874 00	Aimia Inc	9,124 57	11,646 48	2,521 91	P
2/14/2011	6/11/2012	36 00	Target Corp	1,939 55	2,124 60	185 05	P
3/1/2011	6/11/2012	220 00	Target Corp	11,614 13	12,983 64	1,369 51	P
11/8/2010	6/11/2012	100 00	WellPoint Inc	5,800 26	6,914 85	1,114 59	P
11/8/2010	6/11/2012	38 00	WellPoint Inc	2,204 10	2,628 39	424 29	P
12/7/2010	6/11/2012	19 00	WellPoint Inc	1,068 98	1,314 20	245 22	P
12/7/2010	6/19/2012	165 00	WellPoint Inc	9,283 22	11,987 90	2,704 68	P
4/23/2010	6/21/2012	265 00	Aimia Inc	2,766 60	3,459 66	693 06	P
9/11/2009	6/21/2012	223 00	Aimia Inc	2,104 57	2,911 34	806 77	P
1/12/2009	7/2/2012	514 00	CVS Caremark Corporation	12,927 01	24,123 19	11,196 18	P
9/11/2009	7/5/2012	177 00	Aimia Inc	1,670 45	2,391 22	720 77	P
9/9/2009	7/5/2012	110 00	Aimia Inc	1,031 85	1,486 07	454 22	P
9/9/2009	7/6/2012	290 00	Aimia Inc	2,720 33	3,963 49	1,243 16	P
9/8/2009	7/6/2012	10 00	Aimia Inc	92 57	136 67	44 10	P
10/5/2010	7/6/2012	1,205 00	SLM Corp	13,878 35	19,428 62	5,550 27	P
9/8/2009	7/10/2012	190 00	Aimia Inc	1,758 80	2,587 50	828 70	P
6/17/2009	7/10/2012	559 00	Aimia Inc	4,672 40	7,612 69	2,940 29	P
12/22/2010	7/11/2012	785 00	Service Corp Intl	6,530 18	9,850 42	3,320 24	P
12/22/2010	7/13/2012	122 00	Service Corp Intl	1,014 88	1,549 36	534 48	P
3/1/2011	7/13/2012	57 00	Target Corp	3,009 12	3,488 56	479 44	P
4/8/2011	7/13/2012	164 00	Target Corp	8,124 38	10,037 26	1,912 88	P
2/14/2011	7/19/2012	542 00	Unilever NV NY	15,961 21	17,955 88	1,994 67	P
8/1/2011	8/6/2012	331 00	Covidien PLC	16,526 67	18,855 98	2,329 31	P
4/8/2011	8/6/2012	46 00	Target Corp	2,278 79	2,882 57	603 78	P
3/29/2011	8/6/2012	126 00	Target Corp	6,186 60	7,895 73	1,709 13	P
7/14/2011	8/7/2012	411 00	Sanofi Sp ADR	16,046 02	17,332 96	1,286 94	P
4/7/2011	8/7/2012	1 00	Sanofi Sp ADR	36 29	42 17	5 88	P
8/1/2011	8/8/2012	51 00	Oracle	1,518 66	1,612 48	93 82	P
6/8/2010	8/8/2012	203 00	Oracle	4,391 99	6,418 29	2,026 30	P
3/15/2011	8/15/2012	140 00	Siemens AG Sp ADR	16,823 76	12,685 14	(4,138 62)	P
8/8/2011	8/15/2012	84 00	Siemens AG Sp ADR	8,761 20	7,611 08	(1,150 12)	P
6/8/2010	9/13/2012	131 00	Oracle	2,834 24	4,271 81	1,437 57	P
6/17/2009	9/24/2012	623 00	Aimia Inc	5,207 35	9,506 68	4,299 33	P

3/1/2011	10/16/2012	171 00	Citigroup Inc	7,917 03	6,341 38	(1,575 65) P
2/14/2011	10/19/2012	181 00	Unilever NV NY	5,330 22	6,673 37	1,343 15 P
2/14/2011	11/26/2012	52 00	Unilever NV NY	1,531 33	1,930 72	399 39 P
10/19/2010	11/26/2012	230 00	Unilever NV NY	6,690 96	8,539 70	1,848 74 P
3/8/2011	12/27/2012	590 00	Bank of America Corporation	8,425 20	6,817 05	(1,608 15) P
4/7/2011	12/27/2012	293 00	Sanofi Sp ADR	10,632 82	13,979 09	3,346 27 P
3/1/2011	1/9/2013	211 80	Citigroup Inc	9,806 00	9,135 79	(670 21) P
4/26/2011	1/9/2013	25 20	Citigroup Inc	1,139 04	1,086 98	(52 06) P
6/6/2011	1/9/2013	81 00	Citigroup Inc	3,133 52	3,493 85	360 33 P
9/26/2008	1/9/2013	132 00	JPMorgan Chase & Co	5,567 22	6,079 78	512 56 P
12/21/2011	1/10/2013	197 00	Oracle	5,010 50	6,778 61	1,768 11 P
4/7/2011	1/11/2013	139 00	Sanofi Sp ADR	5,044 24	6,788 86	1,744 62 P
11/10/2011	1/14/2013	100 00	Aimia Inc	1,135 58	1,606 12	470 54 P
6/17/2009	1/14/2013	413 00	Aimia Inc	3,452 06	6,633 28	3,181 22 P
10/19/2010	1/22/2013	170 00	Unilever NV NY	4,945 50	6,623 18	1,677 68 P
12/21/2011	1/23/2013	251 00	Oracle	6,383 94	8,809 22	2,425 28 P
6/8/2010	1/23/2013	181 00	Oracle	3,916 01	6,352 46	2,436 45 P
10/24/2008	1/23/2013	423 00	Oracle	6,761 80	14,845 81	8,084 01 P
9/21/2010	1/24/2013	651 00	MFA Financial Inc	4,956 13	5,758 49	802 36 P
6/6/2011	1/25/2013	204 00	CareFusion Corp	5,636 97	6,313 65	676 68 P
12/7/2010	1/25/2013	87 00	Teleflex Inc	4,465 61	6,520 67	2,055 06 P
4/20/2011	1/31/2013	209 00	Crown Holdings Inc	7,909 25	8,088 32	179 07 P
6/6/2011	2/7/2013	207 00	CareFusion Corp	5,719 87	6,545 77	825 90 P
12/7/2010	2/8/2013	88 00	Teleflex Inc	4,516 94	6,741 85	2,224 91 P
10/10/2008	2/8/2013	13 00	Teleflex Inc	607 98	995 96	387 98 P
10/19/2010	2/20/2013	748 00	Unilever NV NY	21,760 18	29,988 61	8,228 43 P
10/25/2010	2/22/2013	219 00	Hewlett Packard Co	9,464 12	4,101 39	(5,362 73) P
9/21/2010	3/13/2013	711 00	MFA Financial Inc	5,412 91	6,750 22	1,337 31 P
2/3/2012	3/15/2013	37 00	DirecTV	1,669 90	2,064 62	394 72 P
2/21/2012	3/15/2013	222 00	DirecTV	10,015 01	12,387 72	2,372 71 P
10/27/2011	3/20/2013	399 00	Service Corp Intl	4,164 24	6,490 82	2,326 58 P
TOTAL LONG-TERM				421,500.84	520,406.76	98,905.92
TOTAL CAPITAL GAIN (LOSS)				658,319.93	772,111.57	113,791.64

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

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

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

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

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

Part I only ☐

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

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	Employer identification number (EIN) or
	THE JOELSON FOUNDATION	13-6220799
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O WITHUMSMITH+BROWN, P.C. ATTN: DON SCHEIER	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PRINCETON, NJ 08540-6313	

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

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

- The books are in the care of ► BARBARA J FIFE

Telephone No ► 212 246-0730

FAX No ► 212 246-9114

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 or
- ☒ tax year beginning 04/01, 20 12, and ending 03/31, 20 13

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	7,503.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	503.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	7,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

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