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

2012

Open to public inspection

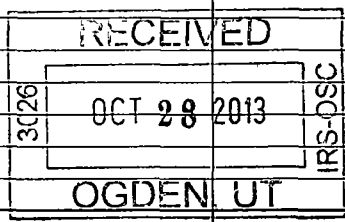
Department of the Treasury
Internal Revenue Service

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 **JUN 1, 2012**, and ending **MAY 31, 2013**

Name of foundation FOUNDATION "O"		A Employer identification number 11-3014673
Number and street (or P O box number if mail is not delivered to street address) C/O ARYE RINGEL 1750 44TH STREET	Room/suite	B Telephone number
City or town, state, and ZIP code BROOKLYN, NY 11204-1050		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 617,288.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	200,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	586.	586.		STATEMENT 1
	4 Dividends and interest from securities	9,063.	9,063.		STATEMENT 2
	5a Gross rents				
	Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,146.			
	b Gross sales price for all assets on line 6a	378,146.			
	Capital gain net income (from Part IV, line 2)		4,146.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	213,795.	13,795.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,000.	0.		1,000.
	c Other professional fees	4,673.	4,673.		0.
	17 Interest				
	18 Taxes	35.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	100.	0.		100.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,808.	4,673.		1,100.
	25 Contributions, gifts, grants paid	244,726.			244,726.
26 Total expenses and disbursements Add lines 24 and 25	250,534.	4,673.		245,826.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<36,739.>				
b Net investment income (if negative, enter -0-)		9,122.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		356,031.	326,758.	326,758.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		139,651.	137,021.	135,951.
	b	Investments - corporate stock				
	c	Investments - corporate bonds STMT 8		158,648.	153,813.	154,579.
11	Investments - land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		654,330.	617,592.	617,288.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		654,330.	617,592.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		654,330.	617,592.		
31	Total liabilities and net assets/fund balances		654,330.	617,592.		

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	654,330.
2	Enter amount from Part I, line 27a	2	<36,739.>
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING ADJUSTMENT</u>	3	1.
4	Add lines 1, 2, and 3	4	617,592.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	617,592.

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 SCHEDULE ATTACHED		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 378,146.		374,000.	4,146.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			4,146.	
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	4,146.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	77,446.	605,983.	.127802
2010	175,791.	502,659.	.349722
2009	107,192.	452,501.	.236888
2008	87,484.	347,752.	.251570
2007	174,799.	272,709.	.640973
2 Total of line 1, column (d)			1.606955
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			.321391
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			630,134.
5 Multiply line 4 by line 3			202,519.
6 Enter 1% of net investment income (1% of Part I, line 27b)			91.
7 Add lines 5 and 6			202,610.
8 Enter qualifying distributions from Part XII, line 4			245,826.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	91.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	91.
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	91.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		91.
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► _____ Located at ► <u>C/O ARYE RINGEL 1750 44TH STREET, BROOKLYN, NY</u> ZIP+4 ► <u>11204-1050</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► _____	16	Yes	No
				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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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.) <u>N/A</u>	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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes No X
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STUART V RUBINFELD 80-80 CHEVY CHASE STREET JAMAICA ESTATES, NY 11437	TRUSTEE 1.00	0.	0.	0.
TEENA C RUBINFELD 80-80 CHEVY CHASE STREET JAMAICA ESTATES, NY 11437	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	297,982.
b	Average of monthly cash balances	1b	341,748.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	639,730.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	639,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,596.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	630,134.
6	Minimum investment return. Enter 5% of line 5	6	31,507.

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	31,507.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	91.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	91.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	31,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	31,416.

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	245,826.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	245,826.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	91.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	245,735.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				31,416.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	174,863.			
b From 2008	87,484.			
c From 2009	107,192.			
d From 2010	175,791.			
e From 2011	77,446.			
f Total of lines 3a through e	622,776.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	245,826.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	245,826.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	31,416.			31,416.
6 Enter the net total of each column as indicated below:	837,186.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	143,447.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	693,739.			
10 Analysis of line 9:				
a Excess from 2008	87,484.			
b Excess from 2009	107,192.			
c Excess from 2010	175,791.			
d Excess from 2011	77,446.			
e Excess from 2012	245,826.			

** SEE STATEMENT 9

Form 990-PF (2012)

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

N/A

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

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

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).)

STUART V RUBINFELD

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				
SCHEDULE ATTACHED			GENERAL	244,726.
Total			▶ 3a	244,726.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

FOUNDATION "Q"

Employer identification number

11-3014673

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization FOUNDATION "Q"	Employer identification number 11-3014673
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STUART V RUBINFELD 	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization FOUNDATION "O"	Employer identification number 11-3014673
---	---

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

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

Name of organization FOUNDATION "O"	Employer identification number 11-3014673
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
PMORGAN CLEARING CORP	1.
PMORGAN CHASE BANK	585.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	586.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PMORGAN CLEARING CORP	9,063.	0.	9,063.
TOTAL TO FORM 990-PF, PART I, LN 4	9,063.	0.	9,063.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RYE RINGEL	1,000.	0.		1,000.
TOTAL TO FORM 990-PF, PG 1, LN 16B	1,000.	0.		1,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PMORGAN CHASE - BANK FEE	0.	0.		0.
PMORGAN CHASE INVESTMENT CORP - INVESTMENT FEES	4,673.	4,673.		0.
TOTAL TO FORM 990-PF, PG 1, LN 16C	4,673.	4,673.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	35.	0.		0.
FORM 990-PF, PG 1, LN 18	35.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US DEPT OF LAW - FILING FEE	100.	0.		100.
FORM 990-PF, PG 1, LN 23	100.	0.		100.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		137,021.	135,951.
TOTAL U.S. GOVERNMENT OBLIGATIONS			137,021.	135,951.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			137,021.	135,951.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	153,813.	154,579.
TOTAL TO FORM 990-PF, PART II, LINE 10C	153,813.	154,579.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS	STATEMENT	9
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FOUNDATION "Q"
EIN: 11-3014673

RIDER T, FORM 990-PF

PART XIII, LINE 4C

PURSUANT TO IRC SECTION 53.4942(A)-(D)(2), THE FOUNDATION HEREBY
ELECTS TO TREAT CURRENT YEAR CONTRIBUTIONS AS OUT OF CORPUS.

Foundation "Q"
EIN 11-3014673
May 31, 2013

Part II, Line 10, Investments

# of Shares	Security	Book Value	Fair Market Value
24,000	US Treasury Bonds 2 750% due 11/15/42	\$ 21,996 66	\$ 21,489
25,000	US Treasury Notes 0 250% due 1/13/15	24,997 15	24,997
55,000	0 375% due 1/15/16	55,021 55	54,916
19,000	0 750% due 12/31/17	19,007 49	18,819
8,000	1 625% due 11/15/22	7,922 53	7,680
8,000	Federal Home Loan Mtg 1.000% due 3/8/17	8,075 30	8,050
Total US Government Obligations		<u>\$ 137,020 68</u>	<u>\$ 135,951</u>
5,000	American Express Credit Corp 5.125% due 8/25/14	\$ 5,420 10	\$ 5,276
7,000	Anheuser Busch Inbev Worldwide Inc 2 500% due 7/15/22	7,035 33	6,734
5,000	BB&T Corp 5 700% due 4/30/14	5,477 10	5,234
5,000	Bank America Funding Corp 5 700% due 1/24/22	5,894 80	5,741
5,000	CVS Caremark Corp 5 750% due 6/1/17	5,821 05	5,819
5,000	CitiGroup Inc 4 450% due 1/10/147	5,214 10	5,468
5,000	Comcast Corp 6 550% due 7/1/39	5,875 75	6,432
6,000	Dow Chemical Co 3 000% due 11/15/22	5,965 14	5,817
5,000	Exelon Generation Co LLC 6 250% due 10/1/39	5,669 30	5,713
5,000	General Electric Capital Corp 5 875% due 1/14/38	5,845 20	5,705
5,000	Goldman Sachs Group Inc 5 950% due 1/18/18	5,116 10	5,765
5,000	HCP Inc 5 375% due 2/1/21	4,966 40	5,744
5,000	Jeffries Group Inc 5 125% due 4/13/18	4,586 90	5,465
5,000	Kinder Morgan Energy Partners 5 950% due 2/15/18	6,018 30	5,919
5,000	MetLife Inc 6 817% due 8/15/18	5,831 70	6,200
7,000	Newmont Mining Corp 3 500% due 3/15/22	7,174 68	6,663
5,000	Oracle Corp 3 875% due 7/19/20	5,584 50	5,479
5,000	Pepsico Inc 0 750% due 3/5/15	5,022 20	5,017
5,000	Pfizer Inc 5 350% due 3/15/15	5,695 55	5,405
5,000	Safeway Inc 6 250% due 3/15/14	5,557 50	5,198
5,000	Shell International Finance 4 000% due 3/21/14	5,302 30	5,144
5,000	Target Corp 2 900% due 1/15/22	5,164 55	5,053
5,000	Time Warner Inc 5 875% due 11/15/16	5,651 65	5,765
5,000	Toyota Motor Credit Corp 2 050% due 1/12/17	5,162 05	5,125
5,000	UnitedHealth Group Inc 4 700% due 2/15/21	5,546 60	5,657
7,000	Verizon Wireless Capital LLC 5 550% due 2/1/14	7,533 18	7,216
5,000	Wells Fargo & Co 5 625% due 12/11/17	5,680 80	5,825
Total Corporate Bonds		<u>\$ 153,812 83</u>	<u>\$ 154,579</u>

Capital Gains Report by Year

6/1/12 Through 5/31/13

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
6/1/12 - 12/31/12						
UST Nts 0.375% 6/30/13	5,000 000	11/7/11	6/13/12	5,007.60	5,013.69	-6.09
UST Nts 3.50% 5/15/20	2,000 000	10/17/11	6/28/12	2,348.66	2,242.12	106.54
UST Nts 3.50% 5/15/20	21,000.000	10/20/11	6/28/12	24,660.97	23,654.62	1,006.35
UST Nts 0.50% 10/15/13	5,000.000	3/28/12	6/28/12	5,014.05	5,016.23	-2.18
UST Nts 0.375% 6/30/13	6,000.000	11/7/11	7/2/12	6,007.25	6,016.43	-9.18
UST Nts 0 375% 6/30/13	7,000.000	1/12/12	7/2/12	7,008.45	7,019.71	-11.26
Amex Cr 5 875% 5/2/13	5,000.000	10/17/11	7/12/12	5,200.75	5,300.35	-99.60
UST Nts 1.00% 10/31/16	20,000.000	1/31/12	7/23/12	20,443.68	20,308.66	135.02
Arcelormittal 9.85% 6/1/19	5,000.000	11/25/11	8/2/12	5,804.55	5,357.20	447.35
Fed Nat'l Mtg 0 375% 3/16/15	23,000.000	4/20/12	9/14/12	23,009.71	22,900.11	109.60
UST Nts 1.375% 11/15/12	8,000.000	4/20/12	9/14/12	8,016.22	8,055.65	-39.43
UST Nts 0.375% 3/15/15	22,000.000	4/16/12	9/14/12	22,041.17	21,983.75	57.42
UST Nts 0.375% 3/15/15	9,000 000	5/1/12	9/14/12	9,016.84	9,000.03	16.81
UST Nts 0 375% 3/15/15	7,000 000	5/8/12	9/14/12	7,013.10	7,002.48	10.62
UST Nts 0.25% 4/30/14	7,000 000	7/2/12	9/14/12	7,000.52	6,994.01	6.51
Alcoa 6.150% 8/15/20	5,000.000	10/17/11	10/22/12	5,469.40	4,986.05	483.35
BearStearns Cos 6.4% 10/2/17	5,000.000	10/19/11	10/26/12	6,021.10	5,677.80	343.30
Pepsico 4 650% 2/15/13	5,000.000	11/9/11	11/8/12	5,053.75	5,266.10	-212.35
Household Finc 6.375% 11/27/12	5,000.000	10/17/11	11/27/12	5,000.00	5,201.00	-201.00
UST Nts 1 00% 3/31/17	5,000 000	7/23/12	11/28/12	5,099.59	5,105.29	-5.70
UST Nts 3 125% 5/15/21	1,000.000	6/15/12	11/30/12	1,145.11	1,144.89	0.22
UST Nts 3.125% 5/15/21	4,000 000	6/28/12	11/30/12	4,580.46	4,583.30	-2.84
UST Nts 3.125% 5/15/21	5,000 000	6/28/12	12/6/12	5,744.51	5,729.12	15.39
UST Nts 3 125% 5/15/21	5,000 000	6/28/12	12/7/12	5,723.22	5,729.12	-5.90
TOTAL 6/1/12 - 12/31/12				201,430.66	199,287.71	2,142.95
1/1/13 - 5/31/13						
UST Nts 0.25% 9/15/15	47,000 000	9/14/12	1/16/13	46,913.56	46,856.95	56.61
UST Nts 0.25% 9/15/15	3,000.000	12/28/12	1/16/13	2,994.48	2,992.98	1.50
UST Bd 3.50% 2/15/39	1,000.000	10/17/11	1/16/13	1,086.60	1,057.11	29.49
GE Cap 6.875% 1/10/39	5,000.000	10/19/11	1/31/13	6,560.90	5,733.75	827.15
Toyota Mtr 3.20% 6/17/15	5,000.000	12/9/11	2/6/13	5,299.45	5,284.20	15.25
UST Nts 1.00% 3/31/17	5,000.000	7/23/12	2/6/13	5,074.01	5,105.29	-31.28
UST Nts 0 25% 8/31/14	26,000 000	9/14/12	2/11/13	26,009.06	26,000.09	8.97
UST Nts 0.25% 8/31/14	4,000 000	12/28/12	2/11/13	4,001.39	4,000.79	0.60
UST Bd 3 50% 2/15/39	18,000 000	10/17/11	2/19/13	19,430.79	19,028.04	402.75
UST Bd 3 50% 2/15/39	4,000 000	10/20/11	2/19/13	4,317.95	4,252.20	65.75
UST Bd 3 50% 2/15/39	1,000 000	6/11/12	2/19/13	1,079.49	1,167.15	-87.66
UST Nts 1.00% 3/31/17	8,000.000	7/23/12	3/5/13	8,133.41	8,168.46	-35.05
UST Nts 1.00% 3/31/17	3,000.000	8/20/12	3/5/13	3,050.03	3,035.75	14.28
UST Nts 1.00% 3/31/17	5,000 000	10/26/12	3/5/13	5,083.38	5,071.89	11.49
UST Nts 1.00% 3/31/17	7,000.000	12/6/12	3/5/13	7,116.74	7,148.77	-32.03
UST Nts 3 125% 5/15/21	1,000 000	6/28/12	3/25/13	1,122.61	1,145.82	-23.21
Bank Amer Fdg 7.625% 6/1/19	5,000.000	10/18/11	4/4/13	6,392.90	5,206.95	1,185.95
UST Nts 3.125% 5/15/21	2,000.000	6/28/12	4/17/13	2,278.27	2,291.65	-13.38
UST Nts 0.375% 1/15/16	2,000 000	1/16/13	4/22/13	2,003.43	2,001.02	2.41
UST Nts 3.125% 5/15/21	2,000.000	6/28/12	4/23/13	2,274.29	2,291.65	-17.36
UST Nts 3 125% 5/15/21	6,000.000	6/28/12	5/9/13	6,782.79	6,874.95	-92.16
UST Nts 3 125% 5/15/21	4,000.000	8/2/12	5/9/13	4,521.86	4,617.05	-95.19
Noble Hldg Int'l 3 95& 3/15/22	5,000.000	10/22/12	5/10/13	5,188.40	5,380.05	-191.65
TOTAL 1/1/13 - 5/31/13				176,715.79	174,712.56	2,003.23
OVERALL TOTAL				378,146.45	374,000.27	4,146.18

Foundation "Q"
EIN 11-3014673
May 31, 2013

Part XVI, Line 3a,
Contributions Paid During the Year.

American Friends of Sha'alei Torah	\$	360
Amit		100
Belz Institution in Israel		100
Bnos Bais Yaakov of Far Rockaway		100
Chai Lifeline		131,010
Children of Chernobyl		1,000
Congregation Mikvah Israel		54
Congregation STL		10,000
Congregation & Kolel Ohel Yesochor		3,500
Dror		3,600
Gmach Khal Bais Yitzchok		6,700
Hachnassas Kallah Fund of Queens		100
Hatzolah of Queens		180
Jewish Community Center of Hillcrest		386
Kids of Courage		360
MMRF		250
Mtnas Haf Ashkelon		150
Mosdos Chasidei Square		180
NCSY		100
National MS Society		36
Rivkah Laufer Bikur Cholim		100
Sharsheret		180
Tomchei Shabbos of Queens		180
Yavneah Academy		180
Yeshiva Har Torah		60,375
Yeshiva Ner Eliezer		5,000
Yeshiva Zichron Meilech		180
Young Israel Benevolent Assn		50
Young Israel of Holliswood		475
Young Israel of Jamaica Estates		16,140
Young Israel of Woodmere		3,600
	\$	<u>244,726</u>