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Form 990-PF

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 06-01-2012, and ending 05-31-2013

Name of foundation: PHILIP AND MURIEL BERMAN FOUNDATION. A Employer identification number: 23-6270983. B Telephone number: (323) 932-0655. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 41,772,177. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	5,817,143	2,968,715	2,968,715			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	15,704,437	20,073,789	20,771,046			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	9,821,441	8,063,793	11,928,368			
	14 Land, buildings, and equipment basis ▶ _____ 2,706 Less accumulated depreciation (attach schedule) ▶ _____ 2,508	433	198	198			
15 Other assets (describe ▶ _____)	6,736,235	6,103,850	6,103,850				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,079,689	37,210,345	41,772,177				
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 ▶ _____)	5,010	1,825					
23 Total liabilities (add lines 17 through 22)	5,010	1,825					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted	38,074,679	37,208,520				
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances (see page 17 of the instructions)	38,074,679	37,208,520					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	38,079,689	37,210,345					

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	38,074,679
2	Enter amount from Part I, line 27a	2	-866,159
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	37,208,520
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	37,208,520

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	863
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,333,129	33,887,608	0.039340
2010	779,545	33,721,836	0.023117
2009	575,398	35,705,891	0.016115
2008	1,667,497	33,432,757	0.049876
2007	495,460	39,346,494	0.012592

2 Total of line 1, column (d).	2	0.141040
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	0.028208
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	34,535,804
5 Multiply line 4 by line 3.	5	974,186
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,895
7 Add lines 5 and 6.	7	980,081
8 Enter qualifying distributions from Part XII, line 4.	8	1,444,978

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,895
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	5,895
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	5,895
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,920
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	12,920
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,025
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,025 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
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>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, PA		
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>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of PHILLIP AND MURIEL BERMAN FOUNDATION Telephone no (323) 932-0655 Located at PO BOX 48558 LOS ANGELES CA ZIP +4 90048			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>			<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	
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country CA			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is 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 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY M BERMAN PO BOX 48558 LOS ANGELES, CA 90048	PRESIDENT/ED 25 00	75,000	0	0
ALAN J BLOCH PO BOX 48558 LOS ANGELES, CA 90048	VP/TREASURER 35 00	60,000	0	0
REBECCA B BLOCH PO BOX 48558 LOS ANGELES, CA 90048	SECRETARY 1 00	0	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. 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 (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. **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 _____	
2 _____	
3 _____	
4 _____	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

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	28,581,126
b	Average of monthly cash balances.	1b	6,480,604
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	35,061,730
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	35,061,730
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	525,926
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,535,804
6	Minimum investment return. Enter 5% of line 5.	6	1,726,790

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

1	Minimum investment return from Part X, line 6.	1	1,726,790
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,895
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	304
c	Add lines 2a and 2b.	2c	6,199
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,720,591
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,720,591
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,720,591

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	1,444,978
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	1,444,978
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	5,895
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,439,083

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,720,591
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,239,936	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,444,978</u>				
a Applied to 2011, but not more than line 2a			1,239,936	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				205,042
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,515,549
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	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.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,247,345
b <i>Approved for future payment</i>				
Total				3b 0

TY 2012 Accounting Fees Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,525	6,763		8,262

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE EQUIPMENT	2003-01-01	1,529	1,529	SL	5 000000000000	0	0		
COMPUTER	2010-04-01	1,177	746	SL	5 000000000000	235	0		

**TY 2012 Investments Corporate
Stock Schedule****Name:** PHILIP AND MURIEL BERMAN FOUNDATION**EIN:** 23-6270983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN PORTFOLIO INVESTMENT	11,962,299	12,416,023
MERRILL LYNCH PORTFOLIO INVESTMENT	1,313,827	1,436,060
CHARLES SCHWAB PORTFOLIO INVESTMENT	2,621,143	2,654,857
WELLS FARGO PORTFOLIO INVESTMENT	4,176,520	4,264,106

TY 2012 Investments - Other Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SMC ALTERNATIVE STRATEGIES FUND	AT COST	994,507	1,847,720
SMC RESERVE FUND II OFFSHORE	AT COST	1,338,393	4,363,379
SMC CENTIGRADE FUND LIMITED	AT COST	263,313	51,156
DBL EQUITY FUND	AT COST	445,065	381,965
GLUSKIN SHEFF	AT COST	4,962,471	5,224,104
RSF	FMV	60,044	60,044

TY 2012 Land, Etc. Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	2,706	0	2,706	2,706

TY 2012 Legal Fees Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,888	3,944		3,944

TY 2012 Other Assets Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FINE ARTS	6,736,235	6,103,850	6,103,850

TY 2012 Other Expenses Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ART PRESERVATION	9,207	0		9,207
OFFICE EXPENSE	771	308		463
TELEPHONE	822	164		658
INSURANCE	3,895	0		3,895
MISCELLANEOUS	2,288	0		2,288
MEMBERSHIP DUES	965	0		965

TY 2012 Other Income Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER PORTFOLIO INCOME	174,697	174,697	174,697
OTHER INCOME FROM K-1		29,097	

TY 2012 Other Liabilities Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARDS PAYABLE	5,010	1,825

TY 2012 Other Professional Fees Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS	46,072	0		46,072
INVESTMENT MANAGEMENT FEES	75,738	75,738		0
K-1 INVESTMENT EXPENSES	0	28,658		0

TY 2012 Taxes Schedule

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	10,000	0		0
TAXES AND LICENSES	1,816	0		110
PAYROLL TAX	11,000	4,327		6,673
FOREIGN TAXES	6,175	6,175		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Functional Currency and Exchange Rate QBU Statement

Name: PHILIP AND MURIEL BERMAN FOUNDATION

EIN: 23-6270983

QBU Id	Country of Operation	Functional Currency
US DOLLARS		0.00000

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MERRILL LYNCH #4035 SALE OF SECURITIES	P	2012-06-01	2013-05-31
WELLS FARGO #7952 SALE OF SECURITIES	P	2012-06-01	2013-05-31
JP MORGAN #4009 SALE OF SECURITIES	P	2012-06-01	2013-05-31
JP MORGAN #0002 SALE OF SECURITIES	P	2012-06-01	2013-05-31
CHARLES SCHWAB #0721 SALE OF SECURITIES	P	2012-06-01	2013-05-31
CHARLES SCHWAB #9338 SALE OF SECURITIES	P	2012-06-01	2013-05-31
CHARLES SCHWAB #2276 SALE OF SECURITIES	P	2012-06-01	2013-05-31
GLUSKIN SHEFF SALE OF SECURITIES	P	2012-06-01	2013-05-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,240,711		2,230,459	10,252
1,470,425		1,460,304	10,121
2,866,914		2,885,056	-18,142
687,224		685,115	2,109
31,097		30,275	822
57,912		56,942	970
56,962		57,427	-465
2,848,161		2,852,965	-4,804

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,252
			10,121
			-18,142
			2,109
			822
			970
			-465
			-4,804

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEHIGH VALLEY HEALTH NETWORK 1249 S CEDAR CREST BL ALLENTOWN, PA 18103	UNRELATED	501C(3)/ 509 (A)(3),	ART DONATION	374,825
AMERICAN ISRAEL CULTURAL FOUNDATION (AICF) 1140 BROADWAY NEW YORK, NY 10001	UNRELATED	501C(3)/PC/ 170(B)(1)	ART DONATION	150,000
BERMAN MUSEUM OF ART AT URSINUS COLLEGE 601 E MAIN ST COLLEGEVILLE, PA 19426	UNRELATED	501C(3)/PC/ 170(B)(1)	ART DONATION	98,760
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	UNRELATED	501C(3)/PC/ 170(B)(1)	NAHUM TEVET EXHIBIT	50,000
WILSHIRE BOULEVARD TEMPLE LOS ANGELES 3663 WILSHIRE BLVD LOS ANGELES, CA 90010	UNRELATED	501C (3)/PC /CHURCH	RESTORATION PROJECT	50,000
VANCOUVER FOUNDATION SUITE 1200-555 W HASTINGS ST BOX 12132 HARBOUR CENTRE VANCOUVER, BRITISH COLUMBIA V6B 4N6 CA	UNRELATED	501C(3)/ 170 (B)(1) (GARDEN COORDINATOR & INFRASTRUCTURE DEVELOPMENT	39,860
ART ISRAEL CONTEMPORARY 368 BROADWAY NEW YORK, NY 10013	UNRELATED	501C(3)/PC/ 170(B)(1)	VARIOUS ART WORKS	36,000
HUC LOS ANGELES JEWISH INST OF RELIGION 3101 CLIFTON AVE 3RD FLOOR CINCINNATI, OH 45220	UNRELATED	501C(3)/PC/ CHURCH	RABBI D ELLENSON GENERAL SUPPORT	25,000
LEHIGH VALLEY HEALTH NETWORK 2100 MACK BLVD ALLENTOWN, PA 18103	UNRELATED	501C(3)/ 509 (A)(3),	HOSPITAL ARTS PROGRAM	25,000
TERRALINGUA JOINT VENTURE 217 BAKER ROAD SALT SPRING ISLAND, BRITISH COLUMBIA V8K 2N6 CA	UNRELATED	501C(3)/ 170 (B)(1) (MARLBOROUGH PROJECT	25,000
USARTISTS 5757 WILSHIRE BLVD 580 LOS ANGELES, CA 90036	UNRELATED	501C(3)/PC/ 170(B)(1)	USA BERMAN BLOCH FELLOW AWARD - 2012	25,000
WORLD UNION FOR PROGRESSIVE JUDAISM 633 THIRD AVE 6TH FLOOR NEW YORK, NY 10017	UNRELATED	501C(3)/PC/ CHURCH	ISRAEL RELIGIOUS ACTION CENTER GOS	20,000
AMERICAN FRIENDS OF ISRAEL MUSEUM 500 FIFTH AVE NEW YORK, NY 10110	UNRELATED	501C(3)/PC/ 170(B)(1)	4 WALL CARPETS FROM NOA ESHKOL FOUNDATION	20,000
COMMUNITY PARTNERS 1000 N ALAMEDA ST NO 240 LOS ANGELES, CA 90012	UNRELATED	501C(3)/PC/ 170(B)(1)	A MUSLIM-JEWISH PARTNERSHIP FOR CHANGE	20,000
CAMERATA PACIFICA PO BOX 30116 SANTA BARBARA, CA 93130	UNRELATED	501C(3)/PC/ 170(B)(1)	CAPACITY BULIDING DEVELOPMENT	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOLA (HEART OF LOS ANGELES) 2701 WILSHIRE BLVD SUITE 100 LOS ANGELES, CA 90057	UNRELATED	501C(3)/PC/ 509(A)(2)	PERFORMING & VISUAL ARTS ACTIVITIES	15,000
HUC-JEWISH INST OF RELIGION KALSMAN INSTITUTE 3101 CLIFTON AVE 3RD FLOOR CINCINNATI, OH 45220	UNRELATED	501C(3)/PC/ CHURCH	ISRAEL PROGRAM, WEEK OF LEARNING EX	15,000
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET ST PROVIDENCE, RI 02907	UNRELATED	501C(3)/PC/ 170(B)(1)	COMM GROWERS' NETWORK - PLANNING GRANT	15,000
FRACTURED ATLAS 248 W 35TH ST 10TH FLOOR NEW YORK, NY 10001	UNRELATED	501C(3)/PC/ 170(B)(1)	FILM SUPPORT	15,000
LACMA 9700 WPICO BLVD LOS ANGELES, CA 90035	UNRELATED	501C(3)/PC/ 170(B)(1)	LOCKHART/NOA ESHKOL & SCOLI ACOSTA EXHIBIT	13,000
MOCA-FRAN SIEGEL ACQUISITION 250 S GRAND AVE LOS ANGELES, CA 90012	UNRELATED	501C(3)/PC/ 170(B)(1)	SIEGEL ACQUISITION	11,200
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 WEST CHEW ST ALLENTOWN, PA 18102	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	10,000
AMERICAN FRIENDS OF HEBREW UNIVERSITY 1 BATTERY PARK PLAZA 25TH FLOOR NEW YORK, NY 10004	UNRELATED	501C(3)/PC/ 170(B)(1)	SCHOLARSHIPS	10,000
LA COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD SUITE 800 LOS ANGELES, CA 90017	UNRELATED	501C(3)/PC/ 170(B)(1)	ARTS EDUCATION	10,000
BEZALEL ACADEMY OF ARTS AND DESIGN 370 LEXINGTON AVE 1612 NEW YORK, NY 10017	UNRELATED	501C(3)/PC/ 509(A)(2)	MFA PROGRAM	10,000
(THE) CLASSICAL RECORDING FOUNDATION 128 MANOR LANE PELHAM, NY 10803	UNRELATED	501C(3)/PC/ 509(A)(2)	L AUERBACH LIVING ARCHIVES	10,000
(THE) HUNTINGTON LIBRARY AND ART GALLERY 1151 OXFORD RD SAN MARINO, CA 91108	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	10,000
HURRICANE SANDY DISASTER 633 3RD AVE FLOOR 7 NEW YORK, NY 10017	UNRELATED	501C(3)/PC	RELIEF EFFORTS	10,000
JEWISH FEDERATION OF THE LEHIGH VALLEY 702 N 22ND STREET ALLENTOWN, PA 18104	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	10,000
MARLBOROUGH SCHOOL 250 S ROSSMORE AVE LOS ANGELES, CA 90004	UNRELATED	501C(3)/PC/ 170(B)(1)	ARTISTS' RESIDENCIES PROGRAM	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SANTA MONICA MUSEUM OF ART BERGAMOT STN G1 2525 MICHIGAN AVE SANTA MONICA, CA 90404	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	10,000
JEWISH FAMILY SERVICE OF LA 3580 WILSHIRE BLVD SUITE 700 LOS ANGELES, CA 90010	UNRELATED	501C(3)/PC/ 170(B)(1)	FOOD PANTRY (GOS)	10,000
NAZARIAN UCLA ISRAEL STUDIES 405 HILGARD AVE LOS ANGELES, CA 90095	UNRELATED	501C(3)/PC/ 170(B)(1)	ISRAEL STUDIES	8,000
AMERICAN ISRAEL CULTURAL FOUNDATION 1140 BROADWAY NEW YORK, NY 10001	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	6,400
COUNCIL OF AMERICAN JEWISH MUSEUMS PO BOX 12025 JACKSON, MS 39236	UNRELATED	501C(3)/PC/ 509(A)(2)	GENERAL	5,000
JEWISH FUNDERS NETWORK 150 W 30TH STREET NEW YORK, NY 10001	UNRELATED	501C(3)/PC/ 170(B)(1)	MARCH 2013, L A CONFERENCE	5,000
LAXART 2640 S LA CIENEGA BL LOS ANGELES, CA 90034	UNRELATED	501C(3)/PC/ 170(B)(1)	MADE IN L A EXHIBIT WITH HAMMER MUSEUM	5,000
LIBERTY HILL 6420 WILSHIRE BLVD LOS ANGELES, CA 90048	UNRELATED	501C(3)/PC/ (B)(1)(A)	SUPPORT OF L H'S GRANTMAKING	5,000
MOVING TRADITIONS 115 WEST AVE JENKINTOWN, PA 19046	UNRELATED	501C(3)/PC/ 509(A)(2)	L A "ROSH HODESH GIRLS "THING" PROGRAM	5,000
JEWISH MUSEUM 1109 5TH AVENUE NEW YORK, NY 10128	UNRELATED	501C(3)/PC/ 170(B)(1)	NEW YORK PERFORMANCES	5,000
SECOND HARVEST FOOD BANK 2045 HARVEST WAY ALLENTOWN, PA 18104	UNRELATED	501C(3)/PC/ 170(B)(1)	GENERAL	5,000
STORM KING ART CENTER PO BOX 2080 OLD PLEASANT HILL ROAD MOUNTAINVILLE, NY 10953	UNRELATED	501C(3)/PC/ 170(B)(1)	MARK DI SUVERO EXHIBIT	5,000
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE NEW YORK, NY 10110	UNRELATED	501C(3)/PC/ 170(B)(1)	ART DONATION	4,400
LOS ANGELES COUNTY MUSEUM OF ART (LACMA) 9700 WPICO BLVD LOS ANGELES, CA 90035	UNRELATED	501C(3)/PC/ 170(B)(1)	ART DONATION	4,400
CONGREGATION KENESETH ISRAEL 2227 W CHEW ST ALLENTOWN, PA 18104	UNRELATED	501C(3)/PC/ CHURCH	GENERAL	4,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAVURAH SHIR HADASH 185 N MOUNTAIN AVE ASHLAND, OR 97520	UNRELATED	501C(3)/PC/170(B)(1)	GENERAL	3,000
NEW ARTS PROGRAM 173 WEST MAIN ST KUTZTOWN, PA 19530	UNRELATED	501C(3)/PC/170(B)(1)	SCHOLASTIC ART AND WRITING AWARDS	2,500
NCJWLA-NAT'L COUNCIL OF JEWISH WOMEN LA 543 N FAIRFAX AVE LOS ANGELES, CA 90036	UNRELATED	501C(3)/PC/509(A)(2)	JEWISH WOMEN'S CONFERENCE	2,500
YIDDISHKAYT 3780 WILSHIRE BLVD LOS ANGELES, CA 90010	UNRELATED	501C(3)/PC/170(B)(1)	THE HELIX PROJECT	2,500
JEWISH FAMILY SERVICE OF THE LEHIGH VALLEY 702 N 22ND STREET ALLENTOWN, PA 18104	UNRELATED	501C(3)/PC/170(B)(1)	GENERAL	1,000
Total				1,247,345

3a