efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491142006104

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 06-01-2012 , and ending 05-31-2013

Name of foundation
SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

A Employer identification number
34-6555203

Number and street (or P O box number if mail is not delivered to street address)
3201 ENTERPRISE PKWY
ROOM/SUITE 320

Room/suite

B Telephone number (see instructions)
(216) 831-2475

City or town, state, and ZIP code
BEACHWOOD, OH 44122

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 664,120

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,029	14,029		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	53,744			
	b	Gross sales price for all assets on line 6a 561,398				
	7	Capital gain net income (from Part IV, line 2)		53,744		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	67,773	67,773		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,700	3,700		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,464	6,464		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,164	10,164		0
	25	Contributions, gifts, grants paid	15,605			15,605
	26	**Total expenses and disbursements.** Add lines 24 and 25	25,769	10,164		15,605
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	42,004			
	b	**Net investment income** (if negative, enter -0-)		57,609		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets		1	Cash—non-interest-bearing		9,898	9,898
		2	Savings and temporary cash investments			
		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)	383,417	454,469	596,227
		c	Investments—corporate bonds (attach schedule)	93,885	57,139	57,995
		11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
		12	Investments—mortgage loans			
		13	Investments—other (attach schedule)			
		14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
		15	Other assets (describe ▶)			
		16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	477,302	521,506	664,120
Liabilities		17	Accounts payable and accrued expenses		2,200	
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, and other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ▶)			
		23	**Total liabilities** (add lines 17 through 22)		2,200	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
		27	Capital stock, trust principal, or current funds	121,970	121,970	
		28	Paid-in or capital surplus, or land, bldg , and equipment fund	357,560	357,560	
		29	Retained earnings, accumulated income, endowment, or other funds	-2,228	39,776	
		30	**Total net assets or fund balances** (see page 17 of the instructions)	477,302	519,306	
		31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	477,302	521,506	

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	477,302
2	Enter amount from Part I, line 27a	2	42,004
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	519,306
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	519,306

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	53,744
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	21,029

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	20,085	588,353	0 034138
2010		592,369	
2009	800	538,035	0 001487
2008	17,765	621,538	0 028582
2007	30,982	738,127	0 041974

2	**Total** of line 1, column (d).	2	0 106181
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 021236
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	634,347
5	Multiply line 4 by line 3.	5	13,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	576
7	Add lines 5 and 6.	7	14,047
8	Enter qualifying distributions from Part XII, line 4.	8	15,605

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	576
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	576
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	576
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	300		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	300
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	276
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** ▶	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶PROPER ASSOCIATES INC Telephone no ▶(216) 831-2475

Located at ▶3201 ENTERPRISE PKWY STE 320 BEACHWOOD OH ZIP +4 ▶44122

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 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? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
VIVIEN COLLENS 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122	PRESIDENT 2 50	0	0	0
VIVIEN COLLENS 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122	SECY/TREAS 2 50	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. ▶				

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. . . . . ▶		

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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	631,133
b	Average of monthly cash balances	1b	12,874
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	644,007
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	644,007
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,660
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	634,347
6	**Minimum investment return.** Enter 5% of line 5	6	31,717

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	31,717
2a	Tax on investment income for 2012 from Part VI, line 5	2a	576		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	576
3	Distributable amount before adjustments Subtract line 2c from line 1			3	31,141
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	31,141
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	31,141

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	15,605
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	15,605
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	576
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,029

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					31,141
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.	14,638				
b From 2008.	17,765				
c From 2009.	800				
d From 2010.					
e From 2011.	20,143				
f **Total** of lines 3a through e.		53,346			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 15,605					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		15,605			
d Applied to 2012 distributable amount.					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		31,141			31,141
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		37,810			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		37,810			
10 Analysis of line 9					
a Excess from 2008. . . .	1,262				
b Excess from 2009. . . .	800				
c Excess from 2010. . . .					
d Excess from 2011. . . .	20,143				
e Excess from 2012. . . .	15,605				

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 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

DO NOT ACCEPT UNSOLICITED APPLICATIONS

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* See Additional Data Table				
Total . . . . ▶ **3a**				15,605
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	14,029	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	53,744	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				67,773	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 67,773

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2014-05-19 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DONALD F MOHRE	DONALD F MOHRE	2014-05-22		

Firm's name ▶ PROPER & ASSOCIATES INC | Firm's EIN ▶

Firm's address ▶ 3201 ENTERPRISE PKWY STE 320 BEACHWOOD, OH 44122 | Phone no (216) 831-2475

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)
SPDR S&P 500 ETF TR	P	2012-02-02	2012-06-06
VANGUARD DIV APPRCIATION	P	2011-01-03	2013-02-06
ISHARES ETF	P	2012-10-03	2013-05-15
ISHARES TR BARCLAYS TIPSBOND FD	P	2011-01-03	2012-06-06
VANGUARD REIT	P	2011-01-03	2013-02-06
VANGUARD REIT	P	2011-05-03	2013-05-01
VANGUARD BOND INDEX FUND	P	2011-01-03	2012-06-06
SPDR GOLD TRUST	P	2011-01-03	2013-02-20
WISDOMTREE ASIA ETF	P	2011-05-31	2013-05-01
SPDR GOLD TRUST	P	2011-01-03	2012-07-17
SPDR GOLD TRUST	P	2011-05-31	2013-02-20
VANGUARD FTSE EMERGING MARKETS ETF	P	2011-05-03	2013-05-06
ISHARES IBOXX INVESTOP	P	2011-10-05	2012-10-03
ISHARES FTSE EPRA	P	2012-10-03	2013-04-05
VANGUARD BOND INDEX FD	P	2011-01-03	2013-05-15
POWERSHARES GLOBAL ETF	P	2012-02-09	2012-10-03
WISDOMTREE JPN HDGD EQTY JAPAN	P	2012-10-03	2013-04-11
VANGUARD BOND INDEX FUND	P	2011-01-03	2013-05-24
SPDR BARCLAYS CAPITAL	P	2012-02-09	2012-10-03
SPDR BARCLAYS ETF	P	2012-10-03	2013-04-15
POWERSHS EXCH TRAD FD TR	P	2012-10-03	2013-01-17
ISHARES TR BARCLAYS TIPSBOND FD	P	2011-01-03	2012-10-03
ISHARES MSCI HK IDX FD	P	2012-10-03	2013-04-25
PIMCO EXCH TRADED FD	P	2011-01-03	2012-10-03
POWERSHARES S&P ETF	P	2012-02-02	2013-04-02
POWERSHS QQQ TRUST SER 1	P	2011-02-01	2012-10-03
ISHARES TR BARCLAYS BONDBARCLAYS	P	2011-05-31	2013-04-15
VANGUARD MSCI EMERGEING MARKETS ETF	P	2011-05-31	2012-12-06
SPDR BARCLAYS ETF	P	2012-02-02	2013-04-15
ISHARES TR BARCLAYS TIPSBOND	P	2011-01-03	2013-02-06

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)
VANGUARD REIT	P	2012-06-06	2013-05-01
ISHARES TR BARCLAYS TIPSBOND	P	2011-09-27	2013-02-06
ISHARES JSCI GRMNY IDX GERMANY	P	2012-10-03	2013-05-06
POWERSHS QQQ TRUST SER 1	P	2011-02-01	2013-02-06
ISHARES MSCI HK IDX FD	P	2013-02-06	2013-05-06
POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-02-06
EGSHARES ETF	P	2012-12-06	2013-05-15

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)
18,135		18,310	-175
4,124		3,449	675
12,475		12,615	-140
19,099		17,062	2,037
20,098		16,321	3,777
21,845		16,366	5,479
3,533		3,368	165
4,115		3,737	378
18,113		17,839	274
14,916		13,426	1,490
13,870		13,618	252
9,656		9,478	178
18,485		16,917	1,568
43,138		34,840	8,298
9,982		9,624	358
9,326		9,168	158
44,689		37,162	7,527
29,905		28,873	1,032
9,280		9,187	93
12,893		12,921	-28
19,182		18,959	223
28,086		24,574	3,512
24,691		22,754	1,937
13,073		9,800	3,273
29,304		24,369	4,935
5,175		4,274	901
17,362		15,459	1,903
10,914		12,513	-1,599
18,463		18,314	149
362		323	39

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)
224		188	36
11,458		10,891	567
3,102		2,755	347
16,263		13,789	2,474
14,414		14,049	365
1,008		919	89
10,263		9,443	820

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	
			-175
			675
			-140
			2,037
			3,777
			5,479
			165
			378
			274
			1,490
			252
			178
			1,568
			8,298
			358
			158
			7,527
			1,032
			93
			-28
			223
			3,512
			1,937
			3,273
			4,935
			901
			1,903
			-1,599
			149
			39

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	
			36
			567
			347
			2,474
			365
			89
			820

Form 990PF Part XV Line 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*				
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027			EDUCATIONAL ASSISTANCE	1,050
TEMPLE BETH JACOB 344 GIDNEY AVE NEWBURGH, NY 12550			RELIGIOUS ENDEAVORS	2,600
ST LUKES HOSPITAL 70 DUBOIS ST NEWBURGH, NY 12550			MEDICAL CARE & SERVICES	2,300
SAFE HARBORS OF THE HUDSON 111 BROADWAY NEWBURGH, NY 12550			RITZ THEATRE RENOVATIONS ETC	785
SOCRATES SCULPTURE PARK PO BOX 6259 LONG ISLAND CITY, NY 11106			ARTS	1,860
BLAIR FUND PO BOX 600 BLAIRSTOWN, NJ 07825			EDUCATIONAL ASSISTANCE	500
PLANNED PARENTHOOD 178 CHURCH ST POUGHKEEPSIE, NY 12601			HEALTH SERVICES	575
HUDSON HIGHLANDS NATURE MUSEUM 120 MUSER DR CORNWALL, NY 12518			NATURE APPRECIATION	1,750
YADDO PO BOX 395 - UNION AVE SARATOGA SPRINGS, NY 12866			ARTISTS FELLOWSHIPS	75
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR, NY 12553			ARTS	1,135
ALS ASSOCIATION 42 BROADWAY STE 1724 NEW YORK, NY 10004			ALS RESEARCH	75
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE NEW YORK, NY 10021			ARTS	125
SERIOUS FUN NETWORK 228 SAUGATUCK AVENUE WESTPORT, CT 06880			CHILDREN'S PROGRAMS	1,500
HISTORICAL SOCIETY NEWBURGH BAY 189 MONTGOMERY ST NEWBURGH, NY 12550			HISTORICAL PRESERVATION	200
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD STREET 7TH FLR NEW YORK, NY 10016			STRENGTHEN JEWISH IDENTITY	200

Form 990PF Part XV Line 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*				
BLACK ROCK FOREST CONSORTIUM 65 RESERVOIR ROAD CORNWALL,NY 12518			ADVANCE SCIENTIFIC UNDERSTANDING NAT	100
LALH PO BOX 1323 AMHERST,MA 01004			UNDERSTANDING LANDSCAPE ARCH	100
OPEN SPACE INSTITUTE 1350 BROADWAY STE 201 NEW YORK,NY 10018			PRESERVE OPEN SPACES	100
REGIONAL FOOD BANK 965 ALBANY-SHAKER ROAD LATHAM,NY 12110			FEEDING POOR & HUNGRY	100
WORLD MONUMENTS FUND 350 FIFTH AVE STE 2412 NEW YORK,NY 10118			PRESERVING MONUMENTS	100
HADASSAH 50 WEST 58TH STREET NEW YORK,NY 10019			UNITY OF JEWISH PEOPLE	75
MACDOWELL COLONY 163 EAST 81ST STREET NEW YORK,NY 10028			NUTURE THE ARTS	75
ASPCA 424 E 92ND ST NEW YORK,NY 10128			CARING FOR PETS	50
NETWORK FOR GOOD 1140 CONNETICUT AVE NW SUITE 700 WASHINGTON,DC 20036			HELP DONORS SUPPORT CHARITIES	50
ORANGE COUNTY LAND TRUST 23 WHITE OAK DRIVE PO BOX 269 SUGAR LOAF,NY 10981			LAND CONSERVATION	50
SIT STUDY ABROAD 1 KIPLING ROAD PO BOX 676 BRATTLEBORO,VT 05302			INTERCULTURAL STUDY	25
JEWISH FAMILY SERVICE ASSOCIATION 3300 MAYFIELD ROAD CLEVELAND HTS,OH 44118			ADULT DAY SUPPORT	50
Total . . . . ▶ **3a**				15,605

TY 2012 Accounting Fees Schedule

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX RETURN PREPARAT	3,700	3,700		

TY 2012 Compensation Explanation

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Person Name	Explanation
VIVIEN COLLENS	
VIVIEN COLLENS	

TY 2012 Distribution from Corpus Election

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Election: TREATMENT OF UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(G)(3) AND REG. 53.4942(A)-3 (C)(2)(IV), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS THE FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTRIONS IN SUCH PRIOR TAXABLE YEARS: TAX YEAR AMOUNT 2007 14,638 2008 16,503 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNIDSTRIBUTIBUTED INCOME AS BEING MADE OUT OF: X CORPUS

TY 2012 General Explanation Attachment

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC
EIN: 34-6555203

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		YEAR ENDED MAY 31, 2013 34-6555203 SHUREE ABRAMS FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG 53 4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING TAX YEAR AMOUNT _________ ____________ _________ ____________ _________ ____________ CORPUS /S/ _________________________________ NAME _________________________________ TITLE _________________________________ YEAR ENDED MAY 31, 2013 34-6555203 SHUREE ABRAMS FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(G)(3) AND REG 53 4942(A)-3(C)(2)(IV), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS THE FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS IN SUCH PRIOR TAXABLE YEARS TAX YEAR AMOUNT _________ ____________ _________ ____________ _________ ____________ /S/ ___________________________________ NAME ___________________________________ TITLE ___________________________________

TY 2012 Investments Corporate Bonds Schedule

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	57,139	57,995

TY 2012 Investments Corporate Stock Schedule

Name: SHUREE ABRAMS FOUNDATION

C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS	454,469	596,227

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491142006104

TY 2012 Other Expenses Schedule

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	6,264	6,264		
OHIO FILING FEE	200	200		

TY 2012 GeneralDependencySmall

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: QUALIFYING DISTRIBUTIONS

Attachment Information: YEAR ENDED: MAY 31, 2013 34-6555203 SHUREE ABRAMS FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF: UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING: TAX YEAR AMOUNT __________ ______________ __________ ______________ __________ ______________ CORPUS /S/ ______________________________________ NAME ______________________________________ TITLE ______________________________________

TY 2012 GeneralDependencySmall

Name: SHUREE ABRAMS FOUNDATION
C/O PROPER & ASSOCIATES INC

EIN: 34-6555203

Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: UNUSED CORPUS DISTRIBUTIONS

Attachment Information: YEAR ENDED: MAY 31, 2013 34-6555203 SHUREE ABRAMS FOUNDATION C/O PROPER & ASSOCIATES INC 3201 ENTERPRISE PKWY 320 BEACHWOOD, OH 44122 TREATMENT OF UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942 (G)(3) AND REG. 53.4942(A)-3(C)(2)(IV), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT AS A CURRENT DISTRIBUTION OUT OF CORPUS THE FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS IN SUCH PRIOR TAXABLE YEARS: TAX YEAR AMOUNT _________ ____________ _________ ____________ _________ ____________ /S/ ____________________________________ NAME ____________________________________ TITLE ____________________________________