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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 07-01-2012 , and ending 06-30-2013

Name of foundation CAROLINE & SIGMUND SCHOTT FUND		A Employer identification number 11-2856561	
% MARGO BRATHWAITE		B Telephone number (see instructions) (617) 876-7700	
Number and street (or P O box number if mail is not delivered to street address) 675 MASSACHUSETTS AVENUE Suite 8th fl		Room/suite	
City or town, state, and ZIP code CAMBRIDGE, MA 02139		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 37,564,102		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		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)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	366	366		
	4 Dividends and interest from securities.	521,879	521,879		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,073,959			
	b Gross sales price for all assets on line 6a _____ 11,443,164				
	7 Capital gain net income (from Part IV, line 2)		2,073,959		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,042,306	123,658		
	12 Total. Add lines 1 through 11	3,638,510	2,719,862		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,391	0	0	5,004
	b Accounting fees (attach schedule)	118,150	0	0	53,466
	c Other professional fees (attach schedule)	350,708	235,285		65,171
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	45,392	7,534		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,833			5,571
	22 Printing and publications				
	23 Other expenses (attach schedule)	52,554	15,009		35,910
	24 Total operating and administrative expenses. Add lines 13 through 23	579,028	257,828	0	165,122
	25 Contributions, gifts, grants paid	1,352,046			1,361,064
	26 Total expenses and disbursements. Add lines 24 and 25	1,931,074	257,828	0	1,526,186
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,707,436			
	b Net investment income (if negative, enter -0-)		2,462,034		
	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)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,361,628	3,065,566	3,065,566
	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	28,666	10,778	10,778
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	22,063,889 	17,704,882	17,704,882
	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)	11,648,908 	15,321,724	15,321,724
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 270,000	 1,461,152	 1,461,152
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,373,091	37,564,102	37,564,102
	17	Accounts payable and accrued expenses	142,859	208,860	
	18	Grants payable	20,000	11,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 27,000	 62,000	
	23	Total liabilities (add lines 17 through 22)	189,859	281,860	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	35,183,232	37,282,242	
	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			
	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)	35,183,232	37,282,242	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	35,373,091	37,564,102	

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	35,183,232
2	Enter amount from Part I, line 27a	2	1,707,436
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	426,574
4	Add lines 1, 2, and 3	4	37,317,242
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	35,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,282,242

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	2,073,959
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	7,463,613	38,018,639	0 196315
2010	2,075,683	42,878,768	0 048408
2009	2,337,426	39,544,282	0 059109
2008	2,881,087	33,704,010	0 085482
2007	3,110,337	57,532,279	0 054062

2	Total of line 1, column (d).	2	0 443376
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 088675
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	36,880,258
5	Multiply line 4 by line 3.	5	3,270,357
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,620
7	Add lines 5 and 6.	7	3,294,977
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,526,186

Part VIExcise 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	49,241
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	49,241
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	49,241
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	46,432		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,000		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	64,432
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	15,191
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 15,191 Refunded ☐		11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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) ☐ DE, MA _____			
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 ▶MARGO BRATHWAITE Telephone no ▶(617) 876-7700 Located at ▶675 MASSACHUSETTS AVENUE CAMBRIDGE MA ZIP +4 ▶02139			
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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?. ☐ 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? (<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)

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
LISELOTTE J LEEDS	VICE-CHAIR/TREAS-BD 0 5	0	0	0
C/O CAROLINE SIGMUND SCHOTT FUND CAMBRIDGE, MA 02139				
GERARD G LEEDS	VICE PRES (BOARD) 0 25	0	0	0
C/O CAROLINE SIGMUND SCHOTT FUND CAMBRIDGE, MA 02139				
GREG JOBIN-LEEDS	CHAIR/PRES (BOARD) 6 0	0	0	0
C/O SCHOTT FDTN FOR PUBLIC EDUC CAMBRIDGE, MA 02139				
MARIA JOBIN-LEEDS	VP/SECY (BOARD) 0 25	0	0	0
C/O CAROLINE SIGMUND SCHOTT FUND CAMBRIDGE, MA 02139				

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

Total

number of other employees paid over \$50,000.

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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
CAMBRIDGE ASSOCIATES LLC	INVESTMENT ADVISORY	108,397
100 SUMMER STREET BOSTON,MA 02110		
ROSEN SEYMOUR SHAPSS MARTIN & CO LLP	accounting services	55,313
757 THIRD AVENUE NEWYORK,NY 10017		
DAVID GOODMAN	BOOK CONSULTANT	54,800
900 MAGGIES WAY WATERBURY CENTER,VT 05677		
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	
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	21,485,803
b	Average of monthly cash balances.	1b	1,463,539
c	Fair market value of all other assets (see instructions).	1c	14,492,544
d	Total (add lines 1a, b, and c).	1d	37,441,886
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	0
3	Subtract line 2 from line 1d.	3	37,441,886
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	561,628
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,880,258
6	Minimum investment return. Enter 5% of line 5.	6	1,844,013

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	1,844,013
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	49,241
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	49,241
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,794,772
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,794,772
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	1,794,772

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	1,526,186
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,526,186
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,526,186
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				1,794,772
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	697,359			
b From 2008.	1,004,705			
c From 2009.	372,186			
d From 2010.				
e From 2011.	5,582,249			
f Total of lines 3a through e.	7,656,499			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,526,186				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,526,186
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	268,586			268,586
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,387,913			
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.				
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				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). . .	428,773			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,959,140			
10 Analysis of line 9				
a Excess from 2008. . . .	1,004,705			
b Excess from 2009. . . .	372,186			
c Excess from 2010. . . .				
d Excess from 2011. . . .	5,582,249			
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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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	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 Paid during the year See Additional Data Table				
Total			3a	1,341,046
b Approved for future payment cadre 8510 1/2 south broadway los angeles,CA 90003	N/A	501(C)(3)	general operating support	1,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY,AL 36104	N/A	501(C)(3)	JUVENILE JUSTICE	10,000
Total			3b	11,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	366	
4	Dividends and interest from securities. . . .			14	521,879	
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.			14	1,042,306	
8	Gain or (loss) from sales of assets other than inventory			18	2,073,959	
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). .				3,638,510	
13	Total. Add line 12, columns (b), (d), and (e).			13		3,638,510

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Firm's name ☐	ROSEN SEYMOUR SHAPSS MARTIN & COLLP		Firm's EIN ☐	
	Firm's address ☐	757 THIRD AVENUE NEW YORK, NY 100172049		Phone no (212) 303-1800	

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)
96774 194 SHS ARTISAN EMERGING MKTS	P	2011-05-16	2013-01-14
35074 045 SHS ARTISAN EMERGING MKTS	P	2011-11-03	2013-01-14
1222 805 SHS ARTISAN EMERGING MKTS	P	2011-12-15	2013-01-14
339 538 SHS ARTISAN EMERGING MKTS	P	2011-12-15	2013-01-14
20990 764 SHS ARTISAN EMERGING MKTS	P	2012-01-12	2013-01-14
2344 264 SHS ARTISAN EMERGING MKTS	P	2012-12-19	2013-01-14
13262 599 SHS ABERDEEN EMERGING MKTS	P	2013-01-16	2013-06-06
118 885 SHS COMMODITYREALRETURN STRATEGY FUND	P	2004-12-13	2012-07-03
1266 203 SHS COMMODITYREALRETURN STRATEGY FUND	P	2004-12-13	2012-07-03
1581 957 SHS COMMODITYREALRETURN STRATEGY FUND	P	2004-12-13	2012-07-03
5870 094 SHS COMMODITYREALRETURN STRATEGY FUND	P	2004-12-29	2012-11-01
3511 538 SHS COMMODITYREALRETURN STRATEGY FUND	P	2005-03-24	2012-11-01
3362 206 SHS COMMODITYREALRETURN STRATEGY FUND	P	2005-06-23	2012-11-01
7323 957 SHS COMMODITYREALRETURN STRATEGY FUND	P	2005-09-22	2012-11-01
120 93 SHS COMMODITYREALRETURN STRATEGY FUND	P	2005-12-14	2012-11-01
10131 712 SHS PIMCO TOTAL RETURN FUND III	P	2010-02-03	2013-01-07
10131 712 SHS PIMCO TOTAL RETURN FUND III	P	2010-02-03	2013-01-07
55673 383 SHS PIMCO TOTAL RETURN FUND III	P	2010-02-03	2013-06-21
15906 681 SHS PIMCO TOTAL RETURN FUND III	P	2010-02-03	2013-06-21
23182 297 SHS PIMCO TOTAL RETURN FUND III	P	2010-02-03	2013-06-28
1295 23 SHS FORESTER DIVERSIFIED LTD A2/SERIES 07/12	P	2009-07-01	2013-06-30
THRU CHARLES SCHWAB/PRENTISS SMITH	P		2012-10-23
THRU CHARLES SCHWAB/PRENTISS SMITH	P		2012-10-23
4719 9497 SHS WALDEN EQUITY FUND	P		2013-05-07
1539 409 SHS NB SOCIALLY RESPONSIVE FUND	P	2012-11-01	2013-05-30
3173 596 SHS NB SOCIALLY RESPONSIVE FUND	P	2012-11-01	2013-06-21
325 62 SHS WALDEN SMALL CAP INNOVATIONS FUND	P	2012-02-23	2013-05-07
655 SHS FACTSET RESEARCH SYS	P	2012-11-02	2013-04-26
230 SHS EOG RESOURCES	P	2012-09-28	2013-05-07
280 SHS CHURCH & DWIGHT CO	P	2012-09-17	2013-05-08

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)
110 SHS ECOLAB INC	P	2012-07-24	2013-05-08
215 SHS ECOLAB INC	P	2012-08-09	2013-05-08
425 SHS ECOLAB INC	P	2012-11-02	2013-05-08
230 SHS JOHNSON & JOHNSON	P	2012-11-02	2013-05-08
475 SHS LABORATORY CORP OF AMERICA HOLDINGS	P	2012-07-19	2013-05-08
10 SHS APPLE INC	P	2012-07-19	2013-05-28
35 SHS APPLE INC	P	2012-11-02	2013-05-28
350 SHS THE FRESH MARKET INC	P	2012-09-17	2013-05-28
450 SHS THE FRESH MARKET INC	P	2012-10-12	2013-05-28
510 SHS THE FRESH MARKET INC	P	2012-11-02	2013-05-28
55 SHS INTL BUSINESS MACHINES	P	2012-08-09	2013-06-18
20 SHS INTL BUSINESS MACHINES	P	2012-11-02	2013-06-18
175 SHS JOHNSON & JOHNSON	P	2012-11-02	2013-06-18
175 SHS FISERVE INC	P	2012-11-02	2013-06-21
95 SHS STARBUCKS CORP	P	2012-07-19	2013-06-21
145 SHS STARBUCKS CORP	P	2012-07-24	2013-06-21
40 SHS STARBUCKS CORP	P	2012-09-17	2013-06-21
85 SHS TJX COMPANIES INC	P	2012-07-19	2013-06-21
110 SHS TJX COMPANIES INC	P	2013-02-28	2013-06-21
220 SHS EMERSON ELECTRIC CO	P	2013-01-23	2013-06-21
130 SHS INTL BUSINESS MACHINES	P	2012-11-02	2013-06-21
20 SHS GOOGLE INC	P	2012-11-02	2013-06-21
155 SHS JOHNSON & JOHNSON	P	2012-11-02	2013-06-21
13150 POWERSHARES WILDERHILL CLEAN ENERGY	P	2008-01-16	2013-01-02
335 SHS FASTENAL CO	P	2007-03-20	2013-01-23
395 SHS EOG RESOURCES	P	2007-01-16	2013-05-07
330 SHS ECOLAB INC	P	2008-02-19	2013-05-08
95 SHS ECOLAB INC	P	2008-12-11	2013-05-08
240 SHS MEDTRONIC INC	P	1998-09-25	2013-05-08
510 SHS MEDTRONIC INC	P	1998-10-08	2013-05-08

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)
665 SHS LINEAR TECHNOLOGY CORP	P	1998-04-13	2013-05-08
CARDINAL HEALTH INC	P		2013-05-15
175 SHS ITRON INC	P	2009-07-16	2013-06-18
170 SHS ITRON INC	P	2010-05-07	2013-06-18
95 SHS ITRON INC	P	2010-06-29	2013-06-18
205 SHS AIR PROD & CHEMICALS	P	2006-09-20	2013-06-21
105 SHS EMERSON ELECTRIC CO	P	2007-12-21	2013-06-21
290 SHS APTARGROUP INC	P	2008-02-19	2013-06-21
305 SHS JOHNSON & JOHNSON	P	1997-10-30	2013-06-21
460 SHS NOVARTIS AG ADR	P	2010-12-10	2012-10-12
665 SHS STANDARD CHARTERED PLC	P	2010-06-07	2012-10-15
155 SHS STANDARD CHARTERED PLC	P	2010-12-30	2012-10-15
THRU LORING WOLCOTT & COOLIDGE	P		2012-12-31
THRU LORING WOLCOTT & COOLIDGE	P		2012-12-31
17497 087 SHS COMMODITYREALRETURN STRATEGY FUND	P	2004-10-15	2012-07-03
THRU STATE STREET	P		2013-06-30
THRU STATE STREET	P		2013-06-30

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)
1,296,774		1,500,000	-203,226
469,992		450,000	19,992
16,386		13,817	2,569
4,550		3,837	713
281,276		250,000	31,276
31,413		30,757	656
200,000		212,599	-12,599
787		1,776	-989
8,382		18,917	-10,535
10,900		23,634	-12,734
40,445		87,230	-46,785
24,195		55,447	-31,252
23,166		54,468	-31,302
50,462		127,583	-77,121
833		2,096	-1,263
100,000		98,075	1,925
100,000		98,075	1,925
525,000		538,918	-13,918
150,000		153,977	-3,977
220,000		224,405	-4,405
1,459,898		1,000,000	459,898
1,173,021		1,122,297	50,724
555,193		515,097	40,096
75,000		64,121	10,879
50,000		41,272	8,728
100,000		85,084	14,916
6,037		5,506	531
60,144		59,858	286
31,411		25,771	5,640
17,768		14,921	2,847

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)
9,534		7,193	2,341
18,635		13,831	4,804
36,836		30,056	6,780
19,632		16,348	3,284
44,682		41,586	3,096
4,500		6,118	-1,618
15,750		20,364	-4,614
16,150		20,164	-4,014
20,765		25,481	-4,716
23,533		29,892	-6,359
11,278		10,902	376
4,101		3,882	219
15,102		12,439	2,663
15,188		13,178	2,010
6,147		5,128	1,019
9,383		7,323	2,060
2,588		1,985	603
4,214		3,839	375
5,454		4,982	472
12,091		12,492	-401
25,494		25,231	263
17,581		13,776	3,805
13,021		11,017	2,004
55,229		298,111	-242,882
15,915		5,960	9,955
53,945		24,439	29,506
28,602		15,437	13,165
8,234		3,394	4,840
11,690		6,855	4,835
24,841		12,813	12,028

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)
25,323		10,827	14,496
4		0	4
7,591		9,633	-2,042
7,374		12,383	-5,009
4,121		6,030	-1,909
19,387		13,805	5,582
5,771		5,947	-176
15,892		11,207	4,685
25,623		8,698	16,925
28,437		25,115	3,322
15,509		15,068	441
3,615		4,266	-651
559,760		555,322	4,438
1,106,217		825,972	280,245
115,831		281,178	-165,347
6,772			6,772
135,043			135,043

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	
			-203,226
			19,992
			2,569
			713
			31,276
			656
			-12,599
			-989
			-10,535
			-12,734
			-46,785
			-31,252
			-31,302
			-77,121
			-1,263
			1,925
			1,925
			-13,918
			-3,977
			-4,405
			459,898
			50,724
			40,096
			10,879
			8,728
			14,916
			531
			286
			5,640
			2,847

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	
			2,341
			4,804
			6,780
			3,284
			3,096
			-1,618
			-4,614
			-4,014
			-4,716
			-6,359
			376
			219
			2,663
			2,010
			1,019
			2,060
			603
			375
			472
			-401
			263
			3,805
			2,004
			-242,882
			9,955
			29,506
			13,165
			4,840
			4,835
			12,028

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	
			14,496
			4
			-2,042
			-5,009
			-1,909
			5,582
			-176
			4,685
			16,925
			3,322
			441
			-651
			4,438
			280,245
			-165,347
			6,772
			135,043

Form 990PF Part XV Line 1a - 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).

LISELOTTE J LEEDS
GERARD G LEEDS

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 Paid during the year				
NORTH SHORE CHILD AND FAMILY GUIDANCE CENTER 480 OLD WESTBURY ROAD ROSLYN HEIGHTS,NY 11577	N/A	501(C)(3)	SUSTAIN TRIAGE, EMERGENCY AND HIGH RISK RESPONSE TO YOUNG CHILDREN	10,000
THE SCHOTT FOUNDATION FOR PUBLIC EDUCATION 675 MASSACHUSETTS AVENUE BOSTON,MA 02139	N/A	501(C)(3)	EDUCATION EXCELLENCE	1,285,000
agitarte inc 15 braeburn road hyde park,MA 02136	N/A	501(c)(3)	GENERAL OPERATING SUPPORT	10,000
THIRD SECTOR NEW ENGLAND 89 south street suite 700 BOSTON,MA 02111	N/A	501(C)(3)	boston area youth organizing project for Journey Justice	4,796
CEL EDUCATION FUND 2150 ALLSTON WAY SUITE 360 BERKLEY,CA 94704	N/A	501(c)(3)	EDUCATE THE PUBLIC ON MATTERS OF PUBLIC POLICY AND SOCIAL AND ECONOMIC JUSTICE	4,000
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN,NY 11237	n/a	501(C)(3)	JOURNEY FOR JUSTICE GRANT	5,000
NATIONAL PUBLIC EDUCATION SUPPORT FUND PO BOX 55273 WASHINGTON,DC 20040	n/a	501(C)(3)	EDUCATION DEVELOPMENT	10,000
justice matters 436 14th street oakland,CA 94612	n/a	501(C)(3)	SOCIAL AND RACIAL JUSTICE EDUCATION	1,000
GIRLS FOR GENDER EQUITY 30 THIRD AVENUE SUITE 104 BROOKLYN,NY 11217	N/A	501(C)(3)	PROMOTE IMPROVEMENT OF GENDER AND RACE RELATIONS AND SOCIO-ECONOMIC CONDITIONS OF GIRLS AND WOMEN	10,000
COMMUNITY CHANGE INC 14 BEACON STREET BOSTON,MA 02108	N/A	501(C)(3)	anniversary celebration	1,250
Total  3a				1,341,046

TY 2012 Accounting Fees Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	118,150			53,466

TY 2012 Contractor Compensation Explanation

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Contractor	Explanation
ROSEN SEYMOUR SHAPSS MARTIN CO L	ACCOUNTING SERVICES

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

TY 2012 Depreciation Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

**TY 2012 Investments Corporate
Stock Schedule****Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARTISAN EMERGING MARKETS	0	0
CRA QUALIFIED INVESTMENT FUND	668,970	661,919
LORING, WOLCOTT & COOLIDGE	2,347,283	3,093,935
UNITED STATES TRUST COMPANY	656,617	729,612
CHARLES SCHWAB & CO, INC	0	0
NYES LEDGE CAPITAL OFFSHORE FD	2,125,000	2,912,042
CITY OF LONDON-INVST EMERG MK	1,761,387	1,840,357
FORESTER DIVERSIFIED LTD	4,000,000	5,034,545
STATE STREET INTERNATIONAL	2,781,090	3,432,472
ALLOWANCE UNREALIZED GAIN/LOSS	3,364,535	

TY 2012 Investments - Other Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABERDEEN EMERGING MARKETS INST	FMV	1,899,113	1,702,272
COMMODITYREALRETURN STRATEGY	FMV	2,658,217	2,658,217
COLCHESTER GLOBAL BOND FUND	FMV	2,085,930	2,072,412
GENERATION IM GLOBAL EQUITY	FMV	2,165,308	2,771,650
GMO FORESTRY FUND	FMV	457,755	541,627
LYME FOREST FUND III TE LP	FMV	76,611	98,261
NB SOCIALLY RESPONSIVE FUND	FMV	1,134,419	1,348,520
PIMCO TOTAL RETURN FUND III	FMV	2,714,509	2,714,509
WALDEN EQUITY FUND	FMV	1,200,245	1,414,256
ALLOW FOR UNREALIZED GAIN/LOSS	FMV	929,617	

TY 2012 Land, Etc. Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

TY 2012 Legal Fees Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	6,391			5,004

TY 2012 Other Assets Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM BROKER	270,000	1,461,152	1,461,152

TY 2012 Other Decreases Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Description	Amount
DEFERRED FEDERAL EXCISE TAX	35,000

TY 2012 Other Expenses Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DED RELATED TO PORTFOLIO INC	15,243	15,243		
INSURANCE	5,509			5,510
INVESTMENT EXPENSES	-234	-234		
MANAGEMENT FEE	20,000			20,000
MISCELLANEOUS EXPENSES	8			8
OFFICE EXPENSE	4,681			5,242
PROFESSIONAL DEVELOPMENT	5,150			5,150
CRA QUAL INV FD - BK OVER TAX	2,197			

TY 2012 Other Income Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BERNARD L MADOFF RECOVERY	918,648	0	
COLCHESTER GLOBAL BOND FUND	57,592	57,592	
GENERATION IM GLOBAL EQUITY FUND LLC	41,406	41,406	
GMO FORESTRY FUND 8-B LP	-2,016	-2,016	
INVESTABLE EMERGING MKTS COUNTRY FUND	25,180	25,180	
THE LYME FOREST FUND III TE, LP	463	463	
OTHER INCOME	1,033	1,033	

TY 2012 Other Increases Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Description	Amount
DEFERRED FEDERAL EXCISE TAX	0
UNREALIZED GAIN ON MARKETABLE SECURITIES	426,574

TY 2012 Other Liabilities Schedule

Name: CAROLINE & SIGMUND SCHOTT FUND

EIN: 11-2856561

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED FEDERAL EXCISE TAXES	27,000	62,000

TY 2012 Other Professional Fees Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	115,423			65,171
INVESTMENT ADVISORY FEES	108,397	108,397		
INVESTMENT MANAGEMENT FEES	126,888	126,888		

TY 2012 Taxes Schedule**Name:** CAROLINE & SIGMUND SCHOTT FUND**EIN:** 11-2856561

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	37,858			
FOREIGN TAX WITHHELD	2,208	2,208		
FOREIGN TAXES-COLCHESTER GLOBL	579	579		
FOREIGN TAXES-GEN IM GLOBAL EQ	2,819	2,819		
FOREIGN TAXES-INVESTABLE EMERG	1,928	1,928		

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
3M Company	09/22/2011	08/22/2012	330.000	30,514.31	24,409.89	6,104.42	
3M Company	05/21/2012	08/22/2012	170.000	15,719.50	14,288.50	1,431.00	
			500.000	46,233.81	38,698.39	7,535.42	
Abbott Labs	01/13/2011	10/23/2012	445.000	29,205.23	21,113.08		8,092.15
Abbott Labs	05/21/2012	10/23/2012	320.000	21,001.52	19,743.04	1,258.48	
			765.000	50,206.75	40,856.12	1,258.48	8,092.15
Allot Communications	05/08/2012	10/23/2012	340.000	7,995.03	7,800.42	194.61	
Allot Communications	05/21/2012	10/23/2012	200.000	4,702.97	4,462.00	240.97	
			540.000	12,698.00	12,262.42	435.58	
Amgen Inc.	03/23/2011	07/05/2012	140.000	10,408.06	7,377.83		3,030.23
Amgen Inc.	05/21/2012	07/05/2012	260.000	19,329.24	17,982.64	1,346.60	
			400.000	29,737.30	25,360.47	1,346.60	3,030.23
Apache Corp	07/17/2008	10/23/2012	330.000	27,559.36	35,637.99		-8,078.63
Apache Corp	05/21/2012	10/23/2012	170.000	14,197.25	13,770.00	427.25	
			500.000	41,756.61	49,407.99	427.25	-8,078.63
Applied Materials Inc	03/31/2010	09/11/2012	2,630.000	30,735.59	35,605.74		-4,870.15
Avista Corporation	06/14/2011	10/23/2012	1,155.000	28,986.56	28,241.54		745.02
Avista Corporation	05/21/2012	10/23/2012	685.000	17,191.17	17,455.17	-264.00	
Avista Corporation	09/14/2012	10/23/2012	370.000	9,285.73	9,424.38	-138.65	
			2,210.000	55,463.46	55,121.09	-402.65	745.02
B M C Software Inc	11/01/2007	09/14/2012	525.000	22,708.20	17,455.85		5,252.35
B M C Software Inc	05/21/2012	09/14/2012	100.000	4,325.37	4,157.80	167.57	

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
B M C Software Inc	05/21/2012	09/14/2012	400,000	17,301.48	16,630.40	671.08	
			1,025,000	44,335.05	38,244.05	838.65	5,252.35
Bank Montreal Quebec	06/29/2012	10/23/2012	800,000	47,502.79	44,232.71	3,270.08	
Becton Dickinson	09/22/2011	10/23/2012	380,000	28,748.18	27,625.69		1,122.49
Becton Dickinson	05/21/2012	10/23/2012	140,000	10,591.43	10,425.24	166.19	
			520,000	39,339.61	38,050.93	166.19	1,122.49
Celgene Corp	07/26/2012	10/23/2012	540,000	40,139.80	36,272.92	3,866.88	
Cerner Corp.	05/21/2012	10/23/2012	340,000	23,336.26	25,994.36	-2,658.10	
Charles Schwab Co	11/22/2011	10/23/2012	1,620,000	21,478.21	17,683.59	3,794.62	
Charles Schwab Co	05/21/2012	10/23/2012	690,000	9,148.13	8,547.03	601.10	
Charles Schwab Co	06/27/2012	10/23/2012	1,200,000	15,909.78	14,912.95	996.83	
			3,510,000	46,536.12	41,143.57	5,392.55	
Cisco Systems Inc.	11/16/2010	10/23/2012	1,670,000	30,140.08	32,387.12		-2,247.04
Cisco Systems Inc.	05/21/2012	10/23/2012	1,000,000	18,047.97	16,490.00	1,557.97	
Cisco Systems Inc.	06/27/2012	10/23/2012	185,000	3,338.88	3,105.18	233.70	
			2,855,000	51,526.93	51,982.30	1,791.67	-2,247.04
Conocophillips	01/23/2007	10/23/2012	238,000	13,377.88	11,792.88		1,585.00
Conocophillips	04/02/2007	10/23/2012	500,000	28,104.81	26,574.81		1,530.00
			738,000	41,482.69	38,367.69		3,115.00
CSX Corp	12/08/2011	10/23/2012	1,900,000	40,713.03	40,125.17	587.86	

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
CVS Caremark Corp	11/04/2010	10/23/2012	405,000	18,636.74	12,641.34		5,995.40
CVS Caremark Corp	05/21/2012	10/23/2012	175,000	8,052.91	7,807.45	245.46	
			580,000	26,689.65	20,448.79	245.46	5,995.40
E M C Corp	09/22/2011	10/23/2012	1,060,000	26,281.79	21,735.14		4,546.65
E M C Corp	05/21/2012	10/23/2012	385,000	9,545.76	9,658.50	-112.74	
			1,445,000	35,827.55	31,393.64	-112.74	4,546.65
Facebook Inc Class A	08/02/2012	09/05/2012	875,000	16,272.43	17,818.61	-1,546.18	
Ford Motor Company	01/31/2012	10/23/2012	3,250,000	32,591.92	40,188.38	-7,596.46	
Ford Motor Company	06/27/2012	10/23/2012	200,000	2,005.65	2,012.89	-7.24	
			3,450,000	34,597.57	42,201.27	-7,603.70	
General Mills	12/27/2010	10/23/2012	515,000	20,322.49	18,440.93		1,881.56
General Mills	05/21/2012	10/23/2012	300,000	11,838.34	11,662.20	176.14	
			815,000	32,160.83	30,103.13	176.14	1,881.56
Google Inc Class A	04/15/2011	08/14/2012	45,000	30,178.24	23,986.60		6,191.64
Google Inc Class A	05/21/2012	08/14/2012	23,000	15,424.42	13,857.04	1,567.38	
			68,000	45,602.66	37,843.64	1,567.38	6,191.64
Google Inc Class A	05/21/2012	10/19/2012	2,000	1,379.86	1,204.96	174.90	
Google Inc Class A	06/27/2012	10/19/2012	55,000	37,946.03	31,427.56	6,518.47	
			57,000	39,325.89	32,632.52	6,693.37	
			125,000	84,928.55	70,476.16	8,260.75	6,191.64

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
Gorman Rupp Company	03/02/2012	10/23/2012	405.000	10,587.38	12,085.25	-1,497.87	
Gorman Rupp Company	05/21/2012	10/23/2012	415.000	10,848.81	11,441.55	-592.74	
			820.000	21,436.19	23,526.80	-2,090.61	
Heinz (H.J.)	02/17/2009	10/23/2012	140.000	7,989.60	4,643.28		3,346.32
Heinz (H.J.)	05/21/2012	10/23/2012	585.000	33,385.12	31,569.53	1,815.59	
			725.000	41,374.72	36,212.81	1,815.59	3,346.32
Intel Corp.	04/01/2011	10/23/2012	685.000	14,848.53	13,656.11		1,192.42
Intel Corp.	05/21/2012	10/23/2012	100.000	2,167.67	2,594.80	-427.13	
Intel Corp.	05/21/2012	10/23/2012	200.000	4,335.34	5,190.00	-854.66	
Intel Corp.	09/26/2012	10/23/2012	910.000	19,725.79	20,633.46	-907.67	
			1,895.000	41,077.33	42,074.37	-2,189.46	1,192.42
Kyocera Ltd Adr	10/08/2008	10/23/2012	280.000	24,671.35	18,454.34		6,217.01
Kyocera Ltd Adr	05/21/2012	10/23/2012	120.000	10,573.43	10,311.12	262.31	
			400.000	35,244.78	28,765.46	262.31	6,217.01
Met-Pro Corp	03/01/2012	10/23/2012	1,345.000	12,037.26	12,471.06	-433.80	
Met-Pro Corp	05/21/2012	10/23/2012	5 000	44.75	49.15	-4.40	
Met-Pro Corp	05/21/2012	10/23/2012	100.000	894.96	966.00	-71.04	
Met-Pro Corp	05/21/2012	10/23/2012	100.000	894.96	967.30	-72.34	
Met-Pro Corp	05/21/2012	10/23/2012	100.000	894.96	975.50	-80.54	
Met-Pro Corp	05/21/2012	10/23/2012	100.000	894.96	966.00	-71.04	
Met-Pro Corp	05/21/2012	10/23/2012	200.000	1,789.92	1,945.60	-155.68	
Met-Pro Corp	05/21/2012	10/23/2012	200.000	1,789.92	1,931.40	-141.48	
Met-Pro Corp	05/21/2012	10/23/2012	500.000	4,474.81	4,899.00	-424.19	
			2,650.000	23,716.50	25,171.01	-1,454.51	

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
Microsoft Corp.	03/06/2000	10/23/2012	300.000	8,434.32	14,521.24		-6,086.92
Microsoft Corp.	05/21/2012	10/23/2012	42.000	1,180.80	1,223.00	-42.20	
Microsoft Corp.	05/21/2012	10/23/2012	1,158.000	32,556.49	33,718.64	-1,162.15	
			1,500.000	42,171.61	49,462.88	-1,204.35	-6,086.92
Nvidia Corp	05/15/2012	10/23/2012	1,260.000	15,519.07	16,621.15	-1,102.08	
Nvidia Corp	05/21/2012	10/23/2012	460.000	5,665.69	5,588.08	77.61	
			1,720.000	21,184.76	22,209.23	-1,024.47	
Oracle Systems Corp.	07/06/2010	10/23/2012	1,035.000	31,718.77	22,945.99		8,772.78
Oracle Systems Corp.	05/21/2012	10/23/2012	735.000	22,524.92	18,976.23	3,548.69	
			1,770.000	54,243.69	41,922.22	3,548.69	8,772.78
Paychex Inc	09/23/2010	10/23/2012	925.000	30,416.94	24,416.10		6,000.84
Paychex Inc	05/21/2012	10/23/2012	545.000	17,921.33	15,944.52	1,976.81	
			1,470.000	48,338.27	40,360.62	1,976.81	6,000.84
Portland General Electric	09/28/2012	10/23/2012	1,700.000	46,622.71	45,896.03	726.68	
Procera Networks Inc Ne	06/16/2011	10/23/2012	230.000	5,443.45	2,187.03		3,256.42
Procera Networks Inc Ne	09/30/2011	10/23/2012	245.000	5,798.45	2,280.45		3,518.00
Procera Networks Inc Ne	05/21/2012	10/23/2012	235.000	5,561.78	4,226.24	1,335.54	
			710.000	16,803.68	8,693.72	1,335.54	6,774.42
Procter & Gamble	05/01/2007	10/23/2012	155.000	10,457.91	9,738.65		719.26
Procter & Gamble	05/21/2012	10/23/2012	200.000	13,494.06	12,679.80	814.26	
Procter & Gamble	05/21/2012	10/23/2012	200.000	13,494.06	12,679.80	814.26	

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
Procter & Gamble	05/21/2012	10/23/2012	245.000	16,530.21	15,532.76	997.45	
			800.000	53,976.24	50,631.01	2,625.97	719.26
Qiagen N V	03/15/2012	10/23/2012	1,340.000	23,378.87	20,055.43	3,323.44	
Qiagen N V	05/21/2012	10/23/2012	570.000	9,944.75	9,415.26	529.49	
			1,910.000	33,323.62	29,470.69	3,852.93	
Stryker Corp	07/21/2011	10/23/2012	565.000	29,563.85	32,117.73		-2,553.88
Stryker Corp	05/21/2012	10/23/2012	285.000	14,912.74	14,436.68	476.06	
			850.000	44,476.59	46,554.41	476.06	-2,553.88
Teva Pharm Inds Ltd Adr	02/08/2011	10/23/2012	405.000	16,298.35	20,824.68		-4,526.33
Teva Pharm Inds Ltd Adr	05/21/2012	10/23/2012	395.000	15,895.93	15,337.46	558.47	
Teva Pharm Inds Ltd Adr	06/27/2012	10/23/2012	325.000	13,078.92	12,706.11	372.81	
			1,125.000	45,273.20	48,868.25	931.28	-4,526.33
Toyota Corp	10/26/2011	10/23/2012	310.000	24,082.14	20,692.49	3,389.65	
Toyota Corp	05/21/2012	10/23/2012	130.000	10,098.96	9,876.88	222.08	
			440.000	34,181.10	30,569.37	3,611.73	
Unilever Plc Adr New	05/21/2012	10/23/2012	1,500.000	54,038.03	48,387.00	5,651.03	
Unilever Plc Adr New	06/27/2012	10/23/2012	350.000	12,608.88	11,509.57	1,099.31	
			1,850.000	66,646.91	59,896.57	6,750.34	
Varian Medical Systems	02/15/2011	10/23/2012	30.000	1,725.61	2,132.85		-407.24
Varian Medical Systems	03/09/2011	10/23/2012	390.000	22,433.00	26,561.98		-4,128.98

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Caroline & Sigmund zzzSchott Foundation

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
Varian Medical Systems	05/21/2012	10/23/2012	210.000	12,079.31	12,956.79	-877.48	
			630.000	36,237.92	41,651.62	-877.48	-4,536.22
Verifone Systems Inc	06/29/2012	10/23/2012	800.000	24,559.30	25,928.15	-1,368.85	
Vodafone Group PLC	09/14/2012	10/23/2012	1,925.000	53,855.19	54,954.42	-1,099.23	
Watson Pharmaceuticals	02/14/2012	10/23/2012	135.000	11,609.69	8,101.51	3,508.18	
Watson Pharmaceuticals	05/21/2012	10/23/2012	265.000	22,789.39	18,619.43	4,169.96	
			400.000	34,399.08	26,720.94	7,678.14	
Wells Fargo	02/21/2012	10/23/2012	760.000	25,812.63	23,725.69	2,086.94	
Wells Fargo	05/21/2012	10/23/2012	325.000	11,038.30	9,960.28	1,078.02	
			1,085.000	36,850.93	33,685.97	3,164.96	
Short Term Gains				1,173,021.36	1,122,297.10	50,724.26	
Total Long Gains				555,193.34	515,096.97		40,096.37
Total (Sales)				1,728,214.70	1,637,394.07	50,724.26	40,096.37
Total Gains						50,724.26	40,096.37

Please be sure to verify the accuracy of the data contained herein. You are encouraged to compare this information to that included in the statement received from your Custodian