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 JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: The Schocken Foundation, Inc.

A Employer identification number: 13-6167181

Number and street (or P O box number if mail is not delivered to street address): 11 Starbrook Drive

Room/suite:

B Telephone number: (617) 947-8150

City or town, state, and ZIP code: Barrington, RI 02806

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) ▶$ 2,951,244.

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7.	7.		Statement 1
4	Dividends and interest from securities	78,674.	78,674.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	95,971.			
b	Gross sales price for all assets on line 6a 393,446.				
7	Capital gain net income (from Part IV, line 2)		95,971.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	174,652.	174,652.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 3	85.	43.		42.
b	Accounting fees Stmt 4	3,664.	1,832.		1,832.
c	Other professional fees Stmt 5	8,000.	4,000.		4,000.
17	Interest				
18	Taxes Stmt 6	2,350.	0.		250.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 7	772.	32.		740.
24	Total operating and administrative expenses. Add lines 13 through 23	14,871.	5,907.		6,864.
25	Contributions, gifts, grants paid	297,520.			297,520.
26	Total expenses and disbursements. Add lines 24 and 25	312,391.	5,907.		304,384.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<137,739.>			
b	Net investment income (if negative, enter -0-)		168,745.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	269,278.	324,750.	327,036.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations Stmt 8	673,906.	475,769.	470,463.
	b	Investments - corporate stock Stmt 9	7,350.	1,341.	45,397.
	c	Investments - corporate bonds Stmt 10	35,005.	85,005.	82,216.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 11	1,848,228.	1,809,163.	2,026,132.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,833,767.	2,696,028.	2,951,244.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,833,767.	2,696,028.	
	30	**Total net assets or fund balances**	2,833,767.	2,696,028.	
	31	**Total liabilities and net assets/fund balances**	2,833,767.	2,696,028.	

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	2,833,767.
2	Enter amount from Part I, line 27a	2	<137,739.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,696,028.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,696,028.

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				
b	See Attached Statement			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	393,446.		297,475.	95,971.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				95,971.

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	95,971.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	254,329.	2,966,847.	.085724
2010	268,399.	3,118,613.	.086064
2009	233,076.	2,688,854.	.086682
2008	219,922.	1,782,189.	.123400
2007	231,431.	2,417,137.	.095746

2 **Total** of line 1, column (d)	2	.477616
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	.095523
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,971,969.
5 Multiply line 4 by line 3	5	283,891.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,687.
7 Add lines 5 and 6	7	285,578.
8 Enter qualifying distributions from Part XII, line 4	8	304,384.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,687.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,687.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,687.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,641.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,641.
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	954.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 954. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,RI			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ none

14 The books are in care of ▶ Nathan Rome Telephone no. ▶ (617) 947-8150

Located at ▶ c/o 11 Starbrook Drive, Barrington, RI ZIP+4 ▶ 02806

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 N/A

			Yes	No
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		X
	See the 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

			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 instructions)? N/A	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		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

			Yes	No
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.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,960,040.
b	Average of monthly cash balances	1b	57,187.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,017,227.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,017,227.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,258.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,971,969.
6	**Minimum investment return.** Enter 5% of line 5	6	148,598.

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	148,598.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 1,687.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	1,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,911.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	146,911.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	146,911.

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	304,384.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	304,384.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,687.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	302,697.

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					146,911.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	120,345.				
b From 2008	132,857.				
c From 2009	99,778.				
d From 2010	115,014.				
e From 2011	108,244.				
f Total of lines 3a through e		576,238.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	304,384.				
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					146,911.
e Remaining amount distributed out of corpus		157,473.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		733,711.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		120,345.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		613,366.			
10 Analysis of line 9:					
a Excess from 2008	132,857.				
b Excess from 2009	99,778.				
c Excess from 2010	115,014.				
d Excess from 2011	108,244.				
e Excess from 2012	157,473.				

223581
12-05-12

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
American Committee for Shenkar College 307 7th Avenue, Ste. 1805 New York, NY 10001		Public charity	To support online university courses	20,000.
American Friends of Hand in Hand P.O. Box 80102 Portland, OR 97280		Public charity	To purchase computers for school, to support hiring of bilingual teacher in hebrew-arabic school	39,520.
American Friends of NAMAG 28395 Brooks Lane Southfield, MI 48034		Public charity	To support detection and prevention of age related macular degeneration	10,000.
American Friends of Tel Aviv University 39 Broadway, Ste. 1510 New York, NY 10006		Public charity	To support college access to disadvantaged students	10,000.
United Israel Appeal 25 Broadway, Ste. 1700 New York, NY 10004		Public charity	To encourage academic studies among students from lower economical backgrounds	10,000.
Total See continuation sheet(s)			▶ 3a	297,520.
b Approved for future payment				
None				
Total			▶ 3b	0.

** See Purpose of Grant continuations

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion 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	7.	
4 Dividends and interest from securities			14	78,674.	
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	95,971.	
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)		0.		174,652.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 174,652.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee

Oct 20, 2013
Date

▶ Treasurer
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
Michael B. Sedgwick		CPA 09/25/13		P00188465

Firm's name ▶ Sedgwick & Company
Firm's EIN ▶ 95-4051410

Firm's address ▶ 11601 Wilshire Boulevard, Suite 500
Los Angeles, CA 90025
Phone no. (310) 395-8655

The Schocken Foundation, Inc.

Continuation for 990-PF, Part IV
13-6167181 Page 1 of 1

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	US Treasury Inflation Protected Note 3%	P	01/08/03	07/16/12
b	US Treasury Inflation Indexed Cpn 1.875%	P	Various	12/04/12
c	Chevron Corporation-200 shares	P	09/28/88	05/02/13
d	US Treasury Inflation Indexed Cpn 1.625%	P	12/10/10	05/02/13
e	Chevron Corporation-200 shares	P	09/28/88	06/17/13
f	Royce Value Trust Inc.-7,500 shares	P	Various	06/17/13
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	63,950.		66,991.	<3,041.>
b	109,506.		106,517.	2,989.
c	23,780.		3,004.	20,776.
d	31,570.		29,577.	1,993.
e	23,945.		3,004.	20,941.
f	113,751.		88,382.	25,369.
g	26,944.			26,944.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<3,041.>
b				2,989.
c				20,776.
d				1,993.
e				20,941.
f				25,369.
g				26,944.
h				
i				
j				
k				
l				
m				
n				
o				

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	95,971.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Jewish Reconstructionist Camping Corporation/Camp JRF 1299 Church Road Wyncote, PA 19095		Public charity	To support the building of an eco-village at Camp JRF	20,000.
The Jerusalem Foundation 420 Lexington Avenue, Ste. 1645 New York, NY 10170		Public charity	To support community center for arts	15,000.
New Israel Fund 2100 M St NW, Suite 619 Washington, DC 20037		Public charity	To support empowerment of girls and young women at risk, to support Israeli-Palestinian	55,000.
Our Bodies, Ourselves 5 Upland Road Cambridge, MA 02140		Public charity	Educational programs for women	10,000.
PEF Israel Endowment Fund 317 Madison Avenue, Ste.607 New York, NY 10017		Public charity	To support community services between Arab and Jews, to support purchase of medical equipment to diagnose	65,000.
RI Community Food Bank 200 Niantic Avenue Providence, RI 02907		Public charity	To support meals for children in poverty and provide education for adults in poverty in RI	10,000.
Jewish Federation of North America 25 Broadway, Ste. 1700 New York, NY 10004		Public charity	To support summer camp for children with special needs in Israel	10,000.
American Friends of Reuth Medical and Life Care Centers 185 Madison Avenue, Ste. 1604 New York, NY 10016		Public charity	To support community housing project in Israel	23,000.
Total from continuation sheets				208,000.

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - New Israel Fund

To support empowerment of girls and young women at risk, to support Israeli-Palestinian peace through empowering women, to support families with special needs children

Name of Recipient - PEF Israel Endowment Fund

To support community services between Arab and Jews, to support purchase of medical equipment to diagnose pediatric cancer, to provide for physical therapy rehab services for psyciatric patients, to support mother-child summer camp, to support people who are hard of hearing.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Wachovia Securities (925)	7.
Total to Form 990-PF, Part I, line 3, Column A	7.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wachovia Securities (925)	105,618.	26,944.	78,674.
Total to Fm 990-PF, Part I, ln 4	105,618.	26,944.	78,674.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	85.	43.		42.
To Fm 990-PF, Pg 1, ln 16a	85.	43.		42.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	3,664.	1,832.		1,832.
To Form 990-PF, Pg 1, ln 16b	3,664.	1,832.		1,832.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative assistance	8,000.	4,000.		4,000.
To Form 990-PF, Pg 1, ln 16c	8,000.	4,000.		4,000.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
New York Attorney General fees	250.	0.		250.
Federal Excise Tax	2,100.	0.		0.
To Form 990-PF, Pg 1, ln 18	2,350.	0.		250.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and conferences	725.	0.		725.
Office supplies and expenses	15.	0.		15.
Bank charges	32.	32.		0.
To Form 990-PF, Pg 1, ln 23	772.	32.		740.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Government Bonds-see attached schedule for details	X		403,280.	394,799.
Municipal Bonds		X	72,489.	75,664.
Total U.S. Government Obligations			403,280.	394,799.
Total State and Municipal Government Obligations			72,489.	75,664.
Total to Form 990-PF, Part II, line 10a			475,769.	470,463.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Corporate Stock-see attached schedule for details	1,341.	45,397.
Total to Form 990-PF, Part II, line 10b	1,341.	45,397.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
Corporate Bonds-see attached schedule for details	85,005.	82,216.
Total to Form 990-PF, Part II, line 10c	85,005.	82,216.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds-see attached schedule for details	COST	1,809,163.	2,026,132.
Total to Form 990-PF, Part II, line 13		1,809,163.	2,026,132.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Shimon Schocken 15 Hatamar Street Raanana, ISRAEL 43571	President, Secretary 1.00	0.	0.	0.
Nathan Rome 12 Reservoir Street Wincherster, MA 01890	Treasurer 1.00	0.	0.	0.
Naomi Landau 15 Rehov Menashe Jerusalem, ISRAEL 93508	Director 1.00	0.	0.	0.
Hillel Schocken 87 Haim Levanon Street Tel Aviv, ISRAEL 69345	Director 1.00	0.	0.	0.
Noa Mendels 18 Harimon Street Moza Ilit, ISRAEL 90820	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Accrued interest on sales	0 00	134 34	Gross proceeds	137,695 44	193,045 80

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0 02	0 00	665.00	0.00
BANK DEPOSIT SWEEP	5.24	0 01	156,424 83	15.64
Interest Period 06/01/13 - 06/30/13				
Total Cash and Sweep Balances	**5.27**		**$157,089.83**	**$15.64**
Margin balance	0 00	0 00	2,660.00	N/A

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO COMPANY WFC - HELD IN MARGIN Acquired 04/30/81 L nc	1.52	1,100	1.22	1,343.37	41.2700	45,397.00	44,053.63	1,320 00	2.90
Total Stocks and ETFs	**1.52**			**$1,343.37**		**$45,397.00**	**$44,053.63**	**$1,320.00**	**2.91**
Total Stocks, options & ETFs	**1.52**			**$1,343.37**		**$45,397.00**	**$44,053.63**	**$1,320.00**	**2.91**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value.

Corporate Bonds

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
GE CAPITAL CORP INTERNOTES MED TERM NTS MULTI STEP UP CPN CLLB CPN 3 500% DUE 04/16/27 DTD 04/16/12 FC 10/16/12 CALL 04/16/14 @ 100 000 HELD IN MARGIN Moody A1 , S&P AA+ CUSIP 36966TFD9 Acquired 04/17/12 L nc	1 17	35,000	100 00	35,005.00	99.9660	34,988.10	-16.90	245 00	1,225.00	3 50
WELLS FARGO & CO MED TERM NOTES MULTI STEP UP CPN CALLABLE CPN 3 000% DUE 08/02/27 DTD 07/31/12 FC 10/30/12 CALL 07/30/17 @ 100 000 HELD IN MARGIN Moody A2 , S&P A+ CUSIP 94986RKV2 Acquired 07/26/12 S nc	1.58	50,000	100 00	50,000 00	94 4560	47,228 00	-2,772.00	241 67	1,500 00	3 17
Total Corporate Bonds	**2.76**	**85,000**		**$85,005.00**		**$82,216.10**	**-$2,788.90**	**$486.67**	**$2,725.00**	**3.31**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Fixed Income Securities

Government Bonds

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
US INFL INDX N/B ^ CPN 1 875% DUE 07/15/13 DTD 07/15/03 FC 01/15/04 Moody AAA , S&P NR JUN FACTOR 1 26620000 CUSIP 912828BD1										
Acquired 10/09/09 L nc	1 70	40,000	104.35 104 68	52,854.37 49,147 97	100 0860	50,691.55	-2,162.82	430.23	942.57	1.87
US INFL INDX NTS CPN 2 000% DUE 01/15/14 DTD 01/15/04 FC 07/15/04 Moody AAA , S&P NR JUN FACTOR 1 25859000 CUSIP 912828BW9										
Acquired 10/09/09 L nc		40,000	104 49 104 84	52,608 34 48,924 34		51,039 60	-1,568 74			
Acquired 01/06/10 L nc		50,000	106 46 106.94	67,000 18 62,576 18		63,800 06	-3,200 12			
Total	**3.85**	**90,000**		**$119,608.52** **$111,500.52**	**101.3830**	**$114,839.66**	**-$4,768.86**	**$1,026.34**	**$2,248.57**	**1.96**
US TREASURY INFLATION INDEX NOTES CPN 1 250% DUE 04/15/14 DTD 04/15/09 FC 10/15/09 Moody AAA , S&P NR JUN FACTOR 1 09886000 CUSIP 912828KM1										
Acquired 01/06/10 L nc	0.93	25,000	104 29 104.60	28,651 75 26,720 50	101 3590	27,844 83	-806.92	69.43	341.33	1.23
US TREASURY NOTE INFLATION INDEX NOTES CPN 2 000% DUE 07/15/14 DTD 07/15/04 FC 01/15/05 Moody AAA , S&P NR JUN FACTOR 1 23374000 CUSIP 912828CP3										

Fixed Income Securities

Government Bonds continued

								ESTIMATED		
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 01/06/10 L nc	1.28	30,000	106.74 107.24	39,509.24 36,907 04	103.2340	38,209.17	-1,300 07	335.36	734.72	1.93
UNITED STATES TREASURY INFLATION INDEX CPN 1.625% DUE 01/15/15 DTD 01/15/05 FC 07/15/05 Moody AAA , S&P NR JUN FACTOR 1 21792000 CUSIP 912828DH0										
Acquired 01/06/10 L nc	1.70	40,000	105 10 105 48	51,205 78 47,780 98	103 9530	50,642 57	-563.21	358.65	785.74	1.56
US TREASURY NOTES INDX INFLATION CPN 2.000% DUE 01/15/16 DTD 01/15/06 FC 07/15/06 Moody AAA , S&P NR JUN FACTOR 1.17170000 CUSIP 912828ET3										
Acquired 01/06/10 L nc	1.48	35,000	106.90 107 41	43,843.12 40,960 17	107.3670	44,030.66	187.54	371.58	814.07	1.86
US INFL INDX NTS CPN 2 500% DUE 07/15/16 DTD 07/15/06 FC 01/15/07 Moody AAA , S&P NR JUN FACTOR 1 15154000 CUSIP 912828FL9										
Acquired 01/06/10 L nc	1.28	30,000	109 92 110.66	37,975 61 35,547.11	110.5080	38,176 31	200 70	391 27	857.22	2.26

Fixed Income Securities

Government Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
US TREASURY INFLATION INDEXED NOTES CPN 1 625% DUE 01/15/18 DTD 01/15/08 FC 07/15/08 Moody AAA , S&P NR JUN FACTOR 1.11007000 CUSIP 912828HN3 Acquired 12/10/10 L nc	1.02	25,000	106.77 107.19	29,630.77 27,958 77	109 4140	30,364 29	733 52	204.31	447.60	1.48
Total Government Bonds	**13.23**	**315,000**		**$403,279.16** **$376,523.06**		**$394,799.04**	**-$8,480.12**	**$3,187.17**	**$7,171.82**	**1.82**

^ Denotes bonds with a maturity date in the next 60 days Please contact us for further investment opportunities or any assistance
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Taxable Municipal Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
MASSACHUSETTS ST FEDL HWY TAXABLE FED GRANT ANTIC BUILD AMER BDS CPN 2 983% DUE 12/15/15 DTD 12/23/10 FC 06/15/11 Moody AA2 , S&P AAA CUSIP 57583PEM7 Acquired 12/30/10 L nc	0 88	25,000	101 33	25,339 50	104.5380	26,134 50	795 00	26.93	745.75	2.85
LAFAYETTE LA PUB IMPT SALES TAX SER A BUILD AMER BDS DIRECT PMT TO CPN 5 690% DUE 03/01/19 DTD 08/18/09 FC 03/01/10 Moody AA3 , S&P AA CUSIP 5064844U5 Acquired 12/30/10 L nc	0.75	20,000	108 84	21,774 80	112 2370	22,447.40	672.60	369 85	1,138.00	5 06

Fixed Income Securities

Taxable Municipal Bonds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
PENNSYLVANIA ST TAXABLE 3RD SER B BUILD AMER BDS (ISSUER SUBSIDY) G/O CPN 4 050% DUE 07/15/19 DTD 12/23/10 FC 07/15/11 Moody AA2 CUSIP 70914PPD8										
Acquired 12/30/10 L nc	0 91	25,000	101 47	25,374 50	108 3290	27,082 25	1,707 75	458 44	1,012.50	3.73
Total Taxable Municipal Bonds	**2.54**	**70,000**		**$72,488.80**		**$75,664.15**	**$3,175.35**	**$855.22**	**$2,896.25**	**3.83**

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Certificates of Deposit

Long-term certificates of deposit (maturity beyond one year from date of issue) are priced using a market value pricing model.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD MULTI STEP UP CPN CALLABLE FDIC INSURED CPN 2 000% DUE 03/22/22 DTD 03/21/12 FC 06/21/12 CALL 03/21/15 @ 100 000 CUSIP 94986TJZ1										
Acquired 03/13/12 L nc	6.78	200,000	100 00	200,000.00	101 1430	202,286 00	2,286 00	76.71	4,000.00	1.97
Total Certificates of Deposit	**6.78**	**200,000**		**$200,000.00**		**$202,286.00**	**$2,286.00**	**$76.71**	**$4,000.00**	**1.98**
Total Fixed Income Securities	**25.30**			**$760,772.96** **$734,016.86**		**$754,965.29**	**-$5,807.67**	**$4,605.77**	**$16,793.07**	**2.22**

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Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
AMER MUTUAL FD INC A AMRMX									
Acquired 01/16/96 L nc R		999	25.03	25,014.96		31,538.44	6,523 48		
Acquired 02/28/96 L nc R		963	25 96	25,009 11		30,401.90	5,392 79		
Acquired 04/09/96 L nc R		16.24700	25 75	412 02		512 92	100.90		
Acquired 05/08/96 L nc R		969	25 77	24,980 82		30,591.33	5,610.51		
Acquired 06/27/96 L nc R		944	26 45	24,978 24		29,802.08	4,823 84		
Acquired 07/09/96 L nc R		32.59500	25 53	817.16		1,029.02	211.86		
Acquired 08/21/96 L nc R		943.04000	26.51	25,000 00		29,771.77	4,771 77		
Acquired 09/19/96 L nc R		927.64400	26 96	25,000 00		29,285.72	4,285.72		
Acquired 10/08/96 L nc R		46.16300	26.43	1,216 85		1,457.37	240 52		
Acquired 11/14/96 L nc R		889.04700	28.12	25,000.00		28,067 21	3,067.21		
Acquired 12/10/96 L nc R		478 25500	25.62	12,248.11		15,098 51	2,850.40		
Acquired 12/27/96 L nc R		923.19100	27 08	25,000 00		29,145.14	4,145 14		
Acquired 04/08/97 L nc R		62.76500	26 22	1,626.24		1,981 49	355 25		
Acquired 07/08/97 L nc R		55.10400	29 78	1,638 79		1,739 63	100 84		
Acquired 10/07/97 L nc R		53.15100	31 11	1,649 81		1,677 98	28 17		
Acquired 12/09/97 L nc R		15.90600	30 93	464.92		502.15	37.23		
Acquired 12/09/97 L nc R		745.29500	29.24	21,784.98		23,528.96	1,743.98		
Acquired 03/31/98 L nc R		57.30900	31.78	1,812 68		1,809.25	-3.43		
Acquired 06/29/98 L nc R		58 57900	31 44	1,824 14		1,849 34	25.20		
Acquired 08/28/98 L nc R		61.73000	30.08	1,835 86		1,948 82	112 96		
Acquired 12/11/98 L nc R		1,006 06600	28 75	28,924 39		31,761.50	2,837.11		
Acquired 03/29/99 L nc R		64.34900	29.60	1,895.71		2,031 50	135.79		
Acquired 06/28/99 L nc R		60.86900	31.78	1,907.62		1,921 63	14.01		
Acquired 09/27/99 L nc R		65 82800	29 50	1,918 88		2,078 19	159 31		
Acquired 12/10/99 L nc R		81 23900	23.83	1,931 05		2,564 72	633 67		
Acquired 12/10/99 L nc R		2,215 41400	23.77	52,660 38		69,940 62	17,280 24		
Acquired 03/16/00 L nc R		108.17000	21 80	2,355 94		3,414.93	1,058 99		
Acquired 06/26/00 L nc R		103 39200	23 15	2,375 95		3,264 09	888 14		
Acquired 09/25/00 L nc R		102.39700	23 48	2,395 07		3,232.67	837 60		
Acquired 12/08/00 L nc R		105.92500	22 99	2,414 02		3,344 05	930.03		
Acquired 12/08/00 L nc R		718.56800	22 80	16,376 17		22,685 19	6,309 02		
Acquired 03/15/01 L nc R		106 76300	23 55	2,497 18		3,370 51	873 33		
Acquired 10/09/09 L nc		4,426 73700	22 59	100,005.00		139,752.04	39,747 04		
Acquired 01/06/10 L nc		3,760 96900	23 93	90,005.00		118,733.83	28,728.83		

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**23.46**	**22,167.70700**		**$554,977.05**	**31.5700**	**$699,834.50**	**$144,857.45**	**$14,409.00**	**2.06**
BLACKROCK FUNDS GLOBAL OPPORTUNITIES PORT INVS CLASS C BROCX On Reinvestment									
Acquired 03/13/08 L nc		4,085 22300	12 23	50,007.50		48,940.93	-1,066 57		
Acquired 04/08/08 L nc		1,987 43994	12 57	25,007.50		23,809 53	-1,197.97		
Acquired 05/21/08 L nc		1,911 18035	13 08	25,007 50		22,895 94	-2,111.56		
Acquired 01/06/10 L nc		1,898.85051	10 53	20,005.00		22,748 25	2,743.25		
Reinvestments L nc		99 07520	10 14	1,004 68		1,186 93	182 25		
Reinvestments S		20.13400	10 85	218 65		241.21	22.56		
Total	**4.02**	**10,001.90300**		**$121,250.83**	**11.9800**	**$119,822.79**	**-$1,428.04**	**$219.04**	**0.18**
Client Investment (Excluding Reinvestments)						$120,027 50			
Gain/Loss on Client Investment (Including Reinvestments)						-$204 71			
FPA CAPITAL FUND INC FPPTX - HELD IN MARGIN On Reinvestment									
Acquired 04/06/04 L nc		3,678 96300	39 51	145,361 26		165,222 19	19,860 93		
Reinvestments L nc		2,170 06900	35 24	76,491 82		97,457.82	20,966.00		
Reinvestments S		552 78000	42 16	23,305 52		24,825.36	1,519 84		
Total	**9.64**	**6,401.81200**		**$245,158.60**	**44.9100**	**$287,505.37**	**$42,346.77**	**$896.25**	**0.31**
Client Investment (Excluding Reinvestments)						$145,361 26			
Gain/Loss on Client Investment (Including Reinvestments)						$142,144.11			
FPA NEW INCOME INC FPNIX On Reinvestment									
Acquired 10/08/09 L nc		22,301 51700	11 21	250,005 00		234,834 75	-15,170 25		
Acquired 01/06/10 L nc		4,524.88700	11 05	50,005 00		47,647 15	-2,357 85		
Reinvestments L m		2,620 81200	10 82	28,365 49		27,597.24	-768.25		
Reinvestments S		871.27100	10 59	9,229 03		9,174 52	-54 51		
Total	**10.70**	**30,318.48700**		**$337,604.52**	**10.5300**	**$319,253.66**	**-$18,350.86**	**$9,398.73**	**2.94**
Client Investment (Excluding Reinvestments)						$300,010 00			
Gain/Loss on Client Investment (Including Reinvestments)						$19,243 66			

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
IVA INTERNATIONAL FD CLASS A IVIOX On Reinvestment									
Acquired 10/09/09 L nc		2,463 68400	14 91	36,734 44		40,502.94	3,768 50		
Acquired 01/06/10 L nc		4,016.06400	14.94	60,005.00		66,024.09	6,019.09		
Acquired 12/30/10 L nc		6,215 04000	16.09	100,005 00		102,175 26	2,170 26		
Reinvestments L nc		1,617 85300	14.64	23,696 69		26,597.51	2,900 82		
Reinvestments S		664.87800	15 51	10,312 26		10,930.61	618 35		
Total	**8.25**	**14,977.51900**		**$230,753.39**	**16.4400**	**$246,230.41**	**$15,477.02**	**$6,545.17**	**2.66**
	Client Investment (Excluding Reinvestments)					$196,744 44			
	Gain/Loss on Client Investment (Including Reinvestments)					$49,485.97			
OPPENHEIMER LIMITED TERM MUNICIPAL FD CL C OITCX On Reinvestment									
Acquired 03/13/08 L nc		1,666.66700	15.00	25,007 50		24,199.99	-807.51		
Acquired 04/08/08 L nc		1,670.00700	14 97	25,007 50		24,248.50	-759.00		
Acquired 05/21/08 L nc		1,667.77900	14.99	25,007.50		24,216.15	-791.35		
Acquired 12/30/10 L nc		7,062.14700	14 16	100,005.00		102,542 37	2,537 37		
Reinvestments L m		1,420.76100	14 28	20,295 50		20,629.44	333 94		
Reinvestments S		416.61500	15 00	6,252 06		6,049.28	-202.78		
Total	**6.77**	**13,903.97600**		**$201,575.06**	**14.5200**	**$201,885.73**	**$310.67**	**$6,354.11**	**3.15**
	Client Investment (Excluding Reinvestments)					$175,027.50			
	Gain/Loss on Client Investment (Including Reinvestments)					$26,858 23			
Total Open End Mutual Funds	**62.83**			**$1,691,319.45**		**$1,874,532.46**	**$183,213.01**	**$37,822.30**	**2.02**

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS
R Tax lot(s) held in Margin, rather than Cash

SCHOCKEN FOUNDATION C/O
NATHAN ROME

JUNE 1 - JUNE 30, 2013
ACCOUNT NUMBER 7422-1925

Mutual Funds

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value.

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
ROYCE VALUE TRUST INC RVT									
Acquired 07/30/02 L nc [R]		2,218	N/A##	N/A		33,624 88	N/A		
Acquired 03/13/03 L nc [R]		3,790	N/A##	N/A		57,456.40	N/A		
Acquired 12/23/03 L nc [R]		492	N/A##	8,068.80		7,458.72	-610.08		
Acquired 10/09/09 L nc		1,000	10 47	10,677.40		15,160.00	4,482 60		
Acquired 01/06/10 L nc		2,500	11 04	28,082.47		37,900.00	9,817 53		
Total	**5.08**	**10,000**		**$46,828.67**	**15.1600**	**$151,600.00**	**$13,690.05**	**$7,600.00**	**5.01**
Total Closed End Mutual Funds	**5.08**			**$46,828.67**		**$151,600.00**	**$13,690.05**	**$7,600.00**	**5.01**
Total Mutual Funds	**67.91**			**$1,738,148.12**		**$2,026,132.46**	**$196,903.06**	**$45,422.30**	**2.24**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS
R Tax lot(s) held in Margin, rather than Cash