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Form 990-PF

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

OMB No. 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01/12, and ending 06/30/13

<p>Name of foundation Irontown Foundation</p> <p>Number and street (or P O box number if mail is not delivered to street address) 1308 East 21st Street</p> <p>City or town, state, and ZIP code Brooklyn NY 11210-4511</p> <p>G Check all that apply</p> <table style="margin-left: 20px; border: none;"> <tr><td><input type="checkbox"/></td><td>Initial return</td><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td><td><input type="checkbox"/></td><td>Name change</td></tr> </table> <p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 209,037 (Part I, column (d) must be on cash basis)</p> <p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)</p>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change	<p>A Employer identification number 20-8095898</p> <p>B Telephone number (see instructions) 718-854-1238</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity														
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return														
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change														
<p>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))</p> <p>Revenue</p> <p>1 Contributions, gifts, grants, etc., received (attach schedule) 18,500</p> <p>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments 24</p> <p>4 Dividends and interest from securities 1,766 1,766</p> <p>5a Gross rents</p> <p>b Net rental income or (loss)</p> <p>6a Net gain or (loss) from sale of assets not on line 10 10,841</p> <p>b Gross sales price for all assets on line 6a 95,195</p> <p>7 Capital gain net income (from Part IV, line 2) 10,841</p> <p>8 Net short-term capital gain 0</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 Total. Add lines 1 through 11 31,131 12,607 0</p>		<p>(a) Revenue and expenses per books</p> <p>(b) Net investment income</p> <p>(c) Adjusted net income</p> <p>(d) Disbursements for charitable purposes (cash basis only)</p>															
		<p>See Stmt</p>															
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		<p>See Stmt</p>															
<p>Operating and Administrative Expenses</p> <p>13 Compensation of officers, directors, trustees, etc 0</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest RECEIVED 3,734 3,734</p> <p>18 Taxes (attach schedule) (see instructions) 118 12 50</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy NOV 18 2013 0</p> <p>21 Travel, conferences, and meetings 12</p> <p>22 Printing and publications 202 72 130</p> <p>23 Other expenses (attach schedule) 4,054 3,818 0 180</p> <p>24 Total operating and administrative expenses. Add lines 13 through 23 47,608</p> <p>25 Contributions, gifts, grants paid 51,662 3,818 0 47,788</p> <p>26 Total expenses and disbursements. Add lines 24 and 25 -20,531 8,789 0</p> <p>27 Subtract line 26 from line 12</p> <p>a Excess of revenue over expenses and disbursements</p> <p>b Net investment income (if negative, enter -0-)</p> <p>c Adjusted net income (if negative, enter -0-)</p>																	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) BR

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
	1 Cash – non-interest-bearing		10,431	818	818
	2 Savings and temporary cash investments		130,563	105,675	101,709
	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 instructions)				
	7 Other notes and loans receivable (att schedule) ► See Wrk	25,000	0	11,030	25,000
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	See Stmt 4		66,749	66,749
	c Investments – corporate bonds (attach schedule)				81,510
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	See Statement 5			
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►)		
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			218,773	198,242
					209,037
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)	0	0
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds			218,773	198,242
	30 Total net assets or fund balances (see instructions)			218,773	198,242
	31 Total liabilities and net assets/fund balances (see instructions)			218,773	198,242

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	218,773
2 Enter amount from Part I, line 27a	2	-20,531
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	198,242
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	198,242

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 Wells Fargo Bank Cert of Deposit			P	Various	11/16/12
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 95,195			84,354	10,841	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				10,841	
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	10,841
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	10,841

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	61,839	264,912	0.233432
2010	65,030	292,721	0.222157
2009	46,492	352,246	0.131987
2008	90,193	303,500	0.297176
2007	25,745	378,689	0.067985

2 Total of line 1, column (d)

2 **0.952737**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 years3 **0.190547**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **236,003**

5 Multiply line 4 by line 3

5 **44,970**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **87**

7 Add lines 5 and 6

7 **45,057**

8 Enter qualifying distributions from Part XII, line 4

8 **47,738**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	87
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	87
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	87
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	87
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	Refunded

Part VII-A Statements 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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	<input checked="" type="checkbox"/>
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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?	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input checked="" type="checkbox"/>

Stmt 6

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Part VII-A: Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 **X**

14 The books are in care of ► **Harold Feinberg**
445 Northern Blvd.

Telephone no ► **516-504-1411**

Located at ► Great Neck

NYZIP+4 ► **11021**

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

16	Yes	No
	<input type="checkbox"/>	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A ► <input type="checkbox"/>	N/A 1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A 1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► 20 20 20 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	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 ► 20 20 20 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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 <input checked="" type="checkbox"/>	
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 <input checked="" type="checkbox"/>	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," to 6b, file Form 8870		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 (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
Jay Eisenstadt 1308 East 21st Street	Brooklyn NY 11210	President 0.00	0	0
Desiree Schon Eisenstadt 1308 East 21st Street	Brooklyn NY 11210	V. President 0.00	0	0
Joseph Eisenstadt 976 East 23rd Street	Brooklyn NY 11210	Sec-Treas. 0.00	0	0

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

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

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

► 0

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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
NONE		

Total number of others receiving over \$50,000 for professional services**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A**2**

All other program-related investments. See instructions

3**Total. Add lines 1 through 3**Form **990-PF** (2012)

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	76,515
b	Average of monthly cash balances	1b	134,134
c	Fair market value of all other assets (see instructions)	1c	28,948
d	Total (add lines 1a, b, and c)	1d	239,597
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	239,597
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	3,594
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	236,003
6	Minimum investment return. Enter 5% of line 5	6	11,800

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	11,800
2a	Tax on investment income for 2012 from Part VI, line 5	2a	87
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	87
3	Distributable amount before adjustments Subtract line 2c from line 1	3	11,713
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,713
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	11,713

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	47,738
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	47,738
b	Cash distribution test (attach the required schedule)	5	87
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	47,651
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				11,713
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	6,873			
b From 2008	75,060			
c From 2009	29,372			
d From 2010	50,696			
e From 2011	48,705			
f Total of lines 3a through e	210,706			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 47,738				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				11,713
e Remaining amount distributed out of corpus	36,025			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	246,731			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	6,873			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	239,858			
10 Analysis of line 9				
a Excess from 2008	75,060			
b Excess from 2009	29,372			
c Excess from 2010	50,696			
d Excess from 2011	48,705			
e Excess from 2012	36,025			

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 foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							
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))

See Statement 7

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

N/A**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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 Schedule attached				47,608
Total			► 3a	47,608
b Approved for future payment N/A				
Total			► 3b	

Enter gross amounts unless otherwise indicated

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	
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	24
4	Dividends and interest from securities			14	1,766
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	10,841
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b				14	
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		0		12,631
13	Total Add line 12, columns (b), (d), and (e)			13	12,631

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

(See worksheet in line 13 instructions to verify c)

Part XVI-B Relationship of Activities to

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

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

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)		<input checked="" type="checkbox"/>
1a(2)		<input checked="" type="checkbox"/>
1b(1)		<input checked="" type="checkbox"/>
1b(2)		<input checked="" type="checkbox"/>
1b(3)		<input checked="" type="checkbox"/>
1b(4)		<input checked="" type="checkbox"/>
1b(5)		<input checked="" type="checkbox"/>
1b(6)		<input checked="" type="checkbox"/>
1c		<input checked="" type="checkbox"/>

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		

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

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

**Sign
Here**

→ 
Signature of officer or trustee

Signature of officer or trustee

Datu

Title

Signature of officer or trustee		Date	Date
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature
	Harold Feinberg		
	Firm's name ► Harold Feinberg, CPA		PTIN P01429417
Firm's address ► 445 Northern Blvd Ste 36 Great Neck, NY 11021		Firm's EIN ► 11-2714945	
		Phone no 516-504-1411	
		Check <input checked="" type="checkbox"/> if self-employed	

Form 990-PF (2012)

Schedule B
**(Form 990, 990-EZ,
or 990-PF)**
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

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

2012

Name of the organization

Employer identification number

Irontown Foundation**20-8095898**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3} % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page **1** of **1** of Part I

Name of organization

Irontown Foundation

Employer identification number

20-8095898**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mary Schreiber 180 Riverside Drive Apt. 4C New York NY 10024	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Helen Eisenstadt 976 East 23rd Street Brooklyn NY 11210	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Harold Feinberg, CPA	\$ 3,734	\$ 3,734	\$ 0	\$ 0
Total	\$ 3,734	\$ 3,734	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Foreign tax withheld	\$ 12	\$ 12	\$ 0	\$ 0
Form 990PF tax	56			
New York State Department of Law	50	50		
Total	\$ 118	\$ 62	\$ 0	\$ 0

Form 990-PF, Part I, Line 23 - Amortization

<u>Description</u>	<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Prior Year Amortization</u>	<u>Current Year Amortization</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>COGS</u>
Amortization of organization costs	8/21/07	\$ 2,150	\$ 2,150	5 ye	\$ 0	\$ 0	\$ 0
Total		\$ 2,150	\$ 2,150		\$ 0	\$ 0	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses				\$
Advertising	130	72	72	
Service charges	72			
Total	<u>202</u>	<u>72</u>	<u>0</u>	<u>\$ 130</u>

Forms 990 / 990-PF	Other Notes and Loans Receivable		
	For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13		
Name Irontown Foundation	Employer Identification Number 20-8095898		

Form 990-PF, Part II, Line 7 - Additional Information

Name of borrower	Relationship to disqualified person
(1) Gateways	
(2) Yeshiva &^ Mesivta Torah Temimah	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	11,030		
(2)		25,000	25,000
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals	11,030	25,000	25,000

Notes and BondsName Yeshiva & Mesivta Torah Temimah**General Information****Type of note**2

1 = Note receivable - officer

3 = Note payable - disqualified person

2 = Other note receivable

4 = Mortgages and other notes payable

Type of borrower or lender (Electronic filing only 1 = Individual, 2 = Business)2**Second name line** (Electronic filing only if type of borrower = 2)**Title****Relationship to disqualified person**None**Note Detail for Balance Sheet****Original amount**25,000**Date of note or issue**7/31/12**Maturity date or date retired**7/31/13**Repayment terms****Interest rate (xx xxx)**0.000**Security provided by borrower****Purpose of loan or issue**Persue charitable activities**Purpose is for travel advance for officers** (For use with type code 1 - note receivable - officer) (Electronic filing only)**Purpose is for mortgage only** (For use with type code 4 - mortgages and other notes payable) (Electronic filing only)**Consideration****Fair market value of consideration** (Electronic filing only)**Balance due or amount of issue outstanding:****Beginning of year**25,000**End of year**25,000**Fair market value**25,000

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20-8095898
FYE: 6/30/2013

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Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Schedule attached	\$ 66,749	\$ 66,749	Cost	\$ 81,510
Total	\$ 66,749	\$ 66,749		\$ 81,510

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Schedule attached	\$ 66,749	\$ 66,749	Cost	\$ 81,510
Total	\$ 66,749	\$ 66,749		\$ 81,510



FINANCIAL GROUP



ACCOUNT™

Portfolio Holdings (continued)

Statement Period: 06/01/2013 - 06/30/2013

Equity/Type	Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities - 90.00% of Portfolio						
Common Stocks	AMDOCS LTD SHS	48,000	37.0900	1,780.32	24.96	1.40%
	ISIN#GB0022569080					
	CUSIP:002602103					
	Dividend/Option/Cash					
	48,000 of these shares are in your margin account					
	Security Identifier: DOX					
	CUSIP:025932104					
	Dividend/Option/Cash					
	66,000 of these shares are in your margin account					
	Security Identifier: AEC					
	AMERIPRISE FIN INC COM	66,000	80.8800	2,992.56	76.96	2.57%
	CUSIP:03076C106					
	Dividend/Option/Cash					
	37,000 of these shares are in your margin account					
	Security Identifier: AMP					
	CUSIP:046353108					
	Dividend/Option/Cash					
	41,000 of these shares are in your margin account					
	Security Identifier: AZN					
	CUSIP:05095108					
	Dividend/Option/Cash					
	45,000 of these shares are in your margin account					
	Security Identifier: ATW					
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
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	41,0200					
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	Dividend/Option/Cash					
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	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
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	36,000 of these shares are in your margin account					
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	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
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	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
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	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
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	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
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	Dividend/Option/Cash					
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	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					
	BCE INC COM NEW	36,000		1,476.72		
	CUSIP:05534B7604					
	Dividend/Option/Cash					
	36,000 of these shares are in your margin account					
	Security Identifier: BCE					
	CUSIP:056095108					
	Dividend/Option/Cash					
	41,0200					

Portfolio Holdings (continued)

Equities (continued)	Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Common Stocks (continued)						
46,000	BEST-BUY-INC- COM CUSIP: 086516101 Dividend Option: Cash 46,000 of these shares are in your margin account Security Identifier: BBY	27.3300	1,757.18	31.28	2.48%	
Common Stocks (continued)						
43,000	CENTURYLINK INC- COM CUSIP: 156700106 Dividend Option: Cash 43,000 of these shares are in your margin account Security Identifier: CTL	35.3500	1,520.05	92.88	6.11%	
Common Stocks (continued)						
43,000	CIGNA-CORP- COM CUSIP: 125509109 Dividend Option: Cash 43,000 of these shares are in your margin account Security Identifier: CIG	72.4900	3,117.07	1.72	0.05%	
Common Stocks (continued)						
34,000	CLIFFS-NAT-RES-INC- COM CUSIP: 186633K101 Dividend Option: Cash 34,000 of these shares are in your margin account Security Identifier: CLF	16.2500	552.50	20.40	3.69%	
Common Stocks (continued)						
41,000	COACH-INC- COM CUSIP: 189754104 Dividend Option: Cash 41,000 of these shares are in your margin account Security Identifier: COH	57.0900	2,340.69	55.35	2.36%	
Common Stocks (continued)						
35,000	COMPUTER SCIENCES-CORP- COM CUSIP: 205363104 Dividend Option: Cash 35,000 of these shares are in your margin account Security Identifier: CSC	43.7700	1,531.95	28.00	1.82%	
Common Stocks (continued)						
22,000	ENERGEN-CORP- COM CUSIP: 29205N108 Dividend Option: Cash 22,000 of these shares are in your margin account Security Identifier: EGN	52.2600	1,149.72	12.76	1.10%	
Common Stocks (continued)						
64,000	FIRSTSTENRGY-CORP- COM CUSIP: 337932107 Dividend Option: Cash 64,000 of these shares are in your margin account Security Identifier: FEE	37.3400	2,389.76	140.80	5.89%	
Common Stocks (continued)						
45,000	FLUOR-CORP-NEW- COM CUSIP: 343412102 Dividend Option: Cash 45,000 of these shares are in your margin account Security Identifier: FEE	59.3100	2,668.95	28.80	1.07%	

Portfolio Holdings (continued)

Quantity	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					

Common Stocks (continued)

66.000	Security/Identifier: FLR -FOREST LABS INC- COM CUSIP: 345838106 Dividend Option: Cash 66,000 of these shares are in your margin account Security/Identifier: FRX	41:0000	2,706.00		
27.000	GENERAL DYNAMICS CORP- COM CUSIP: 369595108 Dividend Option: Cash 27,000 of these shares are in your margin account Security/Identifier: GD	78.3300	2,114.91	60.48	2.85%
62.000	GILEAD SCIENCES INC CUSIP: 375568103 Dividend Option: Cash 62,000 of these shares are in your margin account Security/Identifier: GILD	51.2700	3,178.74		
100.000	HERBALIFE LTD- USD- COM- SHS CUSIP: 4412G1010 Dividend Option: Cash 100,000 of these shares are in your margin account Security/Identifier: HLF	45.1400	4,514.00	120.00	2.65%
38.000	HOSPIRA INC- COM CUSIP: 441060100 Dividend Option: Cash 38,000 of these shares are in your margin account Security/Identifier: HSP	58.3100	1,455.78		
133.000	HUDSON CITY BANCORP INC CUSIP: 443683107 Dividend Option: Cash 133,000 of these shares are in your margin account Security/Identifier: HCBK	9.1750	1,220.28	21.28	1.74%

Portfolio Holdings (continued)

Equities (continued)	Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Common Stocks (continued)						
15.000	INTERNATIONAL BUSINESS MACHINES CORP	191.1100	2,866.65	57.00	1.98%	
	COM					
	CUSIP: 459200101					
	Dividend Option: Cash					
	15,000 of these shares are in your margin account					
	Security Identifier: IBM					
9.000	ITT-EDUCATIONAL SERVICES INC. COM	24.4000	219.60			
	CUSIP: 450688109					
	Dividend Option: Cash					
	9,000 of these shares are in your margin account					
	Security Identifier: ESI					
40.000	NATIONAL OILWELL VARCO INC	68.9000	2,756.00			
	CUSIP: 6337071101					
	Dividend Option: Cash					
	40,000 of these shares are in your margin account					
	Security Identifier: NOV					
49.000	NEWFIELD EXPL CO COMMON	23.8900	1,170.61			
	CUSIP: 651290108					
	Dividend Option: Cash					
	49,000 of these shares are in your margin account					
	Security Identifier: NEX					
40.000	NII HOLDINGS INC CL-B NEW	6.6600	266.40			
	CUSIP: 62973F201					
	Dividend Option: Cash					
	40,000 of these shares are in your margin account					
	Security Identifier: NHD					
59.000	NOBLE CORPORATION BAAR.NAMEN AKT	37.5800	2,217.22			
	CUSIP#CH0033347318					
	CUSIP: H5833N103					
	Dividend Option: Cash					
	59,000 of these shares are in your margin account					
	Security Identifier: NE					
55.000	NRG ENERGY INC COM NEW	26.7000	1,468.50			
	CUSIP: 629377508					
	Dividend Option: Cash					
	55,000 of these shares are in your margin account					
	Security Identifier: NRG					
10.000	OCIDENTAL PETE CORP COM	89.2300	892.30			
	CUSIP: 674569105					
	Dividend Option: Cash					
	10,000 of these shares are in your margin account					
	Security Identifier: OXY					



FINANCIAL GROUP



Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

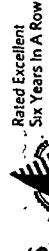
Equity	Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Common Stocks (continued)						
50.000	OSHKOSH CORP COM	37.9700	1,898.50			
Equities (continued)						
41.000	PEABODY ENERGY CORP COM	14.6400	600.24		13.94	2.35%
	CUSIP: 704349104					
	Dividend Option: Cash					
	41,000 of these shares are in your margin account					
126.000	RADIOSHACK CORP COM	3.1600	398.16			
	CUSIP: 750438103					
	Dividend Option: Cash					
	126,000 of these shares are in your margin account					
21.000	RESEARCH IN MOTION LTD COM	10.4600	219.66			
	ISIN#CA7609751028					
	CUSIP: 760975102					
	Dividend Option: Cash					
	21,000 of these shares are in your margin account					
89.000	SEM CORP COM	22.8600	2,034.54		53.40	2.62%
	CUSIP: 78442P106					
	Dividend Option: Cash					
	89,000 of these shares are in your margin account					
40.000	TARGET CORP COM	68.8600	2,754.40		68.80	2.49%
	CUSIP: 87612E106					
	Dividend Option: Cash					
	40,000 of these shares are in your margin account					
45.000	TIDEWATER INC	56.9700	2,563.65		45.00	1.75%
	CUSIP: 886623102					
	Dividend Option: Cash					
	45,000 of these shares are in your margin account					

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Account Number: 39K-31334
IRONTOWN FOUNDATION

PAR-02-ROLL

A0088548CSF212DP

Rated Excellent
Six Years in A Row
DAIBAR RATED COMMUNICATIONS
EXCELLENCEASTOUNDING
SIMPPLICITYClearing through Pershing LLC, a subsidiary
of The Bank of New York Mellon Corporation
Pershing LLC, member FINRA, NYSE, SIPC

Portfolio Holdings (continued)

Equities (continued)	Description	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Common Stocks (continued)					
64,000	Security Identifier-TDW TORCHMARK CORP CUSIP-891027104 Dividend Option-Cash 64,000 of these shares are in your margin account	65.1400	4,168.96	43.52	1.04%
71,000	Security Identifier-TMK UNUM GROUP-COM CUSIP-915129106 Dividend Option-Cash 71,000 of these shares are in your margin account	29.3700	2,085.27	36.92	1.77%
25,000	Security Identifier-UNM WALTER ENERGY INC-COM CUSIP-933117Q105 Dividend Option-Cash 25,000 of these shares are in your margin account	10.4000	260.00	12.50	4.80%
24,000	Security Identifier-WL WELLPOINT INC-COM CUSIP-94973V107 Dividend Option-Cash 24,000 of these shares are in your margin account	81.8400	1,964.16	36.00	1.83%
12,000	Security Identifier-WLP WHIRLPOOL CORP CUSIP-963320106 Dividend Option-Cash 12,000 of these shares are in your margin account	114.3600	1,372.32	30.00	2.18%
30,000	Security Identifier-WHR WILLIAMS COMPANIES INC-COM CUSIP-929042109 Dividend Option-Cash 30,000 of these shares are in your margin account	82.8500	2,485.50	87.60	3.52%
Total Common Stocks				\$1,486.94	
Real Estate Investment Trusts					
109,000	ANALYSTS GROUP MANAGEMENT INC-COM CUSIP-015710409 Dividend Option-Cash 109,000 of these shares are in your margin account	12.5700	1,370.13	174.40	12.72%
30,000	Security Identifier-NLY VORNADO REALTY TR SBL CUSIP-929042109 Dividend Option-Cash 30,000 of these shares are in your margin account	82.8500	2,485.50		
Total Real Estate Investment Trusts				\$3,855.63	
Total Equities					
				\$262.00	
				\$1,748.94	

Account # : 39K31334
Account Short Name: IRONTOWN
Account Totals
Short Term : 0.00 **Long Term :** 26,127.29

Asset Category	Symbol	CUSIP	Quantity
CASH AND CASH EQUIVALENTS			
CASH & MONEY FUNDS			
CASH			0.00
DIDI FUND	MMFDIDI	MMFDIDI	9,995.78
EQUITIES			
COMMON STOCK			
AMERICAN FINL GROUP INC OHIO COM	AFG	025932104	66.00
AMERIPRISE FINL INC COM	AMP	03076C106	37.00
ATWOOD OCEANICS INC	ATW	050095108	45.00
ASTRAZENECA PLC SPONSORED ADR	AZN	046353108	41.00
BLACKBERRY LTD COM ISIN#CA09228F1036	BBRY	09228F103	21.00
BEST BUY INC COM	BBY	086516101	46.00
BCE INC COM NEW ISIN#CA05534B7604 SHS	BCE	05534B760	72.00
PEABODY ENERGY CORP COM	BTU	704549104	41.00
CIGNA CORP COM	CI	125509109	43.00
CLIFFS NAT RES INC COM	CLF	18683K101	34.00
COACH INC COM	COH	189754104	41.00
COMPUTER SCIENCES CORP COM	CSC	205363104	35.00
CENTURYLINK INC COM	CTL	156700106	43.00
AMDOCS LTD SHS ISIN#GB0022569080	DOX	G02602103	48.00
ENERGEN CORP COM	EGN	29265N108	22.00
ITT EDUCATIONAL SERVICES INC. COM	ESI	45068B109	9.00
FIRSTENERGY CORP COM	FE	337932107	64.00
FLUOR CORP NEW COM	FLR	343412102	45.00
FOREST LABS INC COM	FRX	345838106	66.00
GENERAL DYNAMICS CORP COM	GD	369550108	27.00
GILEAD SCIENCES INC	GILD	375558103	62.00
HUDSON CITY BANCORP INC	HCBK	443683107	133.00
HERBALIFE LTD USD COM SHS ISIN#KYG4412G1010	HLF	G4412G101	100.00
HOSPIRA INC COM	HSP	441060100	38.00
INTERNATIONAL BUSINESS MACHS CORP COM	IBM	459200101	15.00
NOBLE CORPORATION BAAR NAMEN AKT ISIN#CH0033347318	INE	H5833N103	59.00
NEWFIELD EXPL CO COMMON	NFX	651290108	49.00
NII HLDGS INC CL B NEW	NIHD	62913F201	40.00
ANNALY CAP MGMT INC COM	NLY	035710409	109.00
NATIONAL OILWELL VARCO INC	NOV	637071101	40.00
NRG ENERGY INC COM NEW	NRG	629377508	55.00
OSHKOSH CORP COM	OSK	688239201	50.00
OCCIDENTAL PETE CORP COM	OXY	674599105	10.00
RADIOSHACK CORP COM	RSH	750438103	126.00
SLM CORP COM	SLM	78442P106	89.00
TIDEWATER INC	TDW	886423102	45.00
TARGET CORP COM	TGT	87612E106	40.00
TORCHMARK CORP	TMK	891027104	64.00
UNUM GROUP COM	UNM	91529Y106	71.00
VORNADO RLTY TR COM	VNO	929042109	30.00
WHIRLPOOL CORP	WHR	963320106	12.00
WELLPOINT INC COM	WLP	94973V107	24.00

Net Unrealized € 26,127.29

Current Total Cost	Last Price ¹	Unit Cost	Trade Date	Unrealized G/L	Unrealized Gain
9,995.78				0.00	0.00
9,995.78				0.00	0.00
0.00	1.00	0.00	N/A	0.00	0.00
9,995.78	1.00	1.00	11/07/2013	0.00	0.00
66,747.84				26,127.29	36,529.80
66,747.84				26,127.29	36,529.80
1,354.80	56.18	20.5272		2,353.08	2,353.08
1,480.97	102.21	40.0262	02/26/2010	2,300.80	2,300.80
1,714.35	54.20	38.0966		724.65	724.65
1,668.69	53.07	40.6997		507.18	507.18
1,375.01	6.67	65.4766	01/13/2010	-1,234.94	0.00
1,505.64	41.71	32.7313		413.02	413.02
	43.66				
1,879.93	20.19	45.8519	02/26/2010	-1,052.14	0.00
969.85	80.41	22.5546		2,487.78	2,487.78
1,294.46	27.98	38.0723	10/20/2009	-343.14	0.00
1,504.15	52.31	36.6865	02/26/2010	640.56	640.56
1,891.90	51.19	54.0542		-100.25	0.00
1,470.87	33.89	34.2062	02/26/2010	-13.60	0.00
911.61	39.50	18.9918		984.39	984.39
994.39	75.54	45.1995	02/26/2010	667.49	667.49
979.55	39.01	108.8388	02/26/2010	-628.46	0.00
2,930.40	38.11	45.7875		-491.36	0.00
1,975.54	76.66	43.9008		1,474.16	1,474.16
1,700.33	47.41	25.7625		1,428.73	1,428.73
1,919.32	87.67	71.0859	01/13/2010	447.77	447.77
1,472.07	67.37	23.743	02/26/2010	2,704.56	2,704.56
1,766.94	8.99	13.2852		-571.27	0.00
1,662.42	62.45	16.6242		4,582.58	4,582.58
1,043.94	40.76	27.4721		504.94	508.15
1,635.81	179.19	109.054		1,052.04	1,052.04
1,500.56	37.62	25.4332		719.02	727.72
2,479.01	30.09	50.592	01/13/2010	-1,004.60	0.00
1,264.09	3.33	31.6022		-1,130.92	0.00
1,952.37	11.58	17.9116		-690.15	0.00
1,666.45	81.40	41.6612		1,589.55	1,589.55
2,402.39	28.16	43.6798		-853.59	0.00
1,903.65	48.93	38.073	02/26/2010	542.85	542.85
690.37	97.01	69.037		279.73	279.73
1,349.44	2.67	10.7098		-1,013.02	0.00
995.61	25.36	11.1866	02/26/2010	1,261.43	1,261.43
1,842.24	62.01	40.9386		948.21	948.21
1,724.11	65.70	43.1027		903.89	903.89
1,421.84	73.55	22.2162		3,285.37	3,285.37
1,497.10	32.35	21.0859	01/13/2010	799.75	799.75
2,111.68	90.64	70.3893		607.52	607.52
996.16	146.53	83.0133	01/13/2010	762.20	762.20
1,130.85	87.70	47.1187		973.95	973.95

FFE Irontown Foundation
20-8095898
FYE: 6/30/2013

Federal Statements

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Statement 5 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
Mary Schreiber	190 Riverside Drive	New York NY 10024
Helen Eisenstadt	976 East 23rd Street	Brooklyn NY 11210

• FFE Irontown Foundation
20-8095898
FYE: 6/30/2013

11/11/2013 4:15 PM

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
Jay Eisenstadt	\$
Desiree Eisenstadt	12,500
Helen Eisenstadt	6,000
Mary Schreiber	
Total	\$ 18,500

IRONTOWN FOUNDATION
20-8095898
SCHEDULE OF CHARITABLE CONTRIBUTIONS
JULY 1, 2012 - JUNE 30, 2013

Part XV

Grants and contributions paid during the year

RECIPIENT	PURPOSE (1)	AMOUNT
Congregation Kol Torah Brooklyn, NY	Synagogue	7,650
Yeshiva Lev Avraham Brooklyn, NY	Yeshiva	6,000
Zekhar LeMiriam Brooklyn, NY	Benefiting Jewish Education Organization benefiting the sick, poor and indigent	2,500
Emergency Aid Fund Brooklyn, NY	Organization benefiting the sick, poor and indigent	500
Fallsview Estate Fallsburg, NY	Synagogue	500
The Jewish Heritage Resource Center Brooklyn, NY	Yeshiva	500
Be'er Hagola Institute Brooklyn, NY	Benefiting Jewish Education	1,000
Yeshiva Minchas Eluzer Brooklyn, NY	Yeshiva	5,000
Central Charity Institute Brooklyn, NY	Benefiting Jewish Education Organization benefiting the sick, poor and indigent	5,000
Yeshiva Torah Vodaath & Mesivta Brooklyn, NY	Yeshiva	1,800
Kollel Nachlas Abron Lakewood, NJ	Benefiting Jewish Education	870
Mirrer Yeshiva Education Institute Brooklyn, NY	Yeshiva	500
Friends of Kollel Ruach Chaim Lakewood, NJ	Benefiting Jewish Education	580

American Friends of Yeshiva D'Mir Inc.	Yeshiva	
Brooklyn, NY	Benefiting Jewish Education	2,500
Mikvah USA	Community Service	
Brooklyn, NY		1,000
Zichron Dovid	Organization benefiting	
Brooklyn, NY	the sick, poor and indigent	3,000
Keren Zchron Moshe	Organization benefiting	
Brooklyn, NY	the sick, poor and indigent	1,000
Cong. Ohel Yehoshua	Synagogue	
Brooklyn, NY		500
Yeshiva Zichron Shrego	Yeshiva	
Brooklyn, NY	Benefiting Jewish Education	1,000
Lovesh Tzuduka	Organization benefiting	
Brooklyn, NY	Benefiting Jewish Education	500
23 checks to various charities		
each of which is under \$500		<u>5,708</u>

Total	\$ 47,608
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(1) Each of the above organizations is a public charity and the contributions are unrestricted grants for the general use of the organization in furtherance of its tax exempt purposes.

All of the grants are to section 501 (c) (3) public charities