Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 07/01 , 2012, and ending 06/30, 2013

Name of foundation: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL FAMILY FOUNDATION

A Employer identification number: 22-6753977

Number and street (or P O box number if mail is not delivered to street address): ONE COURT SQUARE, 19TH FLOOR

Room/suite:

B Telephone number (see instructions): - -

City or town, state, and ZIP code: LONG ISLAND CITY, NY 11120

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 [X] 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: [X] 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)* ▶ $ 6,889,829.

J Accounting method: [X] 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 ▶ [ ]

SCANNED NOV 07 2013

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	355,865.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	154,707.	156,502.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	256,816.			
	b Gross sales price for all assets on line 6a 3,956,408.				
	7 Capital gain net income (from Part IV, line 2)		256,816.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	200.			STMT 2
	12 **Total** Add lines 1 through 11	767,588.	413,318.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,827.	27,413.		27,414.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3		1,974.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,576.	NONE	NONE	2,576.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	385.			385.
	24 **Total operating and administrative expenses** Add lines 13 through 23	57,788.	29,387.	NONE	30,375.
	25 Contributions, gifts, grants paid	275,000.			275,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	332,788.	29,387.	NONE	305,375.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	434,800.			
	b **Net investment income** (if negative, enter -0-)		383,931.		
	c **Adjusted net income** (if negative, enter -0-)				

P 9N

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	270,996.	278,165.	278,165.
	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 (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 5	5,925,435.	6,003,686.	6,611,664.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,196,431.	6,281,851.	6,889,829.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
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. ▶ X			
	27 Capital stock, trust principal, or current funds	6,196,431.	6,281,851.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	6,196,431.	6,281,851.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,196,431.	6,281,851.	

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	6,196,431.
2 Enter amount from Part I, line 27a	2	434,800.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,631,231.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	349,380.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,281,851.

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	PUBLICLY TRADED SECURITIES			
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	3,956,408.		3,699,592.	256,816.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				256,816.
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	256,816.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	285,865.	6,088,445.	0.046952
2010	235,044.	5,824,514.	0.040354
2009	201,801.	4,743,560.	0.042542
2008	207,501.	4,109,909.	0.050488
2007	146,486.	4,910,190.	0.029833

2 **Total** of line 1, column (d)	2	0.210169
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042034
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,629,008.
5 Multiply line 4 by line 3	5	278,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,839.
7 Add lines 5 and 6	7	282,483.
8 Enter qualifying distributions from Part XII, line 4	8	305,375.

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 ▶ [X] and enter 1% of Part I, line 27b	1	3,839.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,839.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,839.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,252.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,252.
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** PD. BY. EFTPS ▶	9	2,587.
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** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	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*	1b		X
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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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?	4b	N/A	
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			
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 ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶			
	Located at ▶ ZIP+4 ▶			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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			
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)?	1b		X
	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 ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
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			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . . **5b** N/A

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 [X] 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . **7b** N/A

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
CITIBANK N.A. ONE COURT SQUARE-19TH FLOOR, LONG ISLAND CITY, NY 111	TRUSTEE, AS REQ'	54,827.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ **NONE**

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,317,200.
b	Average of monthly cash balances	1b	412,757.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,729,957.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,729,957.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,949.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,629,008.
6	**Minimum investment return.** Enter 5% of line 5	6	331,450.

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	331,450.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,839.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,839.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	327,611.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	327,611.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	327,611.

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	305,375.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	305,375.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,839.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	301,536.

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					327,611.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				273,445.	
b Total for prior years 20 10 , 20 ___ , 20 ___			NONE		
3 Excess distributions carryover, if any, to 2012					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 305,375.					
a Applied to 2011, but not more than line 2a				273,445.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					31,930.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					295,681.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

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 ▶ [X] 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*				
SEE ATTACHMENT	NONE	N/A	GENERAL CHARITABLE PURPOSES	275,000.
Total . . . . . . ▶ **3a**				275,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	154,707.	
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	256,816.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL REFUND			01	200.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				411,723.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 411,723.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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: [signature] | Date: 09/24/2013 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin			P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-2321			Phone no 800-770-8444	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

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 foundation

Check 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).

Name of organization: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

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	BARBARA BAKWIN ROSENTHAL TRUST ONE COURT SQUARE-19TH FLOOR LONG ISLAND CITY, NY 11120	$ 350,715.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	EDWARD MORRIS BAKWIN 0433 W. US HIGHWAY 20 LA PORTE, IN 46350	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3599 SHARES OF EXXON MOBIL 1718 SHARES OF MB FINL INC NEW	$ 350,715.	12/27/2012

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		154,707.	156,502.
	TOTAL	154,707.	156,502.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FY 6/30/12 FED REFUND		200.
	TOTALS	200.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		1,974.
TOTALS		1,974.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEES	250.	250.
NY LAW JOURNAL	135.	135.
TOTALS	385.	385.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	5,925,435.	6,003,686.	6,611,664.
TOTALS		5,925,435.	6,003,686.	6,611,664.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TC COST ADJ-MB FINL		65.
MARKET TO TC ADJ-EXXON MOBIL		315,852.
MARKET TO TC-MB FINL		33,463.
	TOTAL	349,380.

STATEMENT 6

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: CITIBANK, N.A.

ADDRESS: ONE COURT SQUARE-19TH FLOOR
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800)770-8444

STATEMENT 7

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	69,898.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	69,898.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					6,024.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	180,862.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	32.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	186,918.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			69,898.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			186,918.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			32.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			256,816.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 265. ABBVIE INC	11/02/2012	05/09/2013	11,715.00	8,990.00	2,725.00
370. BED BATH & BEYOND INC	01/08/2013	06/14/2013	26,255.00	21,275.00	4,980.00
.1111 CST BRANDS INC	01/08/2013	05/08/2013	3.00	3.00	
56. CST BRANDS INC	01/08/2013	05/09/2013	1,697.00	1,256.00	441.00
220. CAMDEN PPTY TR SHS BE	01/08/2013	03/14/2013	15,319.00	14,886.00	433.00
291. CHEVRONTEXACO CORP	01/08/2013	05/09/2013	35,935.00	31,643.00	4,292.00
918. CONAGRA INC	01/08/2013	05/09/2013	32,143.00	26,215.00	5,928.00
1792. CONAGRA INC	11/02/2012	06/14/2013	61,162.00	50,529.00	10,633.00
1070. CONSTELLATION BRANDS	01/08/2013	03/21/2013	49,930.00	38,380.00	11,550.00
760. DU PONT E I DE NEMOUR	11/02/2012	01/08/2013	34,808.00	33,615.00	1,193.00
1475. EXXON MOBIL CORP	11/02/2012	12/24/2012	128,137.00	133,246.00	-5,109.00
260. LILLY ELI & CO. COM	01/08/2013	02/27/2013	14,276.00	13,083.00	1,193.00
627. LILLY ELI & CO. COM	11/02/2012	05/09/2013	34,234.00	30,635.00	3,599.00
230. LOCKHEED MARTIN CORP	11/02/2012	02/27/2013	20,313.00	21,588.00	-1,275.00
300. LOCKHEED MARTIN CORP	01/08/2013	05/09/2013	30,373.00	28,122.00	2,251.00
310. MOSAIC CO NEW	01/08/2013	05/09/2013	19,793.00	16,352.00	3,441.00
240. NASDAQ OMX GROUP INC	01/08/2013	02/27/2013	7,627.00	5,879.00	1,748.00
450. NASDAQ OMX GROUP INC	11/02/2012	05/09/2013	13,594.00	10,879.00	2,715.00
480. NISOURCE INC	11/02/2012	02/27/2013	13,128.00	12,206.00	922.00
700. NISOURCE INC	01/08/2013	05/09/2013	20,244.00	17,767.00	2,477.00
200. NORFOLK SOUTHERN CORP	11/02/2012	01/08/2013	12,774.00	12,318.00	456.00
1613. NV ENERGY INC	05/09/2013	06/14/2013	37,985.00	33,176.00	4,809.00
320. OMNICOM GROUP INC	01/08/2013	02/27/2013	18,352.00	15,508.00	2,844.00
85. RALPH LAUREN CORP	01/08/2013	02/27/2013	14,730.00	13,822.00	908.00

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 585. RAYTHEON COMPANY	01/08/2013	05/09/2013	37,112.00	33,478.00	3,634.00
480. REGENCY CENTERS CORP	01/08/2013	06/14/2013	24,732.00	23,429.00	1,303.00
530. SUNTRUST BKS INC	01/08/2013	02/27/2013	14,675.00	14,531.00	144.00
63. WAL MART STORES INC	11/02/2012	05/09/2013	4,921.00	4,604.00	317.00
230. ACCENTURE PLC	01/08/2013	02/27/2013	17,130.00	15,784.00	1,346.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 69,898.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number

22-6753977

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	400. EXXON MOBIL CORP	01/01/2001	12/24/2012	34,749.00	124.00	34,625.00
	1199. EXXON MOBIL CORP	01/01/2001	01/08/2013	105,079.00	372.00	104,707.00
	437. EXXON MOBIL CORP	07/12/1974	05/09/2013	39,762.00	135.00	39,627.00
	244. MB FINL INC NEW	01/01/2001	07/24/2012	4,816.00	67.00	4,749.00
	1474. MB FINL INC NEW	09/09/1983	01/08/2013	30,423.00	236.00	30,187.00
	200. VANGUARD SMALL-CAP ET	12/26/2007	10/18/2012	16,176.00	14,056.00	2,120.00
	250. VANGUARD SMALL-CAP ET	12/26/2007	02/27/2013	21,772.00	17,570.00	4,202.00
	40500. VANGUARD TOTAL STOC	06/21/2010	11/02/2012	2,944,478.00	2,983,833.00	-39,355.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 180,862.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CAMDEN PPTY TR SHS BEN INT	32.00	
REGENCY CENTERS CORP REIT	2.00	
VANGUARD BD IDX FD INC SHORT TERM BD	573.00	
VANGUARD BD IDX FD TOTAL BD MKT ETF	5,418.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,024.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,024.00

STATEMENT 1

311 CASH CONTRIBUTIONS

06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR PAID TO· HOMES FOR OUR TROOPS TR TRAN#=ES000120000005 TR CD=071 REG=0 PORT=PRIN	-50000 00		-50000 00 1306000023 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR PAID TO· REEL WORKS TEEN FILMMAKING TR TRAN#=ES000120000006 TR CD=071 REG=0 PORT=PRIN	-15000 00		-15000 00 1306000024 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR: PAID TO MARY HELEN HICKMAN GUILD TR TRAN#=ES000120000007 TR CD=071 REG=0 PORT=PRIN	-15000 00		-15000 00 1306000025 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR. PAID TO AMAC - ASSOCIATION IN MANHATTAN FOR AUTISTIC CHILDREN INC TR TRAN#=ES000120000008 TR CD=071 REG=0 PORT=PRIN	-75000 00		-75000 00 1306000026 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR PAID TO DOMESTIC ABUSE WOMEN S NETWORK-DAWN TR TRAN#=ES000120000009 TR CD=071 REG=0 PORT=PRIN	-25000 00		-25000 00 1306000027 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR· PAID TO: EASTLAKE LACROSSE TR TRAN#=ES000120000010 TR CD=071 REG=0 PORT=PRIN	-5000 00		-5000 00 1306000028 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR PAID TO RAINN-RAPE ABUSE AND INCEST NATIONAL NETWORK TR TRAN#=ES000120000011 TR CD=071 REG=0 PORT=PRIN	-25000 00		-25000 00 1306000029 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR PAID TO LITTLE BIT TR TRAN#=ES000120000012 TR CD=071 REG=0 PORT=PRIN	-25000.00		-25000 00 1306000030 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR: PAID TO: NAOMI BERRIE DIABETES CENTER TR TRAN#=ES000120000013 TR CD=071 REG=0 PORT=PRIN	-15000 00		-15000 00 1306000031 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE DIST FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES PAID TO. RENAISSANCE FOUNDATION TR TRAN#=ES000120000014 TR CD=071 REG=0 PORT=PRIN	-10000 00		-10000 00 1306000032 **CHANGED** 08/02/13 JLM
06/07/13	CASH DISBURSEMENT CHARITABLE EXP FROM PRIN 9 GRANT AT DIRECTION OF TRUSTEES FOR· PAID TO: EAST COAST ASSISTANCE DOGS -ECAD TR TRAN#=ES000120000015 TR CD=116 REG=0 PORT=PRIN	-15000 00		-15000 00 1306000033 **CHANGED** 08/02/13 JLM
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-275000 00	0 00	-275000 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS 3.75% *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Cash									
USD	(67,816 86)	0 000	(67,816 86)	0 00 —	(67,816 86)	0 00	(67,816 86)	0 00	0 00
Short Term Investments									
CITIBANK M D A (L) CUSIP 9900CST72 Yield 05%	326,467 07	1 000	326,467 07	1 00 —	326,467 07	13 50	326,480 57	0 00	163 23
Total Cash and Short Term Investments			**258,650.21**		**258,650.21**	**13.50**	**258,663.71**	**0.00**	**163.23**

EQUITIES 74.55% *SORTED ALPHABETICALLY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock									
ABBOTT LABORATORIES Ticker/CUSIP ABT/002824100 Yield 1 61% Sector Health Care	285	31 421	8,955 01	34 88 28 Jun 13	9,940 80	0 00	9,940 80	985 79	159 60
AECOM TECHNOLOGY CORP Ticker/CUSIP ACM/00766T100 Sector Industrials	581	31 608	18,364 31	31 79 28 Jun 13	18,469 99	0 00	18,469 99	105 68	0 00
AETNA INC NEW Ticker/CUSIP AET/00817Y108 Yield 1 26% Sector Health Care	530	44 132	23,389 90	63 54 28 Jun 13	33,676 20	0 00	33,676 20	10,286 30	424 00
AFLAC INC Ticker/CUSIP AFL/001055102 Yield 2 41% Sector Financials	800	50 956	40,764 48	58 12 28 Jun 13	46,496 00	0 00	46,496 00	5,731 52	1,120 00
AGCO CORP Ticker/CUSIP AGCO/001084102 Yield 8% Sector Industrials	370	46 157	17,078 06	50 19 28 Jun 13	18,570 30	0 00	18,570 30	1,492 24	148 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency: USD

EQUITIES *CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
ALLIANT ENERGY CORP-USD Ticker/CUSIP LNT/018802108 Yield 3 73% Sector Utilities	440	44 330	19,505 06	50 42 28 Jun 13	22,184 80	0 00	22,184 80	2,679 74	827 20
ALLSTATE CORP Ticker/CUSIP ALL/020002101 Yield 2 08% Sector Financials	430	38 961	16,753 38	48 12 28 Jun 13	20,691 60	107 50	20,799 10	3,938 22	430 00
ALTRIA GROUP INC Ticker/CUSIP MO/02209S103 Yield 5 03% Sector Consumer Staples	960	36 024	34,583 49	34 99 28 Jun 13	33,590 40	205 92	33,796 32	(993 09)	1,689 60
AMGEN INC Ticker/CUSIP AMGN/031162100 Yield 1 91% Sector Health Care	770	86 733	66,784 60	98 66 28 Jun 13	75,968 20	0 00	75,968 20	9,183 60	1,447 60
APPLE INC Ticker/CUSIP AAPL/037833100 Yield 3 08% Sector Information Technology	295	553 218	163,199 21	396 53 28 Jun 13	116,976 35	0 00	116,976 35	(46,222 86)	3,599 00
APPLIED MATERIALS INC DELAWARE Ticker/CUSIP AMAT/038222105 Yield 2 68% Sector Information Technology	1,180	10 953	12,925 00	14 92 28 Jun 13	17,605 60	0 00	17,605 60	4,680 60	472 00
AT&T INC Ticker/CUSIP T/00206R102 Yield 5 08% Sector Telecommunication Services	1,370	35 062	48,034 80	35 40 28 Jun 13	48,498 00	0 00	48,498 00	463 20	2,466 00
BERKSHIRE HATHAWAY INC CL B Ticker/CUSIP BRK/B/084670702 Sector Financials	455	87 639	39,875 75	111 92 28 Jun 13	50,923 60	0 00	50,923 60	11,047 85	0 00
BOEING CO Ticker/CUSIP BA/097023105 Yield 1 89% Sector Industrials	866	88 180	76,363 54	102 44 28 Jun 13	88,713 04	0 00	88,713 04	12,349 50	1,680 04

Citi Trust

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
CAPITAL ONE FINL CORP Ticker/CUSIP COF/14040H105 Yield 1 91% Sector Financials	550	51 440	28,292 00	62 81 28 Jun 13	34,545 50	0 00	34,545 50	6,253 50	660 00
CARDINAL HEALTH INC Ticker/CUSIP CAH/14149Y108 Yield 2 56% Sector Health Care	555	41 451	23,005 50	47 20 28 Jun 13	26,196 00	167 89	26,363 89	3,190 50	671 55
CBRE GROUP INC Ticker/CUSIP CBG/12504L109 Sector Financials	681	24 380	16,602 78	23 36 28 Jun 13	15,908 16	0 00	15,908 16	(694 62)	0 00
CBS CORP NEW CLASS B Ticker/CUSIP CBS/124857202 Yield 98% Sector Consumer Discretionary	1,145	33 791	38,691 00	48 87 28 Jun 13	55,956 15	137 40	56,093 55	17,265 15	549 60
CELGENE CORP Ticker/CUSIP CELG/151020104 Sector · Health Care	125	101 504	12,688 00	116 98 28 Jun 13	14,622 50	0 00	14,622 50	1,934 50	0 00
CENTERPOINT ENERGY INC Ticker/CUSIP CNP/15189T107 Yield 3 53% Sector Utilities	2,420	21 548	52,146 31	23 49 28 Jun 13	56,845 80	0 00	56,845 80	4,699 49	2,008 60
CF INDUSTRIES HOLDINGS INC Ticker/CUSIP CF/125269100 Yield 93% Sector Materials	95	184 330	17,511 35	171 50 28 Jun 13	16,292 50	0 00	16,292 50	(1,218 85)	152 00
CHEVRON CORP Ticker/CUSIP CVX/166764100 Yield 3 38% Sector Energy	779	108 490	84,513 71	118 34 28 Jun 13	92,186 86	0 00	92,186 86	7,673 15	3,116 00
CIGNA CORP Ticker/CUSIP CI/125509109 Yield 06% Sector Health Care	405	53 105	21,507 71	72 49 28 Jun 13	29,358 45	0 00	29,358 45	7,850 74	16 20

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES *CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
CISCO SYS INC Ticker/CUSIP CSCO/17275R102 Yield 2 79% Sector Information Technology	3,740	17 580	65,747 70	24 335 28 Jun 13	91,012 90	0 00	91,012 90	25,265 20	2,543 20
COMCAST CORP CL A Ticker/CUSIP CMCSA/20030N101 Yield 1 87% Sector Consumer Discretionary	2,585	37 801	97,715 56	41 75 28 Jun 13	107,923 75	0 00	107,923 75	10,208 19	2,016 30
CONOCOPHILLIPS Ticker/CUSIP COP/20825C104 Yield 4 36% Sector Energy	850	57 846	49,169 42	60 50 28 Jun 13	51,425 00	0 00	51,425 00	2,255 58	2,244 00
CVS CAREMARK CORP Ticker/CUSIP CVS/126650100 Yield 1 57% Sector Consumer Discretionary	1,400	46 869	65,617 13	57 18 28 Jun 13	80,052 00	0 00	80,052 00	14,434 87	1,260 00
DISCOVER FINANCIAL SVCS Ticker/CUSIP DFS/254709108 Yield 1 68% Sector Financials	964	41 848	40,341 32	47 64 28 Jun 13	45,924 96	0 00	45,924 96	5,583 64	771 20
DOVER CORP Ticker/CUSIP DOV/260003108 Yield 1 8% Sector Industrials	250	59 723	14,930 86	77 66 28 Jun 13	19,415 00	0 00	19,415 00	4,484 14	350 00
ELI LILLY & CO Ticker/CUSIP LLY/532457108 Yield 3 99% Sector Health Care	933	48 860	45,586 28	49 12 28 Jun 13	45,828 96	0.00	45,828 96	242 68	1,828 68
ENERGIZER HLDGS INC Ticker/CUSIP ENR/29266R108 Yield 1 59% Sector Industrials	179	100 020	17,903 58	100 51 28 Jun 13	17,991 29	0 00	17,991 29	87 71	286 40
ENSCO PLC Ticker/CUSIP ESV/G3157S106 Sector Energy	423	58 580	24,779 43	58 12 28 Jun 13	24,584 76	0 00	24,584 76	(194 67)	740 25

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
EVEREST REINSURANCE GP LTD Ticker/CUSIP RE/G3223R108 Yield 1 5% Sector Financials	215	128 815	27,695 29	128 26 28 Jun 13	27,575 90	0 00	27,575 90	(119 39)	412 80
EXXON MOBIL CORP Ticker/CUSIP XOM/30231G102 Yield 2 79% Sector Energy	1,563	0 294	459 41	90 35 28 Jun 13	141,217 05	0 00	141,217 05	140,757 64	3,938 76
FREEPORT MCMORAN COPPER & GOLD Ticker/CUSIP FCX/35671D857 Yield 4 53% Sector Materials	880	39 180	34,478 20	27 61 28 Jun 13	24,296 80	880 00	25,176 80	(10,181 40)	1,100 00
GAP INC DELAWARE Ticker/CUSIP GPS/364760108 Sector · Consumer Discretionary	654	41 397	27,073 53	41 73 28 Jun 13	27,291 42	0 00	27,291 42	217 89	392.40
GENERAL ELECTRIC CO Ticker/CUSIP GE/369604103 Yield 3 28% Sector Industrials	3,655	21 324	77,939 83	23 19 28 Jun 13	84,759 45	694 45	85,453 90	6,819 62	2,777 80
GOOGLE INC Ticker/CUSIP GOOG/38259P508 Sector Information Technology	65	875 100	56,881 50	880 37 28 Jun 13	57,224 05	0 00	57,224 05	342 55	0 00
HELMERICH & PAYNE INC Ticker/CUSIP HP/423452101 Yield 3 2% Sector Energy	370	48 645	17,998 50	62 45 28 Jun 13	23,106 50	0 00	23,106 50	5,108 00	740 00
HOME DEPOT INC Ticker/CUSIP HD/437076102 Sector Consumer Discretionary	784	66 768	52,345.86	77 47 28 Jun 13	60,736 48	0 00	60,736 48	8,390 62	1,223 04
HUMANA INC Ticker/CUSIP HUM/444859102 Yield 1 28% Sector Health Care	185	75 306	13,931 55	84 38 28 Jun 13	15,610 30	49 95	15,660 25	1,678 75	199 80

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
INTEL CORP Ticker/CUSIP INTC/458140100 Yield 3 71% Sector Information Technology	2,320	22 085	51,237 93	24 23 28 Jun 13	56,213 60	0 00	56,213 60	4,975 67	2,088 00
INTL BUSINESS MACHINES CORP Ticker/CUSIP IBM/459200101 Yield 1 99% Sector Information Technology	440	194 735	85,683 32	191 11 28 Jun 13	84,088 40	0 00	84,088 40	(1,594 92)	1,672 00
ITT CORP Ticker/CUSIP ITT/450911201 Yield 1 36% Sector Industrials	650	24 400	15,860 00	29 41 28 Jun 13	19,116 50	65 00	19,181 50	3,256 50	260 00
JPMORGAN CHASE & CO Ticker/CUSIP JPM/46625H100 Yield 2 88% Sector Financials	1,988	43 930	87,332 64	52 79 28 Jun 13	104,946 52	0 00	104,946 52	17,613 88	3,021 76
KIMCO REALTY CORPORATION Ticker/CUSIP KIM/49446R109 Yield 7 47% Sector Financials	1,625	19 747	32,089 25	21 43 28 Jun 13	34,823 75	0.00	34,823 75	2,734 50	2,600 00
MACYS INC Ticker/CUSIP M/55616P104 Yield 2 08% Sector Consumer Discretionary	430	40 577	17,447 90	48 00 28 Jun 13	20,640 00	107 50	20,747 50	3,192 10	430 00
MARATHON PETROLEUM CORP Ticker/CUSIP MPC/56585A102 Yield 1 97% Sector Energy	505	53 976	27,257 96	71 06 28 Jun 13	35,885 30	0 00	35,885 30	8,627 34	707 00
MERCK & CO INC NEW Ticker/CUSIP MRK/58933Y105 Yield 3 7% Sector Health Care	960	45 993	44,152 80	46 45 28 Jun 13	44,592 00	412 80	45,004 80	439 20	1,651 20
MICROSOFT CORP Ticker/CUSIP MSFT/594918104 Yield 2 66% Sector Information Technology	4,290	29 395	126,104 39	34 545 28 Jun 13	148,198 05	0 00	148,198 05	22,093 66	3,946 80

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock *CONTINUED*									
MONSANTO CO NEW Ticker/CUSIP MON/61166W101 Yield 1 52% Sector Materials	439	92 406	40,566 33	98 80 28 Jun 13	43,373 20	0 00	43,373 20	2,806 87	658 50
NIKE INC CL B Ticker/CUSIP NKE/654106103 Yield 1 32% Sector · Consumer Discretionary	290	61 900	17,951 00	63 68 28 Jun 13	18,467 20	0 00	18,467 20	516 20	243 60
NORTHROP GRUMMAN CORP Ticker/CUSIP NOC/666807102 Sector Industrials	618	73 491	45,417 53	82 80 28 Jun 13	51,170 40	0 00	51,170 40	5,752 87	1,507 92
ORACLE CORP Ticker/CUSIP ORCL/68389X105 Yield 1 56% Sector Information Technology	2,710	31 577	85,573 79	30 71 28 Jun 13	83,224 10	0 00	83,224 10	(2,349 69)	1,300 80
PERKINELMER INC Ticker/CUSIP PKI/714046109 Yield 86% Sector Industrials	400	34 270	13,708 00	32 50 28 Jun 13	13,000 00	0 00	13,000 00	(708 00)	112 00
PETSMART INC Ticker/CUSIP PETM/716768106 Yield 99% Sector Consumer Discretionary	270	67 317	18,175.70	66 99 28 Jun 13	18,087 30	0.00	18,087 30	(88 40)	178 20
PFIZER INC Ticker/CUSIP PFE/717081103 Yield 3 43% Sector Health Care	2,770	24 757	68,576 86	28 01 28 Jun 13	77,587 70	0 00	77,587 70	9,010 84	2,659 20
PHILIP MORRIS INTL INC Ticker/CUSIP PM/718172109 Yield 3 93% Sector Consumer Staples	495	87 342	43,234 35	86.62 28 Jun 13	42,876 90	420 75	43,297 65	(357 45)	1,683 00
PHILLIPS 66 Ticker/CUSIP PSX/718546104 Yield 2 12% Sector Energy	430	46 898	20,166 30	58 91 28 Jun 13	25,331 30	0 00	25,331 30	5,165 00	537 50

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES *CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
PPG INDUSTRIES INC Ticker/CUSIP PPG/693506107 Yield 1 67% Sector Materials	150	121 682	18,252 30	146 41 28 Jun 13	21,961 50	0 00	21,961 50	3,709 20	366 00
PROCTER & GAMBLE CO Ticker/CUSIP PG/742718109 Yield 3 13% Sector Consumer Staples	671	78 190	52,465 42	76 99 28 Jun 13	51,660 29	0 00	51,660 29	(805 13)	1,614 43
PRUDENTIAL FINANCIAL INC Ticker/CUSIP PRU/744320102 Yield 2 19% Sector Financials	560	57 531	32,217 60	73 03 28 Jun 13	40,896 80	0 00	40,896 80	8,679 20	896 00
QUALCOMM INC Ticker/CUSIP QCOM/747525103 Yield 2 29% Sector Information Technology	642	60.981	39,150 07	61 09 28 Jun 13	39,219 78	0 00	39,219 78	69 71	898 80
RAYTHEON COMPANY NEW Ticker/CUSIP RTN/755111507 Yield 3 33% Sector Industrials	535	57 178	30,590 39	66 12 28 Jun 13	35,374 20	0 00	35,374 20	4,783 81	1,177 00
TARGET CORP Ticker/CUSIP TGT/87612E106 Yield 2 5% Sector . Consumer Discretionary	885	62 830	55,604 12	68 86 28 Jun 13	60,941 10	0 00	60,941 10	5,336 98	1,522 20
THERMO FISHER SCIENTIFIC INC Ticker/CUSIP TMO/883556102 Yield 71% Sector Industrials	290	62 196	18,036 81	84 63 28 Jun 13	24,542 70	43 50	24,586 20	6,505 89	174 00
TIME WARNER CABLE INC Ticker/CUSIP TWC/88732J207 Yield 2 31% Sector Consumer Discretionary	330	98 689	32,567 29	112 48 28 Jun 13	37,118 40	0 00	37,118 40	4,551 11	858 00
TORCHMARK CORP Ticker/CUSIP TMK/891027104 Yield 1 04% Sector Financials	500	53 578	26,789 00	65 14 28 Jun 13	32,570 00	0.00	32,570 00	5,781 00	340 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock *CONTINUED*									
UNITED TECHNOLOGIES CORP Ticker/CUSIP UTX/913017109 Yield 2 3% Sector Industrials	160	78 977	12,636 30	92 94 28 Jun 13	14,870 40	0 00	14,870 40	2,234 10	342 40
UNITEDHEALTH GROUP INC Ticker/CUSIP UNH/91324P102 Yield 1 71% Sector Health Care	890	55 998	49,837 92	65 48 28 Jun 13	58,277 20	0 00	58,277 20	8,439 28	996 80
US BANCORP DEL NEW Ticker/CUSIP USB/902973304 Yield 2 55% Sector Financials	1,145	33 517	38,377 36	36 15 28 Jun 13	41,391 75	263 35	41,655 10	3,014 39	1,053 40
VALERO ENERGY CORP-NEW Ticker/CUSIP VLO/91913Y100 Yield 2 3% Sector Energy	505	26.305	13,283 93	34 77 28 Jun 13	17,558 85	0 00	17,558 85	4,274 92	404 00
VIACOM INC NEW CLASS B Ticker/CUSIP VIAB/92553P201 Yield 1 76% Sector Consumer Discretionary	750	51 444	38,583 00	68 03 28 Jun 13	51,022.50	225 00	51,247 50	12,439 50	900 00
WAL-MART STORES INC Ticker/CUSIP WMT/931142103 Yield 2 52% Sector Consumer Discretionary	1,637	72 747	119,086 86	74 49 28 Jun 13	121,940 13	0 00	121,940.13	2,853 27	3,077 56
WELLS FARGO & CO NEW Ticker/CUSIP WFC/949746101 Yield 2 91% Sector Financials	1,870	33 992	63,565 18	41 27 28 Jun 13	77,174 90	0 00	77,174 90	13,609 72	2,244 00
Mutual Funds									
ETF I-SHARES MSCI EAFE Ticker/CUSIP EFA/464287465 Yield 3 07% Sector Other	9,750	62 308	607,499 03	57 30 28 Jun 13	558,675 00	11,227 16	569,902 16	(48,824 03)	17,169 75
ETF VANGUARD FTSE Ticker/CUSIP VEA/921943858 Yield 4 89% Sector Other	11,600	38 576	447,486 34	35 60 28 Jun 13	412,960 00	0 00	412,960 00	(34,526 34)	20,195 60

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Mutual Funds *CONTINUED*									
VANGUARD FTSE EMERGING Ticker/CUSIP VWO/922042858 Yield 3 97% Sector Other	9,000	34 214	307,928 62	38 795 28 Jun 13	349,155 00	4,554 00	353,709 00	41,226 38	13,851 00
VANGUARD SMALL-CAP Ticker/CUSIP VB/922908751 Yield 1 58% Sector Other	2,750	48 534	133,469 00	93 71 28 Jun 13	257,702 50	0 00	257,702 50	124,233 50	4,083 75
Total Equities			**4,590,092.49**		**5,116,828.59**	**19,562.17**	**5,136,390.76**	**526,736.10**	**141,883.79**

FIXED INCOME **21.70%** *SORTED BY CALL DATE/MATURITY DATE*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Mutual Funds									
ETF ISHARES 1-3 YEAR CCREDIT Rate 1 468% CUSIP 464288646 Yield 1 43%	350	104 610	36,613 50	105 03 28 Jun 13	36,760 50	0 00	36,760 50	147 00	526 40
VANGUARD BD INDEX FD INC Rate 2 044% CUSIP 921937835 Yield 2 55%	14,000	76 362	1,069,062 12	80 88 28 Jun 13	1,132,320 00	0 00	1,132,320 00	63,257 88	28,896 00
VANGUARD BOND INDEX FUNDS Rate 1 085% CUSIP 921937827 Yield 1 39%	2,500	81 544	203,859 96	80 07 28 Jun 13	200,175 00	0 00	200,175 00	(3,684 96)	2,775 00
VANGUARD HIGH YIELD CORPORATE Rate 367% CUSIP 922031760 Yield 6 23%	21,248 775	4 897	104,058 41	5 91 28 Jun 13	125,580 26	0 00	125,580 26	21,521 85	7,819 55
Total Fixed Income			**1,413,593.99**		**1,494,835.76**	**0.00**	**1,494,835.76**	**81,241.77**	**40,016.95**

US Balanced Portfolio - Growth 25/75 - **15C039572631**
Statement Period 1 Jun 2013 - 30 Jun 2013

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

	Total Cost	Market Value	Accrued Interest or Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
TOTAL INVESTMENT POSITIONS - PRINCIPAL	**6,262,336.69**	**6,870,314.56**	**19,575.67**	**6,889,890.23**	**607,977.87**	**182,063.97**

Citi Trust

INVESTMENT POSITIONS - INCOME

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS 100.00% *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Short Term Investments									
CITIBANK M D A (L) CUSIP 9900CST72 Yield 05%	19,514 87	1 000	19,514 87	1 00 —	19,514 87	1 66	19,516 53	0 00	9 76
Total Cash and Short Term Investments			**19,514.87**		**19,514.87**	**1.66**	**19,516.53**	**0.00**	**9.76**
TOTAL INVESTMENT POSITIONS - INCOME			**19,514.87**		**19,514.87**	**1.66**	**19,516.53**	**0.00**	**9.76**
TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME			**6,281,851.56**		**6,889,829.43**	**19,577.33**	**6,909,406.76**	**607,977.87**	**182,073.73**