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 **, 20**13

Name of foundation
LOUIS & HELEN FANAROFF CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
16021 INDUSTRIAL DRIVE, BAY 8

City or town, state, and ZIP code
GAITHERSBURG, MD 20877

A Employer identification number
52-1276724

B Telephone number (see instructions)
(301) 230-3020

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,514,014.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	57.	57.		ATCH 1
	4	Dividends and interest from securities	41,635.	41,635.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	51,827.			
	b	Gross sales price for all assets on line 6a 759,054.				
	7	Capital gain net income (from Part IV, line 2)		51,827.		
	8	Net short-term capital gain			10,896.	
	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) ATCH 3	717.	717.		
	12	**Total.** Add lines 1 through 11	94,236.	94,236.	10,896.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 4	150.			
	b	Accounting fees (attach schedule) ATCH 5	1,800.			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 6	2,262.	94.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	19,058.	18,238.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,270.	18,332.		
	25	Contributions, gifts, grants paid	26,500.			26,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	49,770.	18,332.	0	26,500.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	44,466.			
	b	**Net investment income** (if negative, enter -0-)		75,904.		
	c	**Adjusted net income** (if negative, enter -0-)			10,896.	

9

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	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	55,420.	32,730.	32,730.
	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 ▶			
	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) ATCH 8	2,485,019.	2,552,175.	2,481,284.
	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)			
	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)	2,540,439.	2,584,905.	2,514,014.
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,540,439.	2,584,905.	
	30	**Total net assets or fund balances** (see instructions)	2,540,439.	2,584,905.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,540,439.	2,584,905.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,540,439.
2	Enter amount from Part I, line 27a	2	44,466.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,584,905.
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	2,584,905.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
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				
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	51,827.
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	10,896.

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	7,500.	2,224,363.	0.003372
2010	114,426.	2,270,073.	0.050406
2009	77,550.	2,148,402.	0.036097
2008	77,050.	1,978,961.	0.038935
2007	364,823.	3,172,081.	0.115011

2	**Total** of line 1, column (d)	2	0.243821
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	0.048764
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,354,246.
5	Multiply line 4 by line 3	5	114,802.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	759.
7	Add lines 5 and 6	7	115,561.
8	Enter qualifying distributions from Part XII, line 4	8	26,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,518.
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	1,518.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,518.
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	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	34.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,552.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (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		
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) ▶ MD,			
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 ▶ STEVEN FANAROFF Telephone no ▶ 301-230-3020

Located at ▶ 16021 INDUSTRIAL DRIVE, BAY 8 GAITHERSBURG, MD ZIP+4 ▶ 20877

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	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		
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

Form **990-PF** (2012)

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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
ATCH 9		0	0	0

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

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

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

Form **990-PF** (2012)

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 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	2,344,734.
b	Average of monthly cash balances	1b	45,363.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,390,097.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,390,097.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	35,851.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,354,246.
6	**Minimum investment return.** Enter 5% of line 5	6	117,712.

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	117,712.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,518.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,518.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	116,194.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	116,194.
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	116,194.

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	26,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	26,500.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,500.

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				116,194.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			26,289.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 26,500.				
a	Applied to 2011, but not more than line 2a			26,289.	
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				211.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
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				115,983.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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 ▶ ☐ 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·

ATCH 10

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

ATCH 11

c Any submission deadlines

NONE

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

NONE

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*				
ATCH 12				
Total . . . . ▶ **3a**				26,500.
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			14	57.	
4 Dividends and interest from securities			14	41,635.	
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	51,827.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			18		
11 Other revenue a OTHER REVENUE			18	717.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				94,236.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 94,236.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		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		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

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

Date 11/15/13

Title President

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
DAVID FLINCHUM CPA		10/23/13		P00054429

Firm's name ▶ BERLIN, RAMOS & COMPANY, P.A.

Firm's EIN ▶ 52-1367749

Firm's address ▶ 11200 ROCKVILLE PIKE #400
ROCKVILLE, MD 20852

Phone no 301.589.9000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					852.	
		SEE ATTACHED STATEMENT A - SHORT TERM PROPERTY TYPE: SECURITIES				P	VAR	VAR
441,478.		430,607.					10,871.	
		SEE ATTACHED STATEMENT A - LONG TERM PROPERTY TYPE: SECURITIES				P	VAR	VAR
316,699.		276,620.					40,079.	
		CASH IN LIEU - CST BRANDS INC PROPERTY TYPE: SECURITIES					02/04/2013	05/10/2013
25.							25.	
TOTAL GAIN(LOSS)							51,827.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BERNSTEIN CO.		27.	27.
EAGLE BANK		30.	30.
	TOTAL	57.	57.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BERNSTEIN CO.		41,635.	41,635.
	TOTAL	41,635.	41,635.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION DIST - BANK OF AMERICA	9.	717.
CLASS ACTION DIST - COUNTRYWIDE FINANCIA	708.	
TOTALS	717.	717.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	150.			
TOTALS	150.			

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING	1,800.			
TOTALS	1,800.			

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	94.	94.
FEDERAL TAX	2,168.	
TOTALS	2,262.	94.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	18,077.	18,077.
BANK SERVICE CHARGES	161.	161.
NONDEDUCTIBLE DONATIONS	820.	
TOTALS	19,058.	18,238.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SANFORD BERNSTEIN	2,552,175.	2,481,284.
TOTALS	2,552,175.	2,481,284.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEVEN FANAROFF 11718 SPLIT TREE CIRCLE POTOMAC, MD 20854	DIRECTOR	0	0	0
SONIA POLSKY 9405 BLACKWELL ROAD ROCKVILLE, MD 20850	OFFICER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

STEVEN FANAROFF
16021 INDUSTRIAL DRIVE BAY 8
GAITHERSBURG, MD 20877
301-230-3020

ATTACHMENT 11

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER STATING NAME OF ORGANIZATION AND SUBMITTING PROOF OF ITS TAX-EXEMPT STATUS AND STATING PURPOSE FOR WHICH GRANT WILL BE USED.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF LUBEVITCH 11621 SEVEN LOCKS ROAD POTOMAC, MD 20854	NONE PUBLIC CHARITY	PROMOTION OF RELIGION	8,000.
EAGLEBANK FOUNDATION 7815 WOODMONT AVENUE BETHESDA, MD 20814	NONE PUBLIC CHARITY	COMMUNITY IMPROVEMENT	6,000.
JUNIOR ACHIEVEMENT 10711 RED RUN BLVD OWINGS MILLS, MD 21117	NONE PUBLIC CHARITY	TEACH YOUTHS DEVELOPMENT OF LIFE SKILLS	2,740.
THE GREATER WASHINTON COMMUNITY KOLLEL 10900 LOCKWOOD DRIVE SILVER SPRING, MD 20901	NONE PUBLIC CHARITY	PROMOTION OF RELIGIOUS LEARNING	1,360.
BNAI ISRAEL 6301 MONTROSE ROAD ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	RELIGIOUS EDUCATION, SOCIAL ACTION & COMMUNITY SUPPORT	500.
JCCGW 6125 MONTROSE ROAD ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	CULTURAL & COMMUNITY SUPPORT	4,900.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN DIABITIES FOUNDATION 8300 PROFESSIONAL PLACE HYATTSVILLE, MD 20785	NONE PUBLIC CHARITY	FIGHT AGAINST DIABETES & HELP PEOPLE WITH DIABETES	1,000.
AMERICAN HEART ASSOCIATION 415 N. CHARLES ST. BALTIMORE, MD 21201	NONE PUBLIC CHARITY	FIGHT HEART DISEASES & PROMOTE HEALTHY LIVING	1,000.
EPILEPSY FOUNDATION 8301 PROFESSIONAL PLACE LANDOVER, MD 20785	NONE PUBLIC CHARITY	FIND CURE & THERAPIES FOR EPILEPSY	1,000.
		TOTAL CONTRIBUTIONS PAID	26,500.

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: LOUIS & HELEN FANAROFF CHARITABLE FOUNDATION

Employer identification number: 52-1276724

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	10,896.
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	10,896.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	40,079.
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	852.
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	40,931.

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

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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			10,896.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			40,931.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			51,827.

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 (Form 1041) 2012

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: LOUIS & HELEN FANAROFF CHARITABLE FOUNDATION

Employer identification number: 52-1276724

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	SEE ATTACHED STATEMENT A - SHORT TERM	VAR	VAR	441,478.	430,607.	10,871.
	CASH IN LIEU - CST BRANDS INC	02/04/2013	05/10/2013	25.		25.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 10,896.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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

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 SEE ATTACHED STATEMENT A - LONG TERM	VAR	VAR	316,699.	276,620.	40,079.

6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b	40,079.

Schedule D-1 (Form 1041) 2012

JSA

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52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account· LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Summary[1 2]

Description	Gain/(Loss)
Short-Term	$10,871 05
Long-Term	$40,079.58
Cash in Lieu[3]	$24 42
Total	**$50,975.05**

Description	Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds	$852.18
Overall Total	**$51,827.23**

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	03/25/2013	06/21/2013	200	SAFEWAY INC	$22.81	$25 96	$4,562 90	$5,192 42	($629.52)
888-33875	02/04/2013	06/12/2013	30	F5 NETWORKS INC	$74 41	$106.58	$2,232 39	$3,197.51	($965 12)
888-33875	11/20/2012	06/07/2013	15	IDEXX LABS CORP	$83.75	$91.68	$1,256.25	$1,375 24	($118 99)
888-33875	08/08/2012	06/07/2013	10	IDEXX LABS CORP	$83 75	$89 57	$837 50	$895 65	($58 15)
888-33875	07/26/2012	06/06/2013	25	ALTRIA GROUP INC	$35.65	$35.70	$891 20	$892 44	($1 24)
888-33875	06/27/2012	06/05/2013	10	VISA INC - CLASS A SHRS	$178 25	$122 91	$1,782 46	$1,229 12	$553 34
888-33875	12/21/2012	05/23/2013	25	EVEREST RE GROUP LTD	$127 59	$108 04	$3,189 82	$2,700 89	$488 93
888-33875	09/19/2012	05/21/2013	100	TYSON FOODS INC-CL A	$25 23	$16 61	$2,522 57	$1,661 13	$861 44
888-33875	12/21/2012	05/17/2013	40	JM SMUCKER CO/THE	$102 29	$86 33	$4,091 70	$3,453 25	$638 45
888-33875	09/26/2012	05/17/2013	75	MEDTRONIC INC	$49.55	$43.45	$3,716 05	$3,258 70	$457 35
888-33875	08/07/2012	05/17/2013	40	MERCK & CO. INC	$45 53	$44.46	$1,821 08	$1,778 37	$42.71
888-33875	02/06/2013	05/13/2013	75	US BANCORP	$33 55	$33 53	$2,515 94	$2,514 77	$1 17
888-33875	08/20/2012	05/13/2013	100	US BANCORP	$33 55	$33 08	$3,354 59	$3,307 73	$46.86
888-33875	06/12/2012	05/13/2013	125	US BANCORP	$33 55	$30 48	$4,193 24	$3,809 84	$383 40
888-33875	02/14/2013	05/06/2013	5	CST BRANDS INC	$29 61	$40.85	$148 06	$204 23	($56.17)
888-33875	02/04/2013	05/06/2013	22	CST BRANDS INC	$29 61	$35 49	$651 45	$780 78	($129 33)
888-33875	05/21/2012	05/03/2013	75	ALTRIA GROUP INC	$36 69	$31 79	$2,751.71	$2,384 25	$367 46

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	02/27/2013	05/02/2013	25	STERICYCLE INC	$107.72	$96 07	$2,693 11	$2,401.64	$291 47
888-33875	08/14/2012	05/01/2013	55	EATON CORP PLC	$59 55	$45 69	$3,275 40	$2,513 18	$762 22
888-33875	09/12/2012	04/26/2013	35	MICROSOFT CORP	$31.80	$30 91	$1,112 98	$1,081 90	$31 08
888-33875	08/16/2012	04/26/2013	15	MICROSOFT CORP	$31 80	$30 45	$476 99	$456 80	$20 19
888-33875	02/06/2013	04/25/2013	35	INTUIT INC	$56 05	$62 73	$1,961 75	$2,195 60	($233 85)
888-33875	02/05/2013	04/25/2013	25	INTUIT INC	$56.05	$62 97	$1,401 25	$1,574 13	($172 88)
888-33875	05/09/2012	04/25/2013	25	INTUIT INC	$56 05	$56 23	$1,401 25	$1,405 65	($4 40)
888-33875	06/08/2012	04/24/2013	25	EXXON MOBIL CORP	$89 62	$80.16	$2,240 44	$2,003 89	$236 55
888-33875	08/08/2012	04/23/2013	30	IDEXX LABS CORP	$86 90	$89 57	$2,607.11	$2,686 97	($79 86)
888-33875	07/17/2012	04/23/2013	20	IDEXX LABS CORP	$86 90	$91.71	$1,738 08	$1,834 24	($96 16)
888-33875	11/08/2012	04/22/2013	10	LINKEDIN CORP - A	$174.10	$99.60	$1,741.05	$996 00	$745 05
888-33875	08/24/2012	04/22/2013	60	TIBCO SOFTWARE INC	$18 37	$29 20	$1,102 05	$1,752 24	($650 19)
888-33875	05/24/2012	04/22/2013	60	TIBCO SOFTWARE INC	$18 37	$29 58	$1,102.05	$1,774 80	($672 75)
888-33875	06/08/2012	04/12/2013	25	EXXON MOBIL CORP	$88 63	$80.16	$2,215 83	$2,003 90	$211 93
888-33875	08/30/2012	04/08/2013	100	ASTRAZENECA PLC-SPONS ADR	$50 41	$46 98	$5,040 59	$4,698 36	$342 23
888-33875	07/17/2012	04/01/2013	25	IDEXX LABS CORP	$90 77	$91 71	$2,269 33	$2,292 79	($23 46)
888-33875	06/06/2012	03/22/2013	30	SHERWIN-WILLIAMS CO/THE	$168 54	$126 85	$5,056 34	$3,805 50	$1,250 84
888-33875	12/26/2012	03/21/2013	30	ULTA SALON COSMETICS & FRAGRAN	$77 73	$95 81	$2,331 92	$2,874 21	($542 29)
888-33875	05/17/2012	03/21/2013	35	AMGEN INC	$94 02	$71.38	$3,290 65	$2,498 30	$792 35
888-33875	05/31/2012	03/19/2013	50	MCKESSON CORP	$105 82	$87 59	$5,290 85	$4,379 50	$911 35
888-33875	01/07/2013	03/15/2013	40	HARRIS CORP	$44 51	$49.95	$1,780 49	$1,998 08	($217 59)
888-33875	10/01/2012	03/15/2013	45	HARRIS CORP	$44 51	$50 84	$2,003 06	$2,287.95	($284 89)
888-33875	06/14/2012	03/14/2013	125	MGM RESORTS INTERNATIONAL	$13.31	$11 04	$1,663 32	$1,380 45	$282.87
888-33875	04/04/2012	03/14/2013	100	MGM RESORTS INTERNATIONAL	$13 31	$13 60	$1,330 65	$1,359.94	($29 29)
888-33875	05/24/2012	03/07/2013	45	COACH INC	$48 65	$68.79	$2,189 46	$3,095 65	($906.19)
888-33875	04/30/2012	03/07/2013	5	COACH INC	$48.65	$73 14	$243 27	$365.72	($122 45)
888-33875	08/30/2012	03/01/2013	15	INTERCONTINENTALEXCHANGE INC	$153 80	$135.52	$2,307 06	$2,032.73	$274 33
888-33875	06/27/2012	03/01/2013	10	VISA INC - CLASS A SHRS	$158 02	$122 91	$1,580.16	$1,229 11	$351 05
888-33875	12/10/2012	02/26/2013	25	ULTA SALON COSMETICS &	$86 31	$99 85	$2,157 65	$2,496 21	($338 56)

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account. LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
				FRAGRAN					
888-33875	11/09/2012	02/26/2013	65	DIRECTV	$48 20	$49 07	$3,132 77	$3,189 63	($56 86)
888-33875	10/01/2012	02/26/2013	35	HARRIS CORP	$47 41	$50 84	$1,659 25	$1,779 51	($120 26)
888-33875	01/09/2013	02/13/2013	10	GOLDMAN SACHS GROUP INC	$154 69	$133 64	$1,546 86	$1,336 37	$210 49
888-33875	01/08/2013	02/12/2013	60	MARSH & MCLENNAN COS INC	$35 47	$35 00	$2,128.12	$2,099.80	$28 32
888-33875	12/27/2012	02/12/2013	100	MARSH & MCLENNAN COS INC	$35 47	$34 38	$3,546 87	$3,438.30	$108.57
888-33875	08/30/2012	02/08/2013	25	ASTRAZENECA PLC-SPONS ADR	$47 56	$46 98	$1,189.00	$1,174.59	$14 41
888-33875	03/29/2012	02/08/2013	50	ASTRAZENECA PLC-SPONS ADR	$47 56	$44 27	$2,378.00	$2,213.34	$164 66
888-33875	07/25/2012	02/07/2013	200	NV ENERGY INC	$18 95	$17 79	$3,790 76	$3,558 28	$232.48
888-33875	06/15/2012	02/07/2013	5	CHIPOTLE MEXICAN GRILL-CL A	$316 24	$400 96	$1,581 21	$2,004 81	($423.60)
888-33875	06/08/2012	02/06/2013	25	EXXON MOBIL CORP	$89 67	$80 16	$2,241 63	$2,003 89	$237.74
888-33875	05/21/2012	02/06/2013	40	PROCTER & GAMBLE CO	$75 45	$63 24	$3,018 17	$2,529 60	$488.57
888-33875	09/19/2012	02/05/2013	200	BB&T CORP	$30 93	$33 64	$6,185.46	$6,728 28	($542.82)
888-33875	02/14/2012	02/05/2013	25	NATIONAL - OILWELL INC	$68 59	$83 52	$1,714 68	$2,088 03	($373 35)
888-33875	05/31/2012	02/01/2013	10	MCKESSON CORP	$103.90	$87 59	$1,038 97	$875 90	$163 07
888-33875	05/08/2012	02/01/2013	20	MCKESSON CORP	$103 90	$89.30	$2,077 93	$1,785 98	$291.95
888-33875	04/30/2012	02/01/2013	15	COACH INC	$50 13	$73 14	$751 91	$1,097 15	($345.24)
888-33875	04/20/2012	02/01/2013	25	COACH INC	$50 13	$76.25	$1,253 18	$1,906 29	($653 11)
888-33875	04/12/2012	02/01/2013	10	COACH INC	$50 13	$74 63	$501.27	$746 26	($244 99)
888-33875	04/05/2012	01/31/2013	25	TIBCO SOFTWARE INC	$23 51	$32 42	$587 86	$810 44	($222 58)
888-33875	03/19/2012	01/31/2013	75	TIBCO SOFTWARE INC	$23 51	$30 86	$1,763 58	$2,314 19	($550 61)
888-33875	06/18/2012	01/22/2013	83 829	AB DISCOVERY VALUE FUND CL ADV	$18 49	$16 02	$1,550 00	$1,342 94	$207.06
888-33875	10/25/2012	01/16/2013	35	STARZ-LIBERTY CAPITAL	$15 73	$12 75	$550 43	$446 42	$104 01
888-33875	11/09/2012	01/10/2013	20	PARTNERRE LTD	$83 14	$79.79	$1,662 71	$1,595 82	$66 89
888-33875	11/09/2012	01/10/2013	5	PARTNERRE LTD	$83 14	$79 79	$415 68	$398 95	$16 73
888-33875	09/07/2012	01/10/2013	25	UNITED TECHNOLOGIES CORP	$84 61	$79 38	$2,115 33	$1,984 41	$130 92
888-33875	08/22/2012	01/10/2013	45	UNITED TECHNOLOGIES CORP	$84 61	$79 45	$3,807 59	$3,575.47	$232 12
888-33875	10/25/2012	01/09/2013	20	LIBERTY MEDIA CORP - LIBER-A	$121 26	$111 41	$2,425 20	$2,228 16	$197 04
888-33875	06/06/2012	01/09/2013	15	SHERWIN-WILLIAMS CO/THE	$162.23	$126 85	$2,433.44	$1,902 75	$530 69
888-33875	05/31/2012	01/09/2013	25	INTL BUSINESS MACHINES CORP	$191 94	$193 60	$4,798 55	$4,839 93	($41.38)

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	07/31/2012	12/28/2012	80	BMC SOFTWARE INC	$39 59	$39 68	$3,167 03	$3,174 54	($7 51)
888-33875	08/21/2012	12/27/2012	30	CLOROX COMPANY	$72 94	$72 29	$2,188 09	$2,168 74	$19 35
888-33875	08/15/2012	12/27/2012	70	CLOROX COMPANY	$72 94	$72.07	$5,105.56	$5,044 89	$60 67
888-33875	07/27/2012	12/21/2012	100	WALGREEN CO	$36 39	$35.68	$3,638.54	$3,568 29	$70 25
888-33875	07/25/2012	12/21/2012	140	AMEREN CORPORATION	$31 13	$33 33	$4,358 35	$4,665 63	($307 28)
888-33875	07/02/2012	12/21/2012	22	O'REILLY AUTOMOTIVE INC	$90.20	$83 90	$1,984 38	$1,845 72	$138 66
888-33875	06/27/2012	12/21/2012	23	O'REILLY AUTOMOTIVE INC	$90 20	$82.53	$2,074 58	$1,898 20	$176 38
888-33875	12/23/2011	12/19/2012	175	CISCO SYSTEMS INC	$20 34	$18.32	$3,559.10	$3,205 44	$353 66
888-33875	04/12/2012	12/10/2012	25	COACH INC	$56 72	$74 63	$1,417 91	$1,865 65	($447 74)
888-33875	06/14/2012	12/03/2012	100	LAS VEGAS SANDS CORP	$47.03	$45 42	$4,702 85	$4,542 41	$160 44
888-33875	08/31/2012	11/19/2012	70	EMERSON ELECTRIC CO	$48 95	$51 06	$3,426 34	$3,573 97	($147 63)
888-33875	04/26/2012	11/19/2012	95	EMERSON ELECTRIC CO	$48 95	$51.76	$4,650 03	$4,917 54	($267 51)
888-33875	03/28/2012	11/19/2012	30	EMERSON ELECTRIC CO	$48 95	$51 34	$1,468 43	$1,540 34	($71 91)
888-33875	03/19/2012	11/19/2012	5	EMERSON ELECTRIC CO	$48 95	$52 22	$244 74	$261.12	($16 38)
888-33875	08/07/2012	11/16/2012	105	ENTERGY CORP	$62 71	$71.33	$6,584 26	$7,489 69	($905 43)
888-33875	03/19/2012	11/13/2012	25	EMERSON ELECTRIC CO	$50 23	$52 22	$1,255.73	$1,305 60	($49 87)
888-33875	02/27/2012	11/13/2012	25	EMERSON ELECTRIC CO	$50.23	$51.18	$1,255 74	$1,279 47	($23 73)
888-33875	07/27/2012	11/09/2012	100	WALGREEN CO	$32 76	$35.68	$3,275 65	$3,568 29	($292 64)
888-33875	06/29/2012	11/09/2012	90	ABBOTT LABORATORIES	$64 43	$63 90	$5,799 09	$5,751 00	$48 09
888-33875	08/07/2012	11/08/2012	12	AUTOZONE INC	$381 89	$364.97	$4,582 67	$4,379 62	$203 05
888-33875	06/15/2012	11/08/2012	20	MCDONALD'S CORP	$86 20	$90 45	$1,723 97	$1,808 99	($85 02)
888-33875	06/12/2012	11/01/2012	55	AMERICAN EXPRESS CO	$56 91	$56.17	$3,129 95	$3,089 22	$40 73
888-33875	06/05/2012	10/31/2012	13	PRICELINE COM INC	$571 55	$621 02	$7,430 20	$8,073 30	($643 10)
888-33875	05/30/2012	10/25/2012	75	GENERAL MOTORS CO	$23 67	$22 40	$1,775 17	$1,680 00	$95 17
888-33875	11/15/2011	10/25/2012	100	GENERAL MOTORS CO	$23 67	$23.06	$2,366 90	$2,305 52	$61 38
888-33875	11/07/2011	10/25/2012	75	GENERAL MOTORS CO	$23 67	$23 92	$1,775 18	$1,794 35	($19 17)
888-33875	08/16/2012	10/23/2012	60	MICROSOFT CORP	$28.03	$30 45	$1,681 91	$1,827 21	($145 30)
888-33875	06/28/2012	10/23/2012	110	MICROSOFT CORP	$28 03	$29 55	$3,083.51	$3,250 09	($166 58)
888-33875	07/13/2012	10/18/2012	45	APOLLO GROUP INC-CL A	$21 17	$31.76	$952 67	$1,429 05	($476 38)
888-33875	01/04/2012	10/18/2012	85	APOLLO GROUP INC-CL A	$21 17	$53 05	$1,799 48	$4,509 26	($2,709 78)

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	06/12/2012	10/15/2012	100	US BANCORP	$33 50	$30 48	$3,350.22	$3,047 87	$302 35
888-33875	08/21/2012	10/05/2012	40	MONDELEZ INTERNATIONAL-W/I	$27 80	$26 87	$1,112 12	$1,074 85	$37 27
888-33875	08/02/2012	10/05/2012	80	MONDELEZ INTERNATIONAL-W/I	$27.80	$25.55	$2,224.24	$2,044 34	$179 90
888-33875	03/28/2012	10/05/2012	45	GILEAD SCIENCES INC	$69 57	$47 15	$3,130.80	$2,121 85	$1,008 95
888-33875	07/11/2012	09/27/2012	150	XCEL ENERGY INC	$27 54	$28 69	$4,130.49	$4,303 35	($172.86)
888-33875	08/24/2012	09/24/2012	225	EDISON INTERNATIONAL	$45 97	$43 71	$10,343 34	$9,833 78	$509 56
888-33875	07/11/2012	09/24/2012	120	WISCONSIN ENERGY CORP	$37 11	$40 01	$4,453 44	$4,801 09	($347.65)
888-33875	08/16/2012	09/21/2012	20	PEPSICO INC	$70 80	$72.89	$1,416.03	$1,457.77	($41 74)
888-33875	07/26/2012	09/21/2012	55	PEPSICO INC	$70 80	$71.29	$3,894.08	$3,920 79	($26 71)
888-33875	06/21/2012	09/21/2012	165	HALLIBURTON CO	$35 94	$28 57	$5,929 39	$4,713 58	$1,215 81
888-33875	06/15/2012	09/20/2012	5	CHIPOTLE MEXICAN GRILL-CL A	$338 14	$400.96	$1,690.69	$2,004 81	($314 12)
888-33875	05/30/2012	09/20/2012	25	HOME DEPOT INC	$59.04	$49 60	$1,475 98	$1,240 08	$235 90
888-33875	05/23/2012	09/20/2012	35	FAMILY DOLLAR STORES	$64 06	$64 48	$2,242 08	$2,256 95	($14 87)
888-33875	07/25/2012	08/29/2012	70	DOLLAR TREE INC	$48 58	$50 30	$3,400 73	$3,521 02	($120 29)
888-33875	06/06/2012	08/29/2012	140	KIMBERLY-CLARK CORP	$83 61	$79.77	$11,705 78	$11,168 09	$537 69
888-33875	10/28/2011	08/28/2012	200	NEWELL RUBBERMAID INC	$17 36	$15 35	$3,471 90	$3,070 76	$401 14
888-33875	03/30/2012	08/27/2012	20	MCKESSON CORP	$87.68	$88 15	$1,753 50	$1,763 00	($9 50)
888-33875	03/06/2012	08/27/2012	30	MCKESSON CORP	$87.68	$82 38	$2,630 25	$2,471 49	$158 76
888-33875	03/30/2012	08/24/2012	15	VISA INC - CLASS A SHRS	$126 76	$118 41	$1,901 45	$1,776 11	$125 34
888-33875	02/10/2012	08/24/2012	35	LAS VEGAS SANDS CORP	$42 59	$52.06	$1,490 52	$1,822 06	($331 54)
888-33875	01/24/2012	08/24/2012	35	LAS VEGAS SANDS CORP	$42 59	$47 75	$1,490 52	$1,671 41	($180 89)
888-33875	07/02/2012	08/23/2012	90	INFORMATICA CORPORATION	$31 35	$41 99	$2,821 50	$3,779 10	($957 60)
888-33875	02/13/2012	08/23/2012	35	INFORMATICA CORPORATION	$31 35	$46 80	$1,097 25	$1,638 14	($540 89)
888-33875	10/07/2011	08/23/2012	50	CENTURYLINK INC	$41 56	$32 87	$2,078 04	$1,643 33	$434 71
888-33875	09/12/2011	08/23/2012	75	CENTURYLINK INC	$41 56	$33 16	$3,117 06	$2,486 75	$630 31
888-33875	11/23/2011	08/20/2012	200	GANNETT CO	$15 67	$10 43	$3,133 34	$2,085 00	$1,048 34
888-33875	09/13/2011	08/20/2012	100	GANNETT CO	$15 67	$9.80	$1,566 67	$979 84	$586 83
888-33875	07/16/2012	08/17/2012	80	CBS CORP-CLASS B NON VOTING	$35.87	$31 30	$2,869 70	$2,504 03	$365 67
888-33875	02/27/2012	08/17/2012	5	EMERSON ELECTRIC CO	$52 16	$51.18	$260 78	$255 90	$4 88
888-33875	02/01/2012	08/17/2012	25	EMERSON ELECTRIC CO	$52 16	$52 27	$1,303 92	$1,306 87	($2 95)

Statement A

52-1276724

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	01/30/2012	08/17/2012	65	EMERSON ELECTRIC CO	$52 16	$51 41	$3,390 18	$3,341 72	$48 46
888-33875	05/17/2012	08/16/2012	40	AMGEN INC	$83.02	$71.38	$3,320.80	$2,855 20	$465.60
888-33875	02/23/2012	08/16/2012	30	HERSHEY CO/THE	$72 21	$60 43	$2,166 32	$1,812 80	$353 52
888-33875	02/14/2012	08/16/2012	30	HERSHEY CO/THE	$72.21	$60 45	$2,166 32	$1,813 42	$352 90
888-33875	12/22/2011	08/16/2012	20	HERSHEY CO/THE	$72.21	$61 02	$1,444 21	$1,220 43	$223 78
888-33875	12/15/2011	08/16/2012	35	HERSHEY CO/THE	$72 21	$59.41	$2,527 37	$2,079 44	$447.93
888-33875	06/21/2012	08/14/2012	110	HALLIBURTON CO	$35 10	$28.57	$3,860 70	$3,142.38	$718 32
888-33875	02/16/2012	08/14/2012	75	CENTERPOINT ENERGY INC	$20 55	$18 75	$1,541 25	$1,406 25	$135 00
888-33875	10/25/2011	08/14/2012	105	CENTERPOINT ENERGY INC	$20 55	$21 12	$2,157.75	$2,217 65	($59 90)
888-33875	01/26/2012	08/13/2012	35	LEAR CORP	$39 57	$42 52	$1,384.91	$1,488 13	($103 22)
888-33875	02/17/2012	08/09/2012	35	STRYKER CORP	$52 83	$53 68	$1,849 13	$1,878.63	($29 50)
888-33875	01/12/2012	08/09/2012	25	STRYKER CORP	$52.83	$52 39	$1,320 80	$1,309 78	$11 02
888-33875	01/10/2012	08/09/2012	35	STRYKER CORP	$52 83	$52 14	$1,849 12	$1,824 90	$24 22
888-33875	01/05/2012	08/09/2012	45	STRYKER CORP	$52.83	$51 23	$2,377 44	$2,305 16	$72 28
888-33875	12/09/2011	08/09/2012	50	GENERAL MILLS INC	$38 53	$40 50	$1,926 57	$2,025.13	($98 56)
888-33875	11/02/2011	08/09/2012	30	GENERAL MILLS INC	$38.53	$38 51	$1,155 95	$1,155 18	$0 77
888-33875	10/21/2011	08/09/2012	30	GENERAL MILLS INC	$38 53	$39.94	$1,155 94	$1,198 18	($42 24)
888-33875	08/19/2011	08/09/2012	25	GENERAL MILLS INC	$38 53	$36 23	$963 29	$905 73	$57.56
888-33875	11/18/2011	08/06/2012	20	ROCKWELL AUTOMATION INC	$69 63	$71 69	$1,392 54	$1,433 73	($41 19)
888-33875	08/19/2011	08/06/2012	20	ROCKWELL AUTOMATION INC	$69 63	$55.75	$1,392 55	$1,114 95	$277 60
888-33875	03/06/2012	08/03/2012	90	LIBERTY INTERACTIVE CORP-A	$18.97	$18 53	$1,707 30	$1,667.61	$39 69
888-33875	08/10/2011	08/03/2012	35	CENTURYLINK INC	$41 84	$33 61	$1,464 25	$1,176 43	$287 82
888-33875	06/12/2012	07/30/2012	55	AMERICAN EXPRESS CO	$58 35	$56 17	$3,209 25	$3,089 23	$120.02
888-33875	02/10/2012	07/27/2012	100	CBRE GROUP INC	$15 79	$17.97	$1,578.86	$1,797 13	($218.27)
888-33875	01/11/2012	07/27/2012	40	VERTEX PHARMACEUTICALS INC	$49 88	$37.42	$1,995 06	$1,496 69	$498 37
888-33875	09/21/2011	07/27/2012	155	CBRE GROUP INC	$15 79	$13 85	$2,447 23	$2,147.31	$299 92
888-33875	01/20/2012	07/26/2012	30	COVIDIEN PLC	$53 88	$47 92	$1,616 26	$1,437 46	$178 80
888-33875	11/18/2011	07/26/2012	30	COVIDIEN PLC	$53 88	$46.21	$1,616 26	$1,386.38	$229 88
888-33875	10/28/2011	07/26/2012	25	COVIDIEN PLC	$53.88	$48 26	$1,346 89	$1,206 60	$140 29
888-33875	10/19/2011	07/26/2012	30	COVIDIEN PLC	$53 88	$45 39	$1,616 26	$1,361 81	$254 45

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	07/27/2011	07/26/2012	40	COVIDIEN PLC	$53 88	$52.18	$2,155.02	$2,087 20	$67 82
888-33875	12/06/2011	07/25/2012	25	LAM RESEARCH CORP	$34 42	$43 05	$860 50	$1,076 16	($215 66)
888-33875	11/09/2011	07/25/2012	25	LAM RESEARCH CORP	$34 42	$42 40	$860 50	$1,059 97	($199 47)
888-33875	11/03/2011	07/25/2012	25	FMC TECHNOLOGIES INC	$42 24	$47 18	$1,056 02	$1,179 58	($123 56)
888-33875	10/20/2011	07/25/2012	25	LAM RESEARCH CORP	$34 42	$38 58	$860 50	$964 46	($103 96)
888-33875	08/24/2011	07/25/2012	25	FMC TECHNOLOGIES INC	$42 24	$41 44	$1,056 03	$1,036 12	$19 91
888-33875	08/02/2011	07/25/2012	50	FMC TECHNOLOGIES INC	$42 24	$44 33	$2,112 06	$2,216 71	($104 65)
888-33875	12/07/2011	07/24/2012	40	DOLLAR GENERAL CORP	$52 52	$39 00	$2,100 72	$1,560 00	$540 72
888-33875	09/20/2011	07/24/2012	70	DOLLAR GENERAL CORP	$52 52	$37.82	$3,676 26	$2,647 23	$1,029 03
888-33875	09/13/2011	07/17/2012	20	GANNETT CO	$14 74	$9 80	$294 85	$195 97	$98 88
888-33875	12/22/2011	07/13/2012	20	PVH CORP	$75 75	$68 67	$1,515 06	$1,373 45	$141 61
888-33875	10/14/2011	07/13/2012	40	PVH CORP	$75 75	$67 28	$3,030 13	$2,691.34	$338 79
888-33875	09/27/2011	07/13/2012	50	MARATHON PETROLEUM CORP	$44 72	$30 80	$2,236 05	$1,540 09	$695 96
888-33875	08/25/2011	07/13/2012	50	MARATHON PETROLEUM CORP	$44 72	$34 63	$2,236 05	$1,731 62	$504 43
888-33875	08/01/2011	07/13/2012	50	MARATHON PETROLEUM CORP	$44 72	$44 76	$2,236 05	$2,237 85	($1 80)
888-33875	06/01/2012	07/11/2012	40	YUM! BRANDS INC	$62 07	$66 80	$2,482 84	$2,671 82	($188 98)
888-33875	10/11/2011	07/11/2012	55	TRW AUTOMOTIVE HOLDINGS CORP	$35 42	$38.80	$1,947 98	$2,133 98	($186 00)
888-33875	02/22/2012	07/02/2012	55	EDISON INTERNATIONAL	$46 12	$41.72	$2,536 60	$2,294 60	$242 00
888-33875	08/15/2011	07/02/2012	40	DTE ENERGY COMPANY	$59 26	$48 22	$2,370 52	$1,928.74	$441 78
						Total	**$441,477.78**	**$430,606.73**	**$10,871.05**

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	03/29/2010	06/17/2013	10	APPLE INC	$433 70	$232.68	$4,337 00	$2,326 84	$2,010.16
888-33875	05/24/2012	06/12/2013	20	F5 NETWORKS INC	$74 41	$109 62	$1,488.26	$2,192 32	($704 06)
888-33875	02/04/2011	06/07/2013	25	KROGER CO	$34 05	$22 32	$851 20	$557.89	$293 31
888-33875	01/31/2011	06/07/2013	75	KROGER CO	$34 05	$21 59	$2,553 60	$1,619 47	$934.13
888-33875	05/21/2012	06/06/2013	50	ALTRIA GROUP INC	$35 65	$31 79	$1,782 39	$1,589 50	$192 89
888-33875	05/24/2012	06/05/2013	3	F5 NETWORKS INC	$76 94	$109 62	$230 81	$328.85	($98 04)

Statement A

52-1276724

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	05/21/2012	06/05/2013	40	PHILIP MORRIS INTERNATIONAL	$90 72	$84 50	$3,628 97	$3,379 92	$249 05
888-33875	04/16/2012	06/05/2013	22	F5 NETWORKS INC	$76 94	$122 82	$1,692 64	$2,701.99	($1,009 35)
888-33875	03/27/2012	06/04/2013	20	NATIONAL - OILWELL INC	$69 80	$78 32	$1,395 95	$1,566 46	($170 51)
888-33875	02/16/2012	06/04/2013	20	NATIONAL - OILWELL INC	$69 80	$83 85	$1,395 96	$1,677 07	($281 11)
888-33875	11/01/2011	05/22/2013	400	MICRON TECHNOLOGY INC	$11 21	$5 37	$4,483 72	$2,147 84	$2,335 88
888-33875	10/19/2011	05/22/2013	25	MICRON TECHNOLOGY INC	$11 21	$5 63	$280 23	$140 73	$139 50
888-33875	06/14/2011	05/20/2013	15	PRECISION CASTPARTS CORP	$213 50	$152 70	$3,202 51	$2,290 44	$912 07
888-33875	04/12/2012	05/16/2013	32	UNITEDHEALTH GROUP INC	$61 48	$58 38	$1,967 28	$1,868 10	$99 18
888-33875	08/12/2011	05/16/2013	18	UNITEDHEALTH GROUP INC	$61 48	$44 89	$1,106.59	$808 05	$298 54
888-33875	03/18/2010	05/14/2013	25	SCHLUMBERGER LTD	$76 98	$65 05	$1,924 39	$1,626 23	$298 16
888-33875	03/26/2012	05/13/2013	35	JPMORGAN CHASE & CO	$49 50	$45 89	$1,732 49	$1,606 32	$126 17
888-33875	06/23/2011	05/09/2013	75	TYSON FOODS INC-CL A	$25 08	$18 55	$1,881 32	$1,391 18	$490 14
888-33875	01/31/2011	05/06/2013	125	KROGER CO	$34.57	$21.59	$4,321 60	$2,699 11	$1,622 49
888-33875	11/01/2011	05/03/2013	155	APPLIED MATERIALS INC	$14 91	$11 97	$2,310 97	$1,855 70	$455 27
888-33875	03/21/2011	05/03/2013	150	ALTRIA GROUP INC	$36 69	$25 16	$5,503.43	$3,774 18	$1,729 25
888-33875	06/26/2007	05/03/2013	50	PFIZER INC	$28 97	$25 61	$1,448 50	$1,280 61	$167 89
888-33875	06/18/2007	05/03/2013	75	PFIZER INC	$28 97	$26 33	$2,172.74	$1,974 72	$198 02
888-33875	08/12/2011	05/01/2013	7	UNITEDHEALTH GROUP INC	$59 48	$44.89	$416 36	$314 24	$102 12
888-33875	08/11/2011	05/01/2013	25	UNITEDHEALTH GROUP INC	$59 48	$42 81	$1,487 01	$1,070.31	$416 70
888-33875	08/08/2011	05/01/2013	18	UNITEDHEALTH GROUP INC	$59 48	$42 64	$1,070.64	$767 53	$303 11
888-33875	03/18/2010	05/01/2013	25	SCHLUMBERGER LTD	$73 67	$65 05	$1,841 77	$1,626 24	$215 53
888-33875	08/03/2011	04/25/2013	45	INTUIT INC	$56 05	$45 69	$2,522 25	$2,055 83	$466 42
888-33875	03/08/2011	04/25/2013	20	INTUIT INC	$56 05	$52 32	$1,121 00	$1,046 44	$74 56
888-33875	02/09/2011	04/25/2013	25	INTUIT INC	$56 05	$48 98	$1,401.25	$1,224 44	$176 81
888-33875	04/23/2010	04/25/2013	40 533	OVERLAY A PORTFOLIO CLASS 1	$11 38	$10.90	$461 27	$441 81	$19 46
888-33875	06/18/2007	04/25/2013	30 307	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.09	$12.95	$427.02	$392 48	$34 54
888-33875	04/05/2012	04/22/2013	30	TIBCO SOFTWARE INC	$18 37	$32 42	$551 03	$972 52	($421.49)
888-33875	10/19/2011	04/08/2013	175	MICRON TECHNOLOGY INC	$9 28	$5 63	$1,624 82	$985 09	$639 73
888-33875	08/16/2010	04/08/2013	5	NOBLE ENERGY INC	$114 24	$66 79	$571 22	$333 93	$237 29

Statement A

52-1276724

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	07/14/2010	04/08/2013	20	NOBLE ENERGY INC	$114 24	$66.96	$2,284 87	$1,339 13	$945 74
888-33875	07/23/2008	04/04/2013	2	GOOGLE INC-CL A	$794 05	$482 65	$1,588.11	$965 29	$622 82
888-33875	02/08/2012	04/02/2013	100	CISCO SYSTEMS INC	$21.20	$20 17	$2,119 93	$2,017 17	$102 76
888-33875	06/23/2011	03/27/2013	50	TYSON FOODS INC-CL A	$23 99	$18 55	$1,199 57	$927 45	$272 12
888-33875	04/29/2011	03/27/2013	50	TYSON FOODS INC-CL A	$23 99	$19 90	$1,199 57	$994 97	$204 60
888-33875	10/28/2011	03/25/2013	30	LORILLARD INC	$40 09	$38 20	$1,202 57	$1,146 01	$56 56
888-33875	10/11/2011	03/25/2013	75	LORILLARD INC	$40 09	$39 27	$3,006 44	$2,945 48	$60 96
888-33875	08/12/2011	03/25/2013	45	LORILLARD INC	$40 09	$33 78	$1,803 86	$1,520 21	$283 65
888-33875	05/03/2011	03/21/2013	30	CITIGROUP INC	$45 99	$45 38	$1,379 75	$1,361 31	$18 44
888-33875	04/28/2011	03/21/2013	30	CITIGROUP INC	$45 99	$45 57	$1,379 76	$1,366 98	$12 78
888-33875	04/25/2011	03/21/2013	30	CITIGROUP INC	$45 99	$45 58	$1,379 76	$1,367.46	$12.30
888-33875	04/19/2011	03/21/2013	35	CITIGROUP INC	$45.99	$44 74	$1,609 72	$1,566 00	$43 72
888-33875	03/10/2011	03/21/2013	25	WELLPOINT INC	$63 68	$68.36	$1,591 94	$1,709 08	($117 14)
888-33875	10/19/2011	03/15/2013	175	MICRON TECHNOLOGY INC	$9 42	$5 63	$1,647 87	$985 09	$662 78
888-33875	02/28/2012	03/14/2013	125	MGM RESORTS INTERNATIONAL	$13 31	$13 55	$1,663.31	$1,693 75	($30 44)
888-33875	08/12/2011	03/08/2013	50	LORILLARD INC	$38 25	$33 78	$1,912 70	$1,689 13	$223 57
888-33875	01/09/2012	02/19/2013	150	MGM RESORTS INTERNATIONAL	$12.82	$11 30	$1,922 94	$1,694 69	$228 25
888-33875	01/09/2012	02/19/2013	300	MGM RESORTS INTERNATIONAL	$12 82	$11.30	$3,845 88	$3,389 37	$456 51
888-33875	10/28/2011	02/15/2013	75	BP PLC-SPONS ADR	$41.97	$45 37	$3,147 49	$3,402 94	($255 45)
888-33875	10/11/2011	02/15/2013	50	BP PLC-SPONS ADR	$41 97	$38 15	$2,098 33	$1,907 29	$191 04
888-33875	10/06/2011	02/15/2013	75	BP PLC-SPONS ADR	$41.97	$36 21	$3,147.50	$2,715 45	$432 05
888-33875	09/15/2011	02/15/2013	85	BP PLC-SPONS ADR	$41 97	$39 31	$3,567 16	$3,341 07	$226 09
888-33875	08/12/2011	02/15/2013	65	BP PLC-SPONS ADR	$41 97	$39 72	$2,727.83	$2,581 88	$145.95
888-33875	12/29/2011	02/07/2013	110	NV ENERGY INC	$18 95	$16.38	$2,084 92	$1,801 44	$283.48
888-33875	08/16/2011	02/07/2013	40	NV ENERGY INC	$18 95	$14.55	$758.15	$581 97	$176 18
888-33875	08/08/2011	02/07/2013	42	UNITEDHEALTH GROUP INC	$57.00	$42.64	$2,394.13	$1,790 92	$603 21
888-33875	06/24/2011	02/07/2013	8	UNITEDHEALTH GROUP INC	$57 00	$50 48	$456.02	$403 87	$52 15
888-33875	08/12/2011	02/06/2013	40	LORILLARD INC	$39 72	$33.78	$1,588.92	$1,351.30	$237 62
888-33875	04/15/2011	02/06/2013	5	AT&T INC	$35 37	$30 58	$176 83	$152 92	$23 91
888-33875	04/07/2011	02/06/2013	70	AT&T INC	$35 37	$30 48	$2,475 66	$2,133 75	$341 91

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	07/08/2010	02/06/2013	3	HEWLETT-PACKARD CO	$16 67	$45 33	$50 01	$135 98	($85 97)
888-33875	05/26/2010	02/06/2013	90	HEWLETT-PACKARD CO	$16 67	$46 25	$1,500 23	$4,162 60	($2,662 37)
888-33875	07/25/2008	02/06/2013	7	HEWLETT-PACKARD CO	$16 67	$43.48	$116 68	$304 33	($187 65)
888-33875	06/18/2007	02/05/2013	75	PFIZER INC	$27 47	$26.33	$2,060 36	$1,974.72	$85 64
888-33875	08/01/2011	02/01/2013	25	ASTRAZENECA PLC-SPONS ADR	$48 54	$48 11	$1,213 45	$1,202 72	$10 73
888-33875	04/19/2011	02/01/2013	15	CITIGROUP INC	$43 03	$44 74	$645 40	$671 15	($25.75)
888-33875	03/30/2011	02/01/2013	35	CITIGROUP INC	$43 03	$44 97	$1,505 93	$1,573 98	($68 05)
888-33875	12/21/2010	02/01/2013	25	ASTRAZENECA PLC-SPONS ADR	$48 54	$45 80	$1,213 45	$1,144 88	$68 57
888-33875	12/06/2010	02/01/2013	75	ASTRAZENECA PLC-SPONS ADR	$48 54	$47.72	$3,640.35	$3,578 96	$61 39
888-33875	11/30/2010	02/01/2013	30	ASTRAZENECA PLC-SPONS ADR	$48 54	$46 96	$1,456 14	$1,408 93	$47 21
888-33875	07/28/2010	02/01/2013	25	ASTRAZENECA PLC-SPONS ADR	$48.54	$50 18	$1,213 45	$1,254 54	($41.09)
888-33875	06/11/2010	02/01/2013	45	ASTRAZENECA PLC-SPONS ADR	$48 54	$44 67	$2,184 21	$2,010 18	$174 03
888-33875	04/23/2010	01/30/2013	39 338	OVERLAY A PORTFOLIO CLASS 1	$10 95	$10.90	$430 75	$428 78	$1 97
888-33875	06/18/2007	01/30/2013	30 189	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13 95	$12 95	$421 13	$390 95	$30.18
888-33875	12/23/2010	01/24/2013	10	CITRIX SYSTEMS INC	$69 78	$68 47	$697.77	$684 74	$13 03
888-33875	10/25/2010	01/24/2013	15	CITRIX SYSTEMS INC	$69 78	$60 88	$1,046 66	$913 21	$133 45
888-33875	07/20/2011	01/23/2013	75	DELTA AIR LINES INC	$13 88	$8.22	$1,041 06	$616 29	$424 77
888-33875	02/23/2011	01/23/2013	50	DELTA AIR LINES INC	$13 88	$10 47	$694 04	$523 66	$170 38
888-33875	03/21/2011	01/09/2013	35	ALTRIA GROUP INC	$31 93	$25 16	$1,117 69	$880 64	$237.05
888-33875	09/24/2010	01/09/2013	90	ALTRIA GROUP INC	$31 93	$23.98	$2,874 06	$2,158 59	$715 47
888-33875	06/24/2011	01/07/2013	42	UNITEDHEALTH GROUP INC	$52 03	$50 48	$2,185 07	$2,120 32	$64 75
888-33875	06/23/2011	01/07/2013	10	UNITEDHEALTH GROUP INC	$52 03	$50 86	$520.25	$508 63	$11 62
888-33875	05/04/2009	12/21/2012	15	TIME WARNER CABLE	$95 55	$34 77	$1,433 27	$521.55	$911 72
888-33875	03/02/2010	12/20/2012	25	SCHLUMBERGER LTD	$71 05	$62.05	$1,776 24	$1,551 25	$224 99
888-33875	08/16/2011	12/19/2012	125	NV ENERGY INC	$18 52	$14 55	$2,314 59	$1,818 67	$495 92
888-33875	06/18/2007	12/17/2012	2132 196	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14 07	$12.95	$30,000.00	$27,611 93	$2,388 07
888-33875	01/20/2011	12/07/2012	10	EOG RESOURCES INC	$117 58	$99 82	$1,175 85	$998 19	$177.66
888-33875	09/24/2010	12/07/2012	15	EOG RESOURCES INC	$117.58	$92.09	$1,763 77	$1,381 39	$382 38

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	04/29/2011	11/20/2012	75	TYSON FOODS INC-CL A	$18 99	$19 90	$1,424.15	$1,492 45	($68 30)
888-33875	05/17/2010	11/19/2012	100	ASTRAZENECA PLC-SPONS ADR	$44 76	$42 07	$4,476 29	$4,207.49	$268 80
888-33875	02/09/2011	11/13/2012	5	INTUIT INC	$59 63	$48.98	$298 16	$244 89	$53 27
888-33875	01/11/2011	11/13/2012	20	INTUIT INC	$59 63	$47 59	$1,192 62	$951 83	$240 79
888-33875	11/04/2011	11/08/2012	60	TRANSOCEAN LTD	$46.74	$49 66	$2,804 30	$2,979 60	($175 30)
888-33875	08/02/2011	11/08/2012	40	TRANSOCEAN LTD	$46 74	$60 31	$1,869 54	$2,412 32	($542 78)
888-33875	07/19/2011	11/08/2012	35	TRANSOCEAN LTD	$46 74	$62.85	$1,635 84	$2,199 83	($563 99)
888-33875	04/23/2010	11/07/2012	41.634	OVERLAY A PORTFOLIO CLASS 1	$10.16	$10.90	$423 00	$453 81	($30 81)
888-33875	06/18/2007	11/07/2012	29 715	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14 28	$12.95	$424 33	$384 81	$39.52
888-33875	03/29/2010	10/26/2012	5	APPLE INC	$608 56	$232.68	$3,042 79	$1,163 42	$1,879.37
888-33875	09/22/2011	10/25/2012	50	GENERAL MOTORS CO	$23 67	$20 34	$1,183.45	$1,016.96	$166 49
888-33875	05/27/2011	10/23/2012	20	THE WALT DISNEY CO	$50 86	$41 56	$1,017.12	$831 28	$185 84
888-33875	08/10/2010	10/23/2012	30	THE WALT DISNEY CO.	$50 86	$35.11	$1,525.69	$1,053.23	$472 46
888-33875	06/10/2010	10/23/2012	25	THE WALT DISNEY CO	$50 86	$33 88	$1,271 40	$846 93	$424 47
888-33875	05/13/2010	10/23/2012	10	DANAHER CORP	$52 24	$43.31	$522 38	$433 10	$89.28
888-33875	03/18/2010	10/23/2012	20	DANAHER CORP	$52 24	$38.73	$1,044.75	$774 68	$270 07
888-33875	08/18/2011	10/05/2012	15	GILEAD SCIENCES INC	$69.57	$37.29	$1,043 60	$559 30	$484 30
888-33875	09/19/2011	10/01/2012	50	GENERAL MOTORS CO	$23 21	$22.58	$1,160 27	$1,129.09	$31 18
888-33875	06/21/2011	10/01/2012	40	GENERAL MOTORS CO	$23.21	$29 85	$928 22	$1,194 00	($265 78)
888-33875	06/10/2011	10/01/2012	35	GENERAL MOTORS CO	$23 21	$28 90	$812 19	$1,011 47	($199 28)
888-33875	08/18/2011	09/27/2012	35	GILEAD SCIENCES INC	$66 68	$37 29	$2,333 80	$1,305 04	$1,028 76
888-33875	03/30/2011	09/27/2012	25	CITIGROUP INC	$33 15	$44.97	$828 78	$1,124 28	($295.50)
888-33875	03/18/2011	09/27/2012	40	CITIGROUP INC	$33.15	$45 24	$1,326.06	$1,809 56	($483 50)
888-33875	03/11/2011	09/27/2012	25	CITIGROUP INC	$33 15	$45 39	$828 78	$1,134 75	($305.97)
888-33875	02/23/2011	09/27/2012	40	CITIGROUP INC	$33 15	$46 99	$1,326 05	$1,879 40	($553 35)
888-33875	02/18/2011	09/27/2012	45	CITIGROUP INC	$33 15	$49.19	$1,491 81	$2,213 33	($721.52)
888-33875	01/11/2011	09/20/2012	15	INTUIT INC	$58 73	$47.59	$880 96	$713.87	$167 09
888-33875	12/16/2010	09/20/2012	10	INTUIT INC	$58 73	$48.75	$587 30	$487 50	$99 80
888-33875	07/29/2011	09/14/2012	195	APPLIED MATERIALS INC	$11 87	$12 46	$2,315 18	$2,430 23	($115 05)

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account: LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	09/29/2009	09/13/2012	3	NVR INC	$860 67	$643 86	$2,582 02	$1,931 58	$650 44
888-33875	08/25/2010	08/27/2012	25	EOG RESOURCES INC	$109 17	$86 02	$2,729.23	$2,150 62	$578.61
888-33875	08/04/2011	08/24/2012	30	VISA INC - CLASS A SHRS	$126 76	$85 68	$3,802 91	$2,570 32	$1,232 59
888-33875	08/10/2011	08/23/2012	35	CENTURYLINK INC	$41 56	$33 61	$1,454 63	$1,176 42	$278 21
888-33875	04/17/2009	08/21/2012	35	TIME WARNER CABLE	$89 46	$29 11	$3,130 93	$1,019 02	$2,111.91
888-33875	08/25/2010	08/20/2012	5	EOG RESOURCES INC	$109 61	$86.03	$548 04	$430 13	$117 91
888-33875	05/04/2010	08/20/2012	20	EOG RESOURCES INC	$109 61	$109 42	$2,192 18	$2,188 39	$3 79
888-33875	08/04/2011	08/17/2012	15	VISA INC - CLASS A SHRS	$128 98	$85 68	$1,934 63	$1,285 16	$649 47
888-33875	03/18/2010	08/17/2012	60	DANAHER CORP	$53 39	$38 73	$3,203 53	$2,324 03	$879.50
888-33875	10/20/2009	08/17/2012	40	DANAHER CORP	$53 39	$35 20	$2,135 69	$1,407.82	$727.87
888-33875	08/08/2011	08/16/2012	80	GILEAD SCIENCES INC	$57 12	$36.86	$4,569 32	$2,948 49	$1,620 83
888-33875	11/26/2010	08/16/2012	45	VIACOM INC-CLASS B	$49 87	$37 89	$2,244 18	$1,704.90	$539 28
888-33875	06/18/2007	08/16/2012	150	PFIZER INC	$23 93	$26 33	$3,590 04	$3,949 44	($359 40)
888-33875	05/03/2007	08/16/2012	50	PFIZER INC	$23 93	$26.85	$1,196 68	$1,342 73	($146.05)
888-33875	08/12/2011	08/15/2012	50	BP PLC-SPONS ADR	$42 43	$39 72	$2,121 40	$1,986 07	$135 33
888-33875	05/13/2010	08/15/2012	50	THE WALT DISNEY CO.	$49 80	$35.13	$2,489 94	$1,756 72	$733 22
888-33875	04/27/2011	08/14/2012	25	ALLERGAN INC	$85 76	$79 05	$2,144 06	$1,976 26	$167 80
888-33875	03/16/2011	08/14/2012	20	ALLERGAN INC	$85 76	$69 38	$1,715 24	$1,387 66	$327 58
888-33875	02/14/2011	08/14/2012	20	ALLERGAN INC	$85 76	$74.01	$1,715.25	$1,480 13	$235 12
888-33875	02/02/2011	08/14/2012	30	ALLERGAN INC	$85.76	$71 03	$2,572 87	$2,130 97	$441.90
888-33875	12/31/2010	08/14/2012	10	ALLERGAN INC	$85 76	$68 97	$857.62	$689 73	$167 89
888-33875	06/07/2011	08/13/2012	20	LEAR CORP	$39 57	$50 00	$791 38	$1,000 02	($208.64)
888-33875	06/06/2011	08/13/2012	25	LEAR CORP	$39 57	$50 20	$989 23	$1,254 88	($265 65)
888-33875	10/28/2010	08/13/2012	50	LEAR CORP	$39 57	$44 03	$1,978 45	$2,201 26	($222 81)
888-33875	03/18/2011	08/06/2012	15	ROCKWELL AUTOMATION INC	$69 63	$88 85	$1,044 41	$1,332 79	($288 38)
888-33875	03/18/2010	07/31/2012	40	NOBLE ENERGY INC	$89 34	$74.70	$3,573 68	$2,987.92	$585.76
888-33875	04/23/2010	07/27/2012	40 654	OVERLAY A PORTFOLIO CLASS 1	$10 12	$10 90	$411 42	$443 13	($31 71)
888-33875	06/18/2007	07/27/2012	28 846	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14 16	$12 95	$408 46	$373 56	$34 90
888-33875	07/19/2011	07/26/2012	25	COVIDIEN PLC	$53 88	$51 80	$1,346 89	$1,295 10	$51.79

Statement A

52-1276724

BERNSTEIN
Global Wealth Management

Capital Gains

Account. LOUIS AND HELEN FANAROFF CHARITABLE FOUNDATION, LTD. (888-33875)
July 1, 2012 - June 30, 2013

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	05/18/2011	07/26/2012	45	COVIDIEN PLC	$53 88	$57.00	$2,424.39	$2,564 87	($140 48)
888-33875	06/03/2011	07/25/2012	20	FMC TECHNOLOGIES INC	$42 24	$43 70	$844 82	$874 03	($29 21)
888-33875	05/06/2011	07/25/2012	50	LAM RESEARCH CORP	$34 42	$48.71	$1,721 00	$2,435.63	($714.63)
888-33875	06/10/2010	07/25/2012	47	WELLS FARGO & COMPANY	$33 09	$27 63	$1,555 34	$1,298 70	$256.64
888-33875	04/19/2010	07/25/2012	22	WELLS FARGO & COMPANY	$33 09	$32 57	$728 03	$716 56	$11 47
888-33875	03/29/2010	07/20/2012	2	APPLE INC	$606 93	$232 69	$1,213 85	$465 37	$748 48
888-33875	09/23/2008	07/20/2012	13	APPLE INC	$606 93	$131 32	$7,890 05	$1,707 22	$6,182.83
888-33875	04/29/2010	07/19/2012	75	FORD MOTOR CO	$9 35	$13 58	$701.37	$1,018 31	($316 94)
888-33875	03/18/2010	07/19/2012	85	FORD MOTOR CO	$9 35	$14.14	$794 89	$1,201 53	($406.64)
888-33875	05/25/2011	07/18/2012	25	BORGWARNER INC	$64 87	$69 58	$1,621 62	$1,739 62	($118 00)
888-33875	03/23/2011	07/18/2012	15	BORGWARNER INC	$64 87	$74 56	$972 98	$1,118 44	($145 46)
888-33875	03/17/2011	07/18/2012	15	BORGWARNER INC	$64 87	$74 91	$972.98	$1,123 68	($150 70)
888-33875	10/05/2010	07/17/2012	180	GANNETT CO	$14 74	$12 55	$2,653 61	$2,258 75	$394 86
888-33875	05/24/2011	07/11/2012	45	TRW AUTOMOTIVE HOLDINGS CORP	$35.42	$53 56	$1,593 80	$2,410 02	($816 22)
888-33875	05/12/2011	07/11/2012	60	MCGRAW-HILL COMPANIES INC	$44 60	$41 89	$2,675 82	$2,513 69	$162 13
						Total	**$316,699.21**	**$276,619.63**	**$40,079.58**

Nontaxable Cash in Lieu Capital Gains[3]

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-33875	N/A	05/10/2013	0	CST BRANDS INC	$0 00	$0.00	$24 42	$0 00	$24 42
						Total	**$24.42**	**$0.00**	**$24.42**

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description	Amount
888-33875	12/26/2012	AB DISCOVERY VALUE FUND CL ADV LONG CAPITAL GAIN	$702 38
888-33875	12/17/2012	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN	$149 80
		Total	**$852.18**

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[2] The selected account is Nontaxable.

Statement A

52-1276724

[3] Cash in Lieu Cash representing the value of fractional stock shares, generally paid out as the result of corporate mergers.

Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report

Please see your Year-End Tax Report for your official tax record You should verify the accuracy of all calculations with your tax advisor

[1] Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other investment that receives a K-1.

This report includes data for closed accounts

Statement A