Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation
DR GERALD J. & DOROTHY R. FRIEDMAN
FOUNDATION INC.

A Employer identification number
65-0416767

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O COHNREZNICK LLP 1212 6TH AVE.

B Telephone number
(212) 297-0400

City or town, state, and ZIP code
NEW YORK, NY 10036

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [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) ▶$ 11,883,380.

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 ▶ ☐

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).)

	Line	Description	(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				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	260,105.	260,105.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	395,378.			
	b	Gross sales price for all assets on line 6a 1,179,437.				
	7	Capital gain net income (from Part IV, line 2)		395,378.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total**. Add lines 1 through 11	655,483.	655,483.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	2,520.	1,260.	0.	1,260.
	b	Accounting fees STMT 3	10,000.	5,000.	0.	5,000.
	c	Other professional fees STMT 4	625.	313.	0.	312.
	17	Interest				
	18	Taxes STMT 5	1,128.	1,128.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	45,826.	45,015.	0.	811.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,099.	52,716.	0.	7,383.
	25	Contributions, gifts, grants paid	1,678,716.			1,678,716.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,738,815.	52,716.	0.	1,686,099.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<1,083,332.>			
	b	**Net investment income** (if negative, enter -0-)		602,767.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED
JAN 13 2014
OGDEN, UT
IRS-OSC

SCANNED JAN 15 2014

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,255,636.	560,605.	560,605.
	2	Savings and temporary cash investments	677,000.	577,000.	593,376.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	1,922,232.	1,922,232.	3,126,206.
	b	Investments - corporate stock STMT 9	6,341,402.	6,055,536.	7,257,114.
	c	Investments - corporate bonds STMT 10	79,085.	79,085.	88,167.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	74,793.	299,492.	257,912.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	10,350,148.	9,493,950.	11,883,380.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,093,552.	2,093,552.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,256,596.	7,400,398.	
	30	**Total net assets or fund balances**	10,350,148.	9,493,950.	
	31	**Total liabilities and net assets/fund balances**	10,350,148.	9,493,950.	

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	10,350,148.
2	Enter amount from Part I, line 27a	2	<1,083,332.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	227,134.
4	Add lines 1, 2, and 3	4	9,493,950.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,493,950.

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	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	1,142,590.		784,059.	358,531.
b	36,847.			36,847.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				358,531.
b				36,847.
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 — 395,378.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	678,083.	12,163,871.	.055746
2010	1,324,561.	12,310,156.	.107599
2009	3,683,833.	14,106,086.	.261152
2008	9,521,064.	18,154,512.	.524446
2007	506,405.	9,388,629.	.053938

2	**Total** of line 1, column (d)	2	1.002881
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	.200576
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,344,925.
5	Multiply line 4 by line 3	5	2,476,096.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,028.
7	Add lines 5 and 6	7	2,482,124.
8	Enter qualifying distributions from Part XII, line 4	8	1,686,099.

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	12,055.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	12,055.
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	12,055.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	98,302.		
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	98,302.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	86,247.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 86,247. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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 ▶ JOHN O'NEIL C/O PAUL WEISS Telephone no. ▶ 212-373-3000

Located at ▶ 1285 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ▶ 10019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
N/A		0.
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

223561
12-05-12

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	11,808,203.
b	Average of monthly cash balances	1b	724,716.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,532,919.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,532,919.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	187,994.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,344,925.
6	**Minimum investment return.** Enter 5% of line 5	6	617,246.

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	617,246.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 12,055.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	605,191.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	605,191.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	605,191.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,686,099.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,686,099.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,686,099.

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				605,191.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 8,775,458.				
c From 2009 3,031,641.				
d From 2010 718,446.				
e From 2011 79,618.				
f **Total** of lines 3a through e	12,605,163.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,686,099.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				605,191.
e Remaining amount distributed out of corpus	1,080,908.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,686,071.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	13,686,071.			
10 Analysis of line 9:				
a Excess from 2008 8,775,458.				
b Excess from 2009 3,031,641.				
c Excess from 2010 718,446.				
d Excess from 2011 79,618.				
e Excess from 2012 1,080,908.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

JANE FRIEDMAN C/O COHNREZNICK LLP

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				
ABINGTON THEATER CO 312 W. 36TH ST NEW YORK, NY 10018	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
AMERICAN TAP DANCE FOUNDATION 154 CHRISTOPHER ST. #2B NEW YORK, NY 10014	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,000.
ARMDI 352 7TH AVENUE, SUITE 400 NEW YORK, NY 10001	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,000.
BOWERY ARTS & SCIENCE 310 BOWERY NEW YORK, NY 10012	UNRELATED	501(C)(3)	@BARKEY - 10/30/13 04:32PM WORKSHEET GRANTS AND CONTRIBUTIONS PAID	18,000.
BROADWAY CARES 165 WEST 46TH STREET NEW YORK, NY 10036	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,678,716.
b Approved for future payment				
THE ACTOR'S FUND 729 7TH AVE, 10TH FL NEW YORK, NY 10019	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	339,048.
Total			▶ 3b	339,048.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	260,105.	
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	395,378.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		655,483.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 655,483.

(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).
	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: 12/13/13 Title: Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVE KREINIK, CPA	[signature]	12/4/13		P00839914

Firm's name ▶ COHNREZNICK LLP — Firm's EIN ▶ 22-1478099

Firm's address ▶ 1212 6TH AVENUE NEW YORK, NY 10036 — Phone no. 212-297-0400

Form **990-PF** (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLUMBIA UNIVERSITY SCHOOL OF SOCIAL WORK 1255 AMSTERDAM AVENUE NEW YORK, NY 10027	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	40,000.
DOROT 171 WEST 85TH STREET NEW YORK, NY 10024	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	2,000.
EAST VILLAGE COMMUNITY COALITION 143 AVENUE B - SIMPLEX NEW NEW YORK, NY 10009	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	2,000.
GERALD J & DOROTHY R FRIEDMAN CENTER FOR LYMPHEDEMA RESEARCH & TREATMENT 10 UNION SQUARE EAST, SUITE 2L NEW YORK, NY 10003	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	246,414.
HOWL! ARTS INC 234 WEST 45TH STREET NEW YORK, NY 10009	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	50,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS GENTILE 305 SEVENTH AVE, 19TH FL NEW YORK, NY 10001-6008	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	20,000.
LA MAMA ETC. 74A EAST 4TH STREET NEW YORK, NY 10003	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	10,000.
NORTHERN YOUTH PROJECT NM PO BOX 1040 ABIQUIU, NM 87510	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	3,500.
NYC ANTI VIOLENCE PROJECT 240 W. 35TH ST., SUITE 200 NEW YORK, NY 10001	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
PERIDANCE CONTEMPORARY DANCE CO. 126 EAST 13TH STREET NEW YORK, NY 10003	UNRELATED	501(C)(3)	JACOBOWITZ - 11/21/13 03:00PM WORKSHEET PRIVATE FOUNDATION	1,000.
Total from continuation sheets				1,648,716.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POETRY PROJECT AT ST. MARK'S PLACE 131 E. 10TH STREET NEW YORK, NY 10003	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	2,500.
PS 122 67 WEST STREET SUITE 315 BROOKLYN, NY 11222	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	10,000.
PUBLIC THEATER 425 LAYETETTE ST. NEW YORK, NY 10002	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	10,000.
ROSIE'S THEATRE KIDS 445 WEST 45TH STREET NEW YORK, NY 10036	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	79,750.
SOME SERIOUS BUSINESS PO BOX 35 ABIQUIU, NM 87510	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	17,500.
ST. MARK'S ON THE BOWERY 131 10TH ST. & 2ND AVE NEW YORK, NY 10003	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	3,000.
STEPHEN PETRONIO DANCE CO. 140 2ND AVENUE SUITE 504 NEW YORK, NY 10003-8384	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,000.
THE ACTOR'S FUND 729 7TH AVE, 10TH FL NEW YORK, NY 10019	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,102,302.
THE FIELD FOR TREMOR COLLECTIVE 243 HENRY STREET APT. 12 NEW YORK, NY 10002	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	500.
THE FIELD 243 HENRY STREET, APT 12 NEW YORK, NY 10002	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,250.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HUMANE SOCIETY OF NY 306 EAST 59TH STREET NEW YORK, NY 10022	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	2,000.
THE JEWISH FEDERATION OF NEW MEXICO 5520 WYOMING BLVD NE ALBUQUERQUE, NM 87109	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
THE MANHATTAN THEATRE CLUB 311 WEST 43RD ST 8TH FL NEW YORK, NY 10036	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	10,000.
THE MILITARY RELIGIOUS FREEDMAN FOUNDATION 13170-B CENTRAL AVE SE ALBUQUERQUE, NM 87123	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
THE VANGELINE THEATER 47 2ND STREET BROOKLYN, NY 11231	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	2,000.
TITLE 1 HOMELESS PROJECT PO BOX 21939 ALBUQUERQUE, NM 87154-1939	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	5,000.
TWEED THEATRE WORKS 332 BLEECKER STREET SUITE G-36 NEW YORK, NY 10014	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	11,000.
WALK MS NYC PO BOX 10123 UNIONDALE, NY 11555	UNRELATED	501(C)(3)	GENERAL ACTIVITIES	1,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND/INTEREST INCOME	296,952.	36,847.	260,105.
TOTAL TO FM 990-PF, PART I, LN 4	296,952.	36,847.	260,105.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAUL, WEISS, RIFKIND, WHARTON & GARRISON, LLP	2,520.	1,260.	0.	1,260.
TO FM 990-PF, PG 1, LN 16A	2,520.	1,260.	0.	1,260.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COHNREZNICK LLP	10,000.	5,000.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16B	10,000.	5,000.	0.	5,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	625.	313.	0.	312.
TO FORM 990-PF, PG 1, LN 16C	625.	313.	0.	312.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,128.	1,128.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,128.	1,128.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	44,985.	44,985.	0.	0.
FILING FEES	811.	0.	0.	811.
ADR FEES	30.	30.	0.	0.
TO FORM 990-PF, PG 1, LN 23	45,826.	45,015.	0.	811.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON DONATED STOCK CONTRIBUTED FROM FOUNDATION	227,134.
TOTAL TO FORM 990-PF, PART III, LINE 3	227,134.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		1,922,232.	3,126,206.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,922,232.	3,126,206.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,922,232.	3,126,206.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	6,055,536.	7,257,114.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,055,536.	7,257,114.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	79,085.	88,167.
TOTAL TO FORM 990-PF, PART II, LINE 10C	79,085.	88,167.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	299,492.	257,912.
TOTAL TO FORM 990-PF, PART II, LINE 13		299,492.	257,912.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE FRIEDMAN C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	PRESIDENT 2.00	0.	0.	0.
LEWIS BERNSTEIN C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	SECRETARY & TREASURER 2.00	0.	0.	0.
JUDITH KENNEDY C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	VICE-PRESIDENT 1.00	0.	0.	0.
SUSAN THOMASES C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	EXECUTIVE VICE-PRESIDENT 1.00	0.	0.	0.
MARK SATLOF C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	VICE-PRESIDENT 1.00	0.	0.	0.
JENNIFER GERSON C/O COHNREZNICK LLP 1212 6TH AVENUE NEW YORK, NY 10036	VICE-PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Account Detail

Active Assets Account
427-114214-092

FRIEDMAN FL FOUNDATION INC.
CATHERINE CHASE,CREDIT SUISSE

INTERESTED PARTY COPY

Investment Objectives †: Capital Appreciation, Income, Speculation

Brokerage Account

See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS ACTIVE ASSETS MONEY TRUST	$112,581.36	$11.26	0.010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	2.9%	$112,581.36	$11.26 $0.00

.oney market funds seek to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

CORPORATE FIXED INCOME

per ply wp

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
NATIONSBANK CORP SUBORDINATED NOTE — CUSIP 638585AU3		75,000.000	79,085-	Please Provide Please Provide	$86,460.75	N/A	$5,850.00 $1,706.25	6 76

Unit Price: $115.281; Coupon Rate 7.800%; Matures 09/15/2016; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 2.786%; Moody BAA3 S&P BBB+; Issued 09/24/96

005632 MSGDD202 013000

Account Detail

Active Assets Account 427-114214-092

FRIEDMAN FL FOUNDATION INC.
CATHERINE CHASE,CREDIT SUISSE

INTERESTED PARTY COPY

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	75,000.000	$0.00			$5,850.00	6.77%
		$0.00	$86,460.75	$0.00 LT	$1,706.25	
TOTAL CORPORATE FIXED INCOME (Incl.accr.int.)	2.2%		$88,167.00			

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
U S TREASURY BOND FED STRIP INTEREST PAYMENT	3/15/07	30,000 000	$64.696	$19,408.91				
			$85.911	$25,773.21	$29,160.90	$3,387.69 LT		
CUSIP 912833KK5	5/3/07	100,000.000	64.505	64,505.22				
			85.635	85,634.80	97,203.00	11,568.20 LT		
	Total	130,000.000		83,914.13			—	—
				111,408.01	126,363.90	14,955.89 LT	—	
Unit Price: $97.203; Zero Coupon; Matures 11/15/2016								
U S TREASURY BOND FED STRIP PRINCIPAL PAYMENT	6/19/08	200,000.000	62.502	125,004.38			—	—
CUSIP 912803AP8			78.440	156,879.63	184,364.00	27,484.37 LT	—	
Unit Price: $92.182; Zero Coupon; Matures 11/15/2018								
US TREASURY BOND FED STRIP I NTEREST PAYMENT	2/19/04	100,000.000	49.147	49,147.30				
CUSIP 912833KT6			77.188	77,187.51	92,077.00	14,889.49 LT		
	12/29/04	100,000.000	51.235	51,235.09				
			77.194	77,194 38	92,077.00	14,882.62 LT		
	3/29/06	100,000.000	54.241	54,241.00				
			77.091	77,090.76	92,077.00	14,986.24 LT		
	5/4/06	200,000.000	51.820	103,640.89				
			75.440	150,879.43	184,154.00	33,274 57 LT		
	11/16/06	100,000.000	57.502	57,502.44				
			78.039	78,039.30	92,077.00	14,037.70 LT		
	4/24/07	100,000.000	58 239	58,239.04				
			77.781	77,780.58	92,077.00	14,296.42 LT		
	6/12/08	100,000.000	62 302	62,301.71				
			78.340	78,339.52	92,077.00	13,737.48 LT		
	3/9/09	100,000.000	72.245	72,245.00				
			83.498	83,498.44	92,077.00	8,578.56 LT		

Security Mark at Right

Account Detail

Active Assets Account
427-114214-092

FRIEDMAN FL FOUNDATION INC.
CATHERINE CHASE,CREDIT SUISSE

INTERESTED PARTY COPY

GOVERNMENT SECURITIES

:EASURY SECURITIES (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
	Total	900,000.000		508,552.47			—	—
				700,009.92	**828,693.00**	128,683.08 LT	—	
Unit Price: $92.077; Zero Coupon; Matures 11/15/2018; Issued 11/15/88								
US TREASURY BOND FED STRIP I NTEREST	10/27/04	100,000.000	48.621	48,621.26				
PAYMENT			73.692	73,691.73	89,015.00	15,323.27 LT		
CUSIP 912833KX7	11/22/04	100,000.000	48.865	48,865.35				
			73.742	73,741.62	89,015.00	15,273.38 LT		
	4/4/06	100,000.000	50.787	50,786.62				
			72.824	72,823.51	89,015.00	16,191.49 LT		
	4/18/06	200,000.000	49.932	99,864.81				
			72.171	144,341.38	178,030.00	33,688.62 LT		
	10/19/06	100,000.000	52.820	52,820.32				
			73.245	73,244.87	89,015.00	15,770.13 LT		
	6/1/07	100,000.000	53.692	53,691.59				
			72.735	72,734.78	89,015.00	16,280.22 LT		
	8/24/07	100,000.000	55.256	55,255.74				
			73.396	73,395.82	89,015.00	15,619.18 LT		
	12/5/07	100,000.000	59.940	59,939.54				
			76.086	76,086.30	89,015.00	12,928.70 LT		
	6/12/08	100,000.000	58.513	58,512.87				
			74.140	74,139.62	89,015.00	14,875.38 LT		
	Total	1,000,000.000		528,358.10			—	—
				734,199.63	**890,150.00**	155,950.37 LT	—	
Unit Price: $89.015; Zero Coupon; Matures 11/15/2019; Issued 05/15/90								
'IS TREASURY BOND FED STRIP I NTEREST	12/10/07	100,000 000	55.800	55,800.24				
YMENT			72.047	72,046.71	86,547.00	14,500.29 LT		
CUSIP 912833LA6	1/28/08	100,000 000	59.412	59,411.60				
			74.407	74,407.28	86,547.00	12,139.72 LT		
	Total	200,000.000		115,211.84			—	—
				146,453.99	**173,094.00**	26,640.01 LT	—	
Unit Price: $86.547; Zero Coupon; Matures 08/15/2020; Issued 08/15/90								
US TREASURY BOND FED STRIP INTEREST	3/9/06	200,000.000	49.047	98,093.07				
PAYMENT			69.934	139,867.75	171,552.00	31,684.25 LT		
CUSIP 912833LB4	3/21/06	200,000.000	49.194	98,388.20				
			69.983	139,965.54	171,552.00	31,586.46 LT		
	3/29/06	100,000.000	48.727	48,727.00				
			69.609	69,609.48	85,776.00	16,166.52 LT		

008632 MSGDD202 013001

Account Detail

Active Assets Account
427-114214-092

FRIEDMAN FL FOUNDATION INC.
CATHERINE CHASE,CREDIT SUISSE

INTERESTED PARTY COPY

GOVERNMENT SECURITIES

TREASURY SECURITIES (CONTINUED)

curity Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
	3/27/07	100,000.000	51.881	51,881.45				
			70.133	70,132.69	85,776.00	15,643.31 LT		
	6/1/07	100,000.000	50.495	50,494.54				
			68.758	68,757.86	85,776.00	17,018.14 LT		
	8/28/07	100,000.000	52.858	52,858.45				
			70.071	70,071.11	85,776.00	15,704.89 LT		
	Total	800,000.000		400,442.71			—	—
				558,404.43	**686,208.00**	127,803.57 LT	—	
Unit Price: $85.776; Zero Coupon; Matures 11/15/2020								
US TREASURY BOND FED STRIP INTEREST PAYMENT	9/18/08	100,000.000	55.387	55,386.70			—	—
CUSIP 912833LK4			67.629	67,629.19	**78,843.00**	11,213.81 LT	—	
Unit Price: $78.843; Zero Coupon; Matures 11/15/2022; Issued 11/16/92								
US TREASURY BOND FED STRIP PRINCIPAL PAYMENT	2/4/08	200,000.000	52.681	105,361.71			—	—
CUSIP 912803BA0			66.599	133,197.83	**158,490.00**	25,292 17 LT	—	
Unit Price: $79.245; Zero Coupon; Matures 11/15/2022								

	Face Value / Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
GOVERNMENT SECURITIES	3,530,000.000	$1,922,232.04			$0.00	—
	79.7%	$2,608,182.63	$3,126,205.90	$518,023.27 LT	$0.00	

CERTIFICATES OF DEPOSIT

curity Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
GE CAPITAL RETAIL BANK (FORMER LY GE MONEY BK) DRAPER UTAH CD	10/8/10	187,000.000	$100.000	$187,000.00			$3,740.00	1.95
CUSIP 36159CVJ2			$100.000	$187,000.00	**$190,919.52**	$3,919.52 LT	$776.61	
Unit Price: $102.096; Coupon Rate 2.000%; Matures 10/15/2015; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 1.072%; Issued 10/15/10; Maturity Value = $187,000.00								
DISCOVER BK GREENWOOD DEL CD	8/31/11	245,000.000	100.000	245,000.00			4,532.50	1.79
CUSIP 254670U26			100.000	245,000.00	**252,215.25**	7,215.25 LT	1,416.40	
Unit Price: $102.945; Coupon Rate 1.850%; Matures 09/07/2016; Int. Semi-Annually Mar/Sep 07; Yield to Maturity .910%; Issued 09/07/11; Maturity Value = $245,000.00								

[redacted]

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

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 3.00% of Portfolio									
Money Market									
FEDERATED PRIME MGMT OBLIG CAP									
105,779.020	06/01/13	0000004588	06/28/13	5,601 36	105,779.02	0.00	10.85	0 01%	0.01%
Total Money Market				**$5,601.36**	**$105,779.02**	**$0.00**	**$10.85**		
Total Cash, Money Funds, and Bank Deposits				**$5,601.36**	**$105,779.02**	**$0.00**	**$10.85**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 89.00% of Portfolio								
Mutual Funds								
CULLEN HIGH DIVIDEND EQUITY FUND			Security Identifier: CHDEX					
CUSIP 230001208								
Open End Fund								
Dividend Option Cash; Capital Gains Option. Cash								
9,094.626	11/16/10 *	11.6300	105,770 50	15.2800	138,965 88	33,195.38	3,137.10	2 25%
10,105 093	02/22/11 *	12.3700	125,000.00	15.2800	154,405 82	29,405.82	3,485.65	2.25%
9,469 697	02/03/12 *	13.2000	125,000.00	15 2800	144,696 97	19,696.97	3,266.48	2.25%
28,669.416	**Total Noncovered**		**355,770.50**		**438,068.67**	**82,298.17**	**9,889.23**	
8,909.480	09/28/12	14.0300	125,000.00	15.2800	136,136.86	11,136.86	3,073 24	2.25%
8,840.170	01/02/13	14.1400	125,000.00	15.2800	135,077.80	10,077.80	3,049 32	2.25%
17,749.650	**Total Covered**		**250,000.00**		**271,214.66**	**21,214.66**	**6,122.56**	
46,419.066	**Total**		**$605,770.50**		**$709,283.33**	**$103,512.83**	**$16,011.79**	
FIDELITY LOW PRICED STOCK FUND			Security Identifier: FLPSX					
CUSIP· 316345305								
Open End Fund								
Dividend Option· Cash, Capital Gains Option· Cash								
2,927 716	11/16/10 *	35.8500	104,958.63	45.5400	133,328 19	28,369 56	1,425 80	1.06%
3,135.189	02/22/11 *	39.8700	125,000.00	45 5400	142,776.50	17,776.50	1,526.84	1.06%
3,183.902	02/03/12 *	39.2600	125,000.00	45.5400	144,994.90	19,994.90	1,550.56	1.06%
9,246.807	**Total Noncovered**		**354,958.63**		**421,099.59**	**66,140.96**	**4,503.20**	
3,189.589	09/28/12	39 1900	125,000 00	45.5400	145,253 88	20,253.88	1,553.32	1.06%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
FIDELITY LOW PRICED STOCK FUND *(continued)*								
3,189.589	Total Covered		125,000.00		145,253.88	20,253.88	1,553.32	
12,436.396	Total		$479,958.63		$566,353.47	$86,394.84	$6,056.52	
THE OAKMARK INTERNATIONAL FUND CLASS I			Security Identifier: OAKIX					
CUSIP 413838202								
Open End Fund								
Dividend Option: Cash, Capital Gains Option Cash								
1,562.209	11/16/10 *	18.6100	29,072.71	22.8800	35,743.34	6,670 63	686 59	1.92%
6,145.526	02/22/11 *	20.3400	125,000 00	22.8800	140,609 64	15,609.64	2,700 96	1.92%
6,713.212	02/03/12 *	18.6200	125,000.00	22.8800	153,598.29	28,598.29	2,950 46	1.92%
14,420.947	Total Noncovered		279,072.71		329,951.27	50,878.56	6,338.01	
6,652.475	09/28/12	18 7900	125,000 00	22.8800	152,208 63	27,208 63	2,923.76	1 92%
5,846.586	01/02/13	21.3800	125,000.00	22.8800	133,769 88	8,769.88	2,569 57	1 92%
12,499.061	Total Covered		250,000.00		285,978.51	35,978.51	5,493.33	
26,920.008	Total		$529,072.71		$615,929.78	$86,857.07	$11,831.34	
TEMPLETON GLOBAL BOND FUND CLASS A			Security Identifier: TPINX					
CUSIP. 880208103								
Open End Fund								
Dividend Option Cash, Capital Gains Option Cash								
69,989.321	05/19/11 *	13.9000	972,851.56	12.9500	906,361.71	-66,489.85	49,986.37	5 51%
Total Mutual Funds			$2,587,653.40		$2,797,928.29	$210,274.89	$83,886.02	
Total Mutual Funds			$2,587,653.40		$2,797,928.29	$210,274.89	$83,886.02	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 8.00% of Portfolio								
Exchange-Traded Products								
ISHARES TR MSCI EMERGING MKTS INDEX FD			Security Identifier: EEM					
CUSIP: 464287234								
Dividend Option Cash, Capital Gains Option: Cash								
550.000	11/16/10 *	45.3350	24,934.35	38.5000	21,175.00	-3,759.35	423.04	1.99%
550.000	02/22/11 *	45.1690	24,842.91	38.5000	21,175.00	-3,667.91	423.04	1.99%
569.000	02/03/12 *	43.9640	25,015.66	38 5000	21,906.50	-3,109.16	437 65	1.99%
1,669.000	Total Noncovered		74,792.92		64,256.50	-10,536.42	1,283.73	
600.000	09/28/12	41.6460	24,987.76	38.5000	23,100.00	-1,887.76	461.50	1.99%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
ISHARES TR MSCI EMERGING MKTS INDEX *(continued)*								
4,430.000	01/02/13	45.0820	199,711.37	38.5000	170,555.00	-29,156.37	3,407.37	1.99%
5,030.000	Total Covered		224,699.13		193,655.00	-31,044.13	3,868.87	
6,699.000	Total		$299,492.05		$257,911.50	-$41,580.55	$5,152.60	
Total Exchange-Traded Products			$299,492.05		$257,911.50	-$41,580.55	$5,152.60	
Total Exchange-Traded Products			$299,492.05		$257,911.50	-$41,580.55	$5,152.60	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$2,992,924.47	$3,161,618.81	$168,694.34	$0.00	$89,049.47

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

Disclosures and Other Information

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices have been obtained from quotation services, which we believe to be reliable. Securities for which a price is not available are marked "N/A" and are omitted from the Total

The estimated annual income (EAI) and estimated current yield (ECY) figures are estimates and for informational purposes only These figures are not considered to be a forecast or guarantee of future results. These figures are computed using information from providers believed to be reliable, however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, trading, or tax decisions. These figures assume that the position quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them. Refer to

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

ʼcurity Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
.M COMPANY (MMM)	10/2/09	400.000	$73.160	$29,264.18	$43,740.00	$14,475.82 LT		
	11/9/09	300.000	77.334	23,200.28	32,805 00	9,604.72 LT		
	12/11/09	300 000	81 861	24,558.30	32,805.00	8,246.70 LT		
	12/9/10	700 000	84.069	58,848.02	76,545 00	17,696.98 LT		
	5/19/11	300.000	94.836	28,450.74	32,805.00	4,354 26 LT		
	Total	2,000.000		164,321 52	**218,700.00**	54,378.48 LT	5,080.00	2.32
Share Price· $109.350; Next Dividend Payable 09/2013								
ABBOTT LABORATORIES (ABT)	8/16/07	500 000	24.945	12,472.43	17,440.00	4,967.57 LT		
	9/2/09	500.000	21 956	10,978.08	17,440 00	6,461.92 LT		
	11/7/11	500.000	25.680	12,840.03	17,440 00	4,599 97 LT		
	Total	1,500.000		36,290.54	**52,320.00**	16,029.46 LT	840.00	1.60
Share Price: $34.880; Next Dividend Payable 08/2013								
AT&T INC (T)	10/28/09	1,000 000	26.561	26,560.60	35,400 00	8,839.40 LT		
	5/7/10	1,000.000	25 276	25,276.20	35,400.00	10,123.80 LT		
	Total	2,000.000		51,836 80	**70,800.00**	18,963.20 LT	3,600.00	5.08
Share Price: $35.400; Next Dividend Payable 08/2013								
BECTON DICKINSON & CO (BDX)	7/23/09	500 000	72 307	36,153.57	49,415 00	13,261 43 LT		
	8/17/09	500.000	67.586	33,793.21	49,415.00	15,621 79 LT		
	9/2/09	500.000	69.415	34,707.67	49,415.00	14,707.33 LT		
	Total	1,500 000		104,654 45	**148,245.00**	43,590.55 LT	2,970.00	2.00
Share Price. $98.830; Next Dividend Payable 09/2013								
BP PLC ADS (BP)	9/30/09	600 000	54.236	32,541.35	25,044.00	(7,497.35) LT		
	4/14/10	400.000	59.968	23,987.20	16,696.00	(7,291.20) LT		
	5/3/13	1,000.000	44.059	44,058.50	41,740 00	(2,318.50) ST		
	Total	2,000.000		100,587.05	**83,480.00**	(14,788.55) LT (2,318.50) ST	4,320.00	5 17
Share Price: $41.740								
ʼISTOL MYERS SQUIBB CO (BMY)	5/19/10	750.000	23.657	17,742.75	33,517 50	15,774 75 LT		
	3/25/11	1,000.000	26.518	26,517.60	44,690.00	18,172.40 LT		
	Total	1,750.000		44,260.35	**78,207.50**	33,947.15 LT	2,450.00	3.13
Share Price: $44.690; Next Dividend Payable 08/2013								
BUNGE LTD (BG)	2/16/11	300 000	73.240	21,972.00	21,231.00	(741.00) LT		
	4/28/11	100 000	74 746	7,474.61	7,077.00	(397.61) LT		
	Total	400.000		29,446.61	**28,308.00**	(1,138.61) LT	480.00	1.69
Share Price: $70 770; Next Dividend Payable 09/2013								

Security Mark at Right

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

^TOCKS

.JMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CHUBB CORP (CB)	1/29/08	500 000	51 582	25,791.11	42,325.00	16,533.89 LT		
	3/20/08	500.000	50.483	25,241.64	42,325.00	17,083.36 LT		
	Total	1,000.000		51,032.75	**84,650.00**	33,617 25 LT	1,760 00	2.07
Share Price: $84.650; Next Dividend Payable 07/09/13								
COCA COLA CO (KO)	8/3/06	2,000 000	22.334	44,668 90	80,220.00	35,551.10 LT		
	9/14/11	1,000.000	34 923	34,923 00	40,110.00	5,187.00 LT		
	11/17/11	1,000.000	33 588	33,588 40	40,110 00	6,521 60 LT		
	Total	4,000.000		113,180 30	**160,440.00**	47,259.70 LT	4,480.00	2 79
Share Price· $40.110; Next Dividend Payable 07/01/13								
COLGATE PALMOLIVE CO (CL)	6/16/05	400 000	24.920	9,968 13	22,916.00	12,947 87 LT		
	9/2/09	400 000	36.384	14,553 43	22,916 00	8,362 57 LT		
	10/2/09	600.000	38 629	23,177.15	34,374.00	11,196 85 LT		
	4/14/10	600 000	42 087	25,252.26	34,374.00	9,121.74 LT		
	Total	2,000 000		72,950.97	**114,580.00**	41,629.03 LT	2,720.00	2 37
Share Price· $57.290, Next Dividend Payable 08/2013								
CONS EDISON INC (HLDG CO) (ED)	7/24/07	1,000.000	45 412	45,412 45	58,310.00	12,897 55 LT		
	2/15/08	500 000	42.791	21,395 69	29,155.00	7,759.31 LT		
	2/27/08	500 000	42 580	21,289.84	29,155.00	7,865.16 LT		
	5/7/10	1,000.000	44.634	44,634 00	58,310.00	13,676.00 LT		
	Total	3,000.000		132,731.98	**174,930.00**	42,198.02 LT	7,380.00	4 21
Share Price: $58.310; Next Dividend Payable 09/2013								
CVS CAREMARK CORP (CVS)	10/25/06	1,000 000	31.466	31,465.92	57,180 00	25,714 08 LT		
	11/1/06	500 000	29.415	14,707 43	28,590.00	13,882.57 LT		
	Total	1,500.000		46,173 35	**85,770.00**	39,596 65 LT	1,350.00	1 57
ıare Price· $57.180, Next Dividend Payable 08/2013								
ᴊEERE & CO (DE)	12/31/08	200 000	39.148	7,829.58	16,250 00	8,420 42 LT		
	3/12/09	500 000	29 678	14,838.78	40,625.00	25,786.22 LT		
	12/1/11	300.000	78.843	23,652.99	24,375.00	722.01 LT		
	6/20/13	200 000	83.300	16,659.96	16,250.00	(409.96) ST		
	Total	1,200 000		62,981 31	**97,500.00**	34,928 65 LT (409.96) ST	2,448 00	2.51
Share Price: $81.250; Next Dividend Payable 08/01/13								
DU PONT EI DE NEMOURS & CO (DD)	2/4/08	500.000	46.350	23,175.03	26,250.00	3,074.97 LT		
	2/15/08	500 000	46.048	23,023.81	26,250.00	3,226.19 LT		
	4/14/10	500.000	38.656	19,328.10	26,250 00	6,921.90 LT		
	11/9/12	500 000	43 607	21,803.25	26,250 00	4,446 75 ST		

009221 MSGDD202 017768

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	2,000.000		87,330 19	**105,000.00**	13,223.06 LT 4,446 75 ST	3,600.00	3.42
Share Price: $52.500; Next Dividend Payable 09/2013								
ELI LILLY & CO (LLY)	1/9/07	700.000	52.450	36,715.09	34,384 00	(2,331.09) LT		
	9/17/07	300.000	56.746	17,023 81	14,736.00	(2,287.81) LT		
	9/2/09	500.000	33.457	16,728 65	24,560.00	7,831 35 LT		
	2/17/10	500.000	34.479	17,239.25	24,560.00	7,320.75 LT		
	Total	2,000.000		87,706.80	**98,240.00**	10,533.20 LT	3,920.00	3.99
Share Price: $49.120; Next Dividend Payable 09/2013								
EMERSON ELECTRIC CO (EMR)	5/2/07	500.000	47.298	23,648.85	27,270.00	3,621.15 LT		
	5/24/07	500.000	47.630	23,815 19	27,270.00	3,454.81 LT		
	2/12/08	500.000	52.842	26,421.19	27,270.00	848 81 LT		
	11/11/08	500.000	33.038	16,519.24	27,270.00	10,750.76 LT		
	Total	2,000 000		90,404.47	**109,080.00**	18,675.53 LT	3,280.00	3.00
Share Price: $54.540; Next Dividend Payable 09/2013								
EXELON CORP (EXC)	9/16/11	500.000	43.357	21,678.60	15,440.00	(6,238.60) LT		
	11/17/11	500.000	43 798	21,899.00	15,440 00	(6,459.00) LT		
	Total	1,000 000		43,577.60	**30,880.00**	(12,697.60) LT	1,240.00	4.01
Share Price: $30 880; Next Dividend Payable 09/2013								
EXXON MOBIL CORP (XOM)	10/14/10	500 000	65.008	32,504.00	45,175.00	12,671.00 LT		
	11/7/11	500.000	78.968	39,484.00	45,175.00	5,691.00 LT		
	Total	1,000.000		71,988 00	**90,350.00**	18,362.00 LT	2,520.00	2 78
Share Price· $90.350, Next Dividend Payable 09/2013								
GENERAL ELECTRIC CO (GE)	9/30/02	500.000	24.827	12,413.61	11,595 00	(818.61) LT		
	4/23/04	500 000	31.193	15,596.66	11,595 00	(4,001.66) LT		
	5/3/07	500.000	37.873	18,936.34	11,595 00	(7,341 34) LT		
	5/25/07	500.000	38 114	19,057 09	11,595.00	(7,462.09) LT		
	1/29/08	500.000	35.205	17,602 49	11,595 00	(6,007 49) LT		
	2/4/08	500.000	35.831	17,915.74	11,595 00	(6,320.74) LT		
	Total	3,000.000		101,521.93	**69,570.00**	(31,951.93) LT	2,280.00	3.27
Share Price. $23.190, Next Dividend Payable 07/25/13								
GLAXOSMITHKLINE PLC ADS (GSK)	10/19/12	500.000	45.704	22,852 00	24,985 00	2,133 00 ST		
	1/18/13	500 000	43.820	21,910.00	24,985 00	3,075.00 ST		
	2/21/13	250.000	44.849	11,212.18	12,492.50	1,280.32 ST		
	Total	1,250.000		55,974.18	**62,462.50**	6,488 32 ST	2,933.75	4.69
Share Price: $49.970; Next Dividend Payable 07/11/13								

Security Mark at Right

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

ɔMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HEWLETT PACKARD (HPQ)	9/29/10	1,000.000	42.666	42,666.00	24,800.00	(17,866.00) LT	581.00	2.34
Share Price: $24 800; Next Dividend Payable 07/03/13								
HUBBELL INC B (HUB'B)	11/17/11	300.000	63.660	19,097.97	29,700.00	10,602.03 LT	540 00	1 81
Share Price: $99 000; Next Dividend Payable 09/2013								
INTEL CORP (INTC)	4/15/10	1,000.000	24.168	24,168.00	24,230.00	62 00 LT		
	5/19/11	1,000 000	23 458	23,458 00	24,230 00	772.00 LT		
	6/8/11	1,000 000	21 798	21,798.00	24,230.00	2,432.00 LT		
	Total	3,000.000		69,424 00	72,690.00	3,266.00 LT	2,700.00	3.71
Share Price: $24.230, Next Dividend Payable 09/2013								
JOHNSON & JOHNSON (JNJ)	1/7/04	500.000	52.258	26,128 84	42,930.00	16,801.16 LT		
	11/24/04	500.000	61.295	30,647.31	42,930.00	12,282.69 LT		
	3/20/07	500.000	61 942	30,971.10	42,930.00	11,958 90 LT		
	9/2/09	500.000	60 654	30,326.87	42,930.00	12,603.13 LT		
	Total	2,000 000		118,074 12	171,720.00	53,645.88 LT	5,280.00	3.07
Share Price: $85.860; Next Dividend Payable 09/2013								
JOHNSON CONTROLS INCORPORATED (JCI)	6/27/12	500.000	26.807	13,403.50	17,895.00	4,491.50 LT		
	7/10/12	500 000	26.839	13,419.45	17,895 00	4,475.55 ST		
	Total	1,000 000		26,822 95	35,790.00	4,491.50 LT 4,475.55 ST	760.00	2 12
Share Price: $35.790; Next Dividend Payable 07/02/13								
KIMBERLY CLARK CORP (KMB)	8/6/08	300 000	61.152	18,345.58	29,142.00	10,796 42 LT		
	9/2/09	500 000	59 185	29,592.25	48,570 00	18,977 75 LT		
	3/22/10	500.000	62.839	31,419.60	48,570.00	17,150 40 LT		
	Total	1,300.000		79,357.43	126,282.00	46,924.57 LT	4,212.00	3.33
'hare Price $97.140; Next Dividend Payable 07/02/13								
.KELAND BANCORP INC N. J. (LBAI)	10/5/04	637 979	13 293	8,480.66	6,654.12	(1,826.54) LT		
	10/29/04	637 979	13.451	8,581.67	6,654 12	(1,927.55) LT		
	11/11/04	765 576	13.565	10,384 83	7,984 96	(2,399 87) LT		
	1/11/06	388.864	12.603	4,901.01	4,055 85	(845.16) LT		
	10/27/06	1,041 602	12.146	12,651.45	10,863.91	(1,787.54) LT		
	Total	3,472.000		44,999.62	36,212.96	(8,786.66) LT	972.16	2.68
Share Price: $10.430; Next Dividend Payable 08/2013								
LOCKHEED MARTIN CORP (LMT)	2/7/12	200 000	86 008	17,201.56	21,692.00	4,490 44 LT		
	3/8/12	100.000	88 620	8,861.99	10,846.00	1,984.01 LT		
	2/1/13	100 000	87.160	8,715.95	10,846.00	2,130.05 ST		
	2/8/13	100.000	87.535	8,753 49	10,846.00	2,092 51 ST		

009221 MSGDD202 017769

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

curity Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/20/13	200.000	92 740	18,547.98	21,692 00	3,144 02 ST		
	Total	700.000		62,080.97	**75,922.00**	6,474.45 LT 7,366.58 ST	3,220 00	4 24
Share Price. $108.460; Next Dividend Payable 09/2013								
MC CORMICK AND CO NON VOTING (MKC)	1/27/11	500.000	44.840	22,419.95	35,180.00	12,760 05 LT		
	6/8/11	500.000	48 745	24,372.30	35,180 00	10,807 70 LT		
	Total	1,000.000		46,792.25	**70,360.00**	23,567.75 LT	1,360.00	1.93
Share Price: $70 360; Next Dividend Payable 07/2013								
MERCK & CO INC NEW COM (MRK)	2/23/10	500.000	36 547	18,273 50	23,225.00	4,951.50 LT		
	4/14/10	1,000.000	36.279	36,278.50	46,450 00	10,171.50 LT		
	3/27/13	500.000	44.040	22,019.95	23,225.00	1,205.05 ST		
	4/5/13	500.000	45 048	22,524.20	23,225.00	700.80 ST		
	4/12/13	500.000	46 966	23,482 90	23,225.00	(257.90) ST		
	Total	3,000 000		122,579.05	**139,350.00**	15,123.00 LT 1,647 95 ST	5,160.00	3.70
Share Price: $46.450; Next Dividend Payable 07/08/13								
NATIONAL OILWELL VARCO INC (NOV)	3/21/13	300.000	68.751	20,625.24	20,670 00	44 76 ST		
	4/9/13	100.000	68 290	6,828.99	6,890.00	61.01 ST		
	5/21/13	200.000	70 357	14,071 34	13,780.00	(291.34) ST		
	6/21/13	100.000	68.522	6,852.15	6,890 00	37 85 ST		
	Total	700.000		48,377.72	**48,230.00**	(147.72) ST	728.00	1 50
Share Price: $68.900, Next Dividend Payable 09/2013								
NORFOLK SOUTHERN CORP (NSC)	7/26/06	200.000	40.375	8,075.09	14,530.00	6,454.91 LT		
	9/27/06	500 000	44.283	22,141.70	36,325.00	14,183.30 LT		
	8/16/07	500.000	47.489	23,744.62	36,325 00	12,580.38 LT		
	9/19/07	300 000	51.977	15,592.96	21,795.00	6,202.04 LT		
	Total	1,500.000		69,554.37	**108,975.00**	39,420 63 LT	3,000.00	2.75
are Price: $72.650; Next Dividend Payable 09/2013								
PEPSICO INC NC (PEP)	6/27/02	400 000	49.301	19,720.24	32,716.00	12,995.76 LT		
	7/10/02	400 000	46.168	18,467.23	32,716.00	14,248.77 LT		
	9/6/02	400.000	38.438	15,375.12	32,716.00	17,340.88 LT		
	2/14/03	400.000	40.105	16,042.05	32,716.00	16,673.95 LT		
	4/19/06	400.000	58.774	23,509.46	32,716.00	9,206.54 LT		
	Total	2,000.000		93,114.10	**163,580.00**	70,465.90 LT	4,540.00	2.77
Share Price: $81.790; Next Dividend Payable 09/2013								

Security Mark at Right

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

JMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PFIZER INC (PFE)	7/10/02	200.000	31 657	6,331.47	5,602.00	(729.47) LT		
	9/6/02	400.000	31 415	12,565.95	11,204.00	(1,361.95) LT		
	9/12/02	400 000	30.404	12,161.75	11,204.00	(957 75) LT		
	1/21/03	500.000	31.062	15,530 98	14,005.00	(1,525.98) LT		
	5/19/05	500.000	28.950	14,475.01	14,005 00	(470.01) LT		
	4/12/07	500 000	26 766	13,383 17	14,005 00	621.83 LT		
	7/17/07	500.000	26.495	13,247 26	14,005 00	757.74 LT		
	4/18/08	500 000	20 702	10,351 19	14,005 00	3,653.81 LT		
	3/27/13	500.000	28 627	14,313.50	14,005.00	(308.50) ST		
	Total	4,000.000		112,360 28	**112,040.00**	(11.78) LT (308.50) ST	3,840.00	3.42
Share Price: $28.010; Next Dividend Payable 09/2013								
POTASH CP OF SASKATCHEWAN INC (POT)	3/8/12	500 000	43 767	21,883 60	19,065.00	(2,818 60) LT		
	1/17/13	500 000	42 200	21,099 85	19,065 00	(2,034.85) ST		
	4/25/13	300.000	40 100	12,030.00	11,439.00	(591.00) ST		
	Total	1,300 000		55,013 45	**49,569.00**	(2,818.60) LT (2,625.85) ST	1,820.00	3.67
Share Price. $38.130; Next Dividend Payable 08/2013								
PPL CORPORATION (PPL)	5/25/11	800 000	27.849	22,279.04	24,208.00	1,928 96 LT		
	11/7/11	700 000	29 706	20,794 41	21,182.00	387 59 LT		
	11/17/11	1,000 000	29 436	29,436 30	30,260 00	823 70 LT		
	Total	2,500.000		72,509.75	**75,650.00**	3,140.25 LT	3,675 00	4.85
Share Price· $30 260; Next Dividend Payable 07/01/13								
PROCTER & GAMBLE (PG)	4/2/03	800.000	45 371	36,296 50	61,592.00	25,295 50 LT		
	8/12/03	600 000	44.988	26,992 63	46,194 00	19,201.37 LT		
	9/11/03	600 000	46 198	27,718 63	46,194.00	18,475.37 LT		
	Total	2,000.000		91,007.76	**153,980.00**	62,972.24 LT	4,812.00	3 12
Share Price: $76.990; Next Dividend Payable 08/2013								
PUBLIC SERVICE ENTERPRISE GP (PEG)	3/20/12	800 000	29 658	23,726 16	26,128.00	2,401 84 LT		
	6/20/13	400 000	31 354	12,541 56	13,064.00	522.44 ST		
	Total	1,200.000		36,267.72	**39,192.00**	2,401.84 LT 522 44 ST	1,728.00	4.40
Share Price: $32 660; Next Dividend Payable 09/2013								
QUALCOMM INC (QCOM)	6/7/13	300 000	61 810	18,543.00	18,327 00	(216.00) ST		
	6/11/13	200 000	61.389	12,277 70	12,218.00	(59.70) ST		
	6/18/13	200 000	62.368	12,473 64	12,218 00	(255 64) ST		

009221 MSGDD202 017770

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

'ecurity Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	700.000		43,294 34	**42,763.00**	(531 34) ST	980 00	2 29
Share Price. $61.090; Next Dividend Payable 09/2013								
ROYAL DUTCH SHELL PLC (RDS'A)	6/12/09	500 000	54.969	27,484.25	31,900.00	4,415.75 LT		
	6/16/09	500.000	52.478	26,239.21	31,900.00	5,660.79 LT		
	9/2/09	500 000	56 077	28,038 72	31,900.00	3,861.28 LT		
	4/14/10	500 000	61.667	30,833 50	31,900.00	1,066 50 LT		
	Total	2,000.000		112,595 68	**127,600.00**	15,004.32 LT	6,120.00	4.79
Share Price: $63 800								
SIGMA ALDRICH CORP DEL (SIAL)	9/14/11	500 000	62.407	31,203.25	**40,210.00**	9,006.75 LT	430.00	1.06
Share Price: $80.420, Next Dividend Payable 09/2013								
SMUCKER JM CO COM NEW (SJM)	12/31/08	400.000	43.898	17,559.32	41,260.00	23,700.68 LT		
	5/19/10	1,000.000	58.000	58,000.00	103,150.00	45,150 00 LT		
	Total	1,400.000		75,559 32	**144,410.00**	68,850.68 LT	2,912.00	2.01
Share Price: $103.150, Next Dividend Payable 09/2013								
SOUTHERN CO (SO)	8/16/07	1,000.000	35 495	35,495.14	44,130.00	8,634.86 LT		
	9/17/07	500.000	36.963	18,481 62	22,065.00	3,583.38 LT		
	10/26/07	500 000	36 751	18,375.52	22,065 00	3,689 48 LT		
	5/7/10	1,000 000	34 139	34,138 50	44,130.00	9,991.50 LT		
	Total	3,000.000		106,490.78	**132,390.00**	25,899.22 LT	6,090.00	4.60
Share Price: $44 130; Next Dividend Payable 09/2013								
SYSCO CORP (SYY)	3/14/13	1,500.000	33.778	50,667.60	**51,240.00**	572.40 ST	1,680 00	3 27
Share Price: $34.160; Next Dividend Payable 07/2013								
U S BANCORP COM NEW (USB)	2/25/04	500.000	28 697	14,348 70	18,075 00	3,726.30 LT		
	4/14/04	500.000	26.333	13,166.42	18,075.00	4,908.58 LT		
	Total	1,000.000		27,515.12	**36,150.00**	8,634.88 LT	920.00	2.54
Share Price: $36 150; Next Dividend Payable 07/15/13								
'NION PACIFIC CORP (UNP)	7/15/09	300 000	56 441	16,932 29	46,284.00	29,351 71 LT		
	9/2/09	500.000	59 897	29,948.56	77,140.00	47,191.44 LT		
	11/17/11	300.000	101.282	30,384.75	46,284.00	15,899.25 LT		
	Total	1,100.000		77,265.60	**169,708.00**	92,442 40 LT	3,036.00	1.78
Share Price: $154.280, Next Dividend Payable 07/01/13								
UNITEDHEALTH GP INC (UNH)	4/18/13	300.000	59 870	17,961 03	19,644 00	1,682 97 ST		
	4/24/13	200.000	59.007	11,801.48	13,096 00	1,294.52 ST		
	5/22/13	200 000	62 370	12,473.98	13,096 00	622.02 ST		
	6/5/13	100 000	62.051	6,205.13	6,548 00	342 87 ST		

Account Detail

Portfolio Management Basic Securities Account
427-115868-093

GERALD & DOROTHY FRIEDMAN FDN
FL CORP CATHERINE CHASE CREDIT

INTERESTED PARTY COPY

STOCKS

·MMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	800.000		48,441.62	52,384.00	3,942.38 ST	896.00	1.71
Share Price: $65.480; Next Dividend Payable 09/2013								
VODAFONE GP PLC ADS NEW (VOD)	9/19/11	1,000.000	25.568	25,568 00	28,745.00	3,177 00 LT	1,537.00	5.34
Share Price. $28.745; Next Dividend Payable 08/07/13								
WAL MART STORES INC (WMT)	11/9/09	500.000	52.489	26,244 61	37,245 00	11,000.39 LT		
	5/19/11	500.000	55 536	27,768 00	37,245.00	9,477.00 LT		
	Total	1,000 000		54,012 61	74,490.00	20,477 39 LT	1,880.00	2.52
Share Price: $74.490; Next Dividend Payable 09/2013								
WEINGARTEN REALTY INV SBI (WRI)	4/29/03	750 000	27 393	20,544 44	23,077.50	2,533 06 LT		
	11/11/04	250 000	38.407	9,601.83	7,692 50	(1,909.33) LT		
	2/15/08	500.000	32.037	16,018 54	15,385.00	(633 54) LT		
	12/31/08	500.000	20.106	10,053.10	15,385 00	5,331.90 LT		
	Total	2,000.000		56,217 91	61,540.00	5,322 09 LT	2,440.00	3.96
Share Price: $30 770; Next Dividend Payable 09/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	89.7%	$3,467,882.49	$4,459,185.96	$968,182.97 LT $23,120.50 ST	$137,500.91 $0.00	3.08%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$3,467,882.49	$4,970,929.76	$968,182.97 LT $23,120.50 ST	$137,551.77 $0.00	2.77%

·TAL VALUE (includes accrued interest)	$4,970,929.76

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

009221 MSGDD202 017771

Form **8868** (Rev January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions DR GERALD J. & DOROTHY R. FRIEDMAN FOUNDATION INC.	Employer identification number (EIN) or 65-0416767
	Number, street, and room or suite no. If a P.O box, see instructions. C/O COHNREZNICK LLP 1212 6TH AVE.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN O'NEIL C/O PAUL WEISS 1285 AVENUE OF THE AMERICAS - NEW YORK, NY 10019
  Telephone No ▶ 212-373-3000 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 12,187.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 98,302.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13

15201122 701201 2207130800 2012.05000 DR GERALD J. & DOROTHY R. F 22071301