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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 08-01-2012 , and ending 07-31-2013

Name of foundation GOTTLIEB FOUNDATION		A Employer identification number 22-3409575			
Number and street (or P O box number if mail is not delivered to street address) 200 CENTRAL AVENUE ROOM/SUITE 102		B Telephone number (see instructions) (908) 654-7010			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 809,675		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,501	2,140		
	4 Dividends and interest from securities.	16,761	16,761		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> -14,922			
	b Gross sales price for all assets on line 6a <u>275,753</u>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	<input checked="" type="checkbox"/> -570				
12 Total. Add lines 1 through 11	4,770	18,901			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 176	176		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 9,433	9,433		
	24 Total operating and administrative expenses.				
Add lines 13 through 23	9,609	9,609		0	
25 Contributions, gifts, grants paid.	80,560			80,560	
26 Total expenses and disbursements. Add lines 24 and 25	90,169	9,609		80,560	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-85,399				
b Net investment income (if negative, enter -0-)		9,292			
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		103,435	139,468	
	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 page 15 of the 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				
	10a Investments—U S and state government obligations (attach schedule)	49,026	37,916	43,424	
	b Investments—corporate stock (attach schedule)	522,699	407,948	591,999	
	c Investments—corporate bonds (attach schedule)	27,570	22,569	25,354	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)		9,430	9,430		
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)	702,730	617,331	809,675		
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		
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	702,730	617,331		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see page 17 of the instructions)	702,730	617,331		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	702,730	617,331			
Net Assets or Fund Balances					

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	702,730
2	Enter amount from Part I, line 27a	2	-85,399
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	617,331
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	617,331

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	31,500	806,447	0 039060
2010	141,062	830,713	0 169808
2009	87,426	879,476	0 099407
2008	23,600	1,009,820	0 023371
2007	11,600	1,141,411	0 010163
2 Total of line 1, column (d).			2 0 341809
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 068361
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 800,189
5 Multiply line 4 by line 3.			5 54,701
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 91
7 Add lines 5 and 6.			7 54,796
8 Enter qualifying distributions from Part XII, line 4.			8 80,560

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	93
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	93
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	93
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25
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	25
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	68
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
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? <i>If "No," attach explanation.</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► NEIDICH COMPANY	Telephone no ► (908) 654-7010
	Located at ► 200 CENTRAL AVENUE SUITE 102 MOUNTAINSIDE NJ	ZIP +4 ► 070921961

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		
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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
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?		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
c	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL GOTTLIEB	TRUSTEE 20 00	0	0	0
18 RAINBOW RIDGE DRIVE 18 RAINBOW RIDGE DRIVE LIVINGSTON, NJ 07039				
PETER GOTTLIEB	TRUSTEE 20 00	0	0	0
5413 S GENEVA WAY 5413 S GENEVA WAY ENGLEWOOD, CO 80111				

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.				

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

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 686,208
b	Average of monthly cash balances.	1b 121,452
c	Fair market value of all other assets (see instructions).	1c 4,715
d	Total (add lines 1a, b, and c).	1d 812,375
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.	3 812,375
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 12,186
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 800,189
6	Minimum investment return. Enter 5% of line 5.	6 40,009

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 40,009
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 93
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 93
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 39,916
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 39,916
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 39,916

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 80,560
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 80,560
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 93
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 80,467

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				39,916
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.	43,600			
d From 2010.	99,602			
e From 2011.				
f Total of lines 3a through e.	143,202			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 80,560				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				39,916
e Remaining amount distributed out of corpus	40,644			
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:	183,846			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	183,846			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.	43,600			
c Excess from 2010.	99,602			
d Excess from 2011.				
e Excess from 2012.	40,644			

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

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

1 Information Regarding Foundation Managers

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	80,560
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(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	3,501	
4 Dividends and interest from securities.			14	16,761	
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					-14,922
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
PARTNERSHIP INCOME/					
11 Other revenue a <u>(LOSS)</u>					-570
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				20,262	
13 Total Add line 12, columns (b), (d), and (e).					4,770

(See worksheet in line 13 instructions to verify calculations)

B Relationship of Activities to the Accomplishment of Exempt Purposes
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.)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KESHET OF THE ROCKIES KESHET OF THE ROCKIES 450 SOUTH HUDSON STREET 450 SOUTH HUDSON STREET DENVER, CO 80246		PUBLIC	UNRESTRICTED	4,000
JDRF JUVENILE DIABETES RESEARCH FOUNDATION 8055 TUFTS AVE STE 770 8055 TUFTS AVE STE 770 DENVER, CO 80237		PUBLIC	UNRESTRICTED	11,800
JEWISH FAMILY SERVICE JEWISH FAMILY SERVICE OF CENTRAL NJ 655 WESTFIELD AVENUE 655 WESTFIELD AVENUE ELIZABETH, NJ 07208		PUBLIC	UNRESTRICTED	1,800
J KUSHNER HEBREW ACADEMY JOSEPH KUSHNER HEBREW ACADEMY 110 SOUTH ORANGE AVENUE 110 SOUTH ORANGE AVENUE LIVINGSTON, NJ 070394904		PUBLIC	UNRESTRICTED	9,000
ALLIED JEWISH FEDERATION OF CO ALLIED JEWISH FEDERATION OF CO 300 S DAHLIA STREET 300 S DAHLIA STREET DENVER, CO 80246		PUBLIC	UNRESTRICTED	15,000
YOUNG ISRAEL OF SUNNY ISLES YOUNG ISRAEL OF SUNNY ISLES 17395 N BAY ROAD 107 17395 N BAY ROAD 107 SUNNY ISLES BEACH, FL 33160		PUBLIC	UNRESTRICTED	360
DENVER JEWISH DAY SCHOOL DENVER JEWISH DAY SCHOOL 2450 S WABASH STREET 2450 S WABASH STREET DENVER, CO 80231		PUBLIC	UNRESTRICTED	13,600
AMERICAN FRIENDS OF KAPLAN MED AMERICAN FRIENDS OF KAPLAN MED 1801 MOONRAKER LANE 1801 MOONRAKER LANE VIRGINIA BEACH, VA 23454		PUBLIC	UNRESTRICTED	15,000
JEWISH NATIONAL FUND JEWISH NATIONAL FUND 42 E 69TH STREET 42 E 69TH STREET NEW YORK, NY 10021		PUBLIC	UNRESTRICTED	5,000
JEWISH FAMILY SERICE OF COLORADO JEWISH FAMILY SERVICE OF COLORADO 3201 S TAMARAC DRIVE 3201 S TAMARAC DRIVE DENVER, CO 80231		PUBLIC	UNRESTRICTED	5,000
Total			► 3a	80,560

TY 2012 Compensation Explanation

Name: GOTTLIEB FOUNDATION

EIN: 22-3409575

Person Name	Explanation
MICHAEL GOTTLIEB	
PETER GOTTLIEB	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: GOTTLIEB FOUNDATION

EIN: 22-3409575

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
91 SHS - VERIZON	2012-02	PURCHASE	2012-08		3,878	3,501			377	
117 SHS - VERIZON	2009-12	PURCHASE	2012-08		4,986	3,628			1,358	
517 SHS - PROSHARES SHORT S&P 500	2011-08	PURCHASE	2012-09		17,723	23,856			-6,133	
324 SHS - PROSHARES SHORT S&P 500	2011-09	PURCHASE	2012-09		11,107	15,089			-3,982	
4000 FNMA 4 3/8	2009-01	PURCHASE	2012-09		4,000	4,000				
136 SHS - KINDER MORGAN WTS	2011-03	PURCHASE	2012-10		468	258			210	
129 SHS - DEVON ENERGY CORP	2009-11	PURCHASE	2012-11		6,943	8,959			-2,016	
81 SHS - DEVON ENERGY CORP	2010-12	PURCHASE	2012-11		4,359	5,997			-1,638	
40 SHS - DEVON ENERGY CORP	2010-12	PURCHASE	2012-11		2,153	3,085			-932	
US TREASURY NOTE 3 3/8 11-30-12	2007-12	PURCHASE	2012-11		7,000	6,990			10	
31 SHS - EATON CORP	2010-05	PURCHASE	2012-12		1,601	1,178			423	
90 SHS - EATON CORP	2010-05	PURCHASE	2012-12		4,649	3,138			1,511	
458 SHS - PROSHARES SHORT S&P 500	2011-03	PURCHASE	2013-01		15,269	19,653			-4,384	
522 SHS - PROSHARES SHORT S&P 500	2011-04	PURCHASE	2013-01		17,403	21,775			-4,372	
297 SHS - PROSHARES SHORT S&P 500	2011-08	PURCHASE	2013-01		9,902	13,659			-3,757	
285 SHS - PROSHARES SHORT S&P 500	2011-09	PURCHASE	2013-01		9,502	13,083			-3,581	
3000 GENERAL ELECTRIC 5 0% 2-1-13	2004-09	PURCHASE	2013-02		3,000	3,000				
1000 GENERAL ELECTRIC 5 0% 2-1-13	2005-08	PURCHASE	2013-02		1,000	1,000				
1000 GENERAL ELECTIRC 5 0% 2-1-13	2006-11	PURCHASE	2013-02		1,000	991			9	
93 SHS - FAMILY DOLLAR STORES	2012-03	PURCHASE	2013-02		5,136	5,455			-319	
35 SHS - DIAGEO PLC SPON ADR	2010-04	PURCHASE	2013-03		4,394	2,379			2,015	
143 SHS - BARRICK GOLD CORP	2009-09	PURCHASE	2013-04		3,266	5,501			-2,235	
207 SHS - ISHARES SILVER TRUST	2011-02	PURCHASE	2013-04		5,287	6,187			-900	
240 SHS - ISHARES SILVER TRUST	2012-02	PURCHASE	2013-04		6,129	8,695			-2,566	
32 SHS - SPDR GOLD TR GOLD	2012-02	PURCHASE	2013-04		4,625	5,510			-885	
157 SHS - BARRICK GOLD CORP	2009-09	PURCHASE	2013-04		3,180	6,019			-2,839	
132 SHS - BARRICK GOLD CORP	2009-09	PURCHASE	2013-04		2,673	4,883			-2,210	
37 SHS - BARRICK GOLD CORP	2009-10	PURCHASE	2013-04		749	1,424			-675	
45 SHS - BARRICK GOLD CORP	2009-11	PURCHASE	2013-04		911	1,944			-1,033	
60 SHS - BARRICK GOLD CORP	2009-12	PURCHASE	2013-04		1,215	2,580			-1,365	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
61 SHS - SPDR GOLD TR GOLD	2012-02	PURCHASE	2013-04		8,314	10,504			-2,190	
27 SHS - SPDR GOLD TR GOLD	2012-08	PURCHASE	2013-04		3,680	4,384			-704	
9 SHS - SPDR GOLD TR GOLD	2012-09	PURCHASE	2013-04		1,227	1,556			-329	
5 SHS - NESTLE SPON ADR REP REG	2007-03	PURCHASE	2013-04		358	198			160	
10 SHS - NESTLE SPON ADR REP REG	2008-02	PURCHASE	2013-04		715	477			238	
23 SHS - NESTLE SPON ADR REP REG	2008-03	PURCHASE	2013-04		1,646	1,119			527	
29 SHS - NESTLE SPON ADR REP REG	2008-07	PURCHASE	2013-04		2,075	1,285			790	
27 SHS - NESTLE SPON ADR REP REG	2008-09	PURCHASE	2013-04		1,932	1,171			761	
20 SHS - NESTLE SPON ADR REP REG	2008-12	PURCHASE	2013-04		1,431	714			717	
63 SHS - CAMERON INT'L CORP	2010-04	PURCHASE	2013-04		3,688	2,873			815	
26 SHS - HONEYWELL INTERNATIONAL	2007-06	PURCHASE	2013-04		1,869	1,459			410	
22 SHS - HONEYWELL INTERNATIONAL	2007-06	PURCHASE	2013-04		1,582	1,230			352	
13 SHS - HONEYWELL INTERNATIONAL	2008-01	PURCHASE	2013-04		935	711			224	
48 SHS - HONEYWELL INTERNATIONAL	2008-02	PURCHASE	2013-04		3,451	2,797			654	
37 SHS - INT'L BUSINESS MACHINES	2007-02	PURCHASE	2013-04		7,475	3,651			3,824	
9 SHS - INT'L BUSINESS MACHINES	2007-04	PURCHASE	2013-04		1,818	853			965	
17 SHS - INT'L BUSINESS MACHINES	2007-04	PURCHASE	2013-04		3,435	1,632			1,803	
6 SHS - INT'L BUSINESS MACHINES	2007-08	PURCHASE	2013-04		1,212	680			532	
18 SHS - INT'L BUSINESS MACHINES	2008-02	PURCHASE	2013-04		3,637	2,051			1,586	
167 SHS - TEXTRON	2009-09	PURCHASE	2013-05		4,181	2,712			1,469	
82 SHS - AMERICAN ELECTRIC POWER	2012-07	PURCHASE	2013-05		3,936	3,467			469	
228 SHS - COCA COLA CO	2012-03	PURCHASE	2013-06		9,224	8,030			1,194	
283 SHS - CENTURYLINK INC	2012-07	PURCHASE	2013-07		10,266	11,813			-1,547	
210 SHS - PHILLIP MORRIS INT'L INC	2009-07	PURCHASE	2013-07		18,680	9,794			8,886	
30 SHS - PHILLIP MORRIS INT'L INC	2010-03	PURCHASE	2013-07		2,669	1,528			1,141	
48 SHS - PHILLIP MORRIS INT'L INC	2011-02	PURCHASE	2013-07		4,270	2,909			1,361	
112 SHS - MEAD JOHNSON NUTRITION CO	2013-07	PURCHASE	2013-07		8,539	7,660			879	

**TY 2012 Investments Corporate
Bonds Schedule****Name:** GOTTLIEB FOUNDATION**EIN:** 22-3409575

Name of Bond	End of Year Book Value	End of Year Fair Market Value
6M BOND - CITIGROUP INC.	5,968	6,411
MORGAN STANLEY- SEE SCHEDULE	16,601	18,943

**TY 2012 Investments Corporate
Stock Schedule****Name:** GOTTLIEB FOUNDATION**EIN:** 22-3409575

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY- SEE SCHEDULE	407,948	591,999

TY 2012 Investments Government Obligations Schedule

Name: GOTTLIEB FOUNDATION

EIN: 22-3409575

US Government Securities - End of

Year Book Value: 37,916

US Government Securities - End of

Year Fair Market Value: 43,424

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2012 Investments - Other Schedule

Name: GOTTLIEB FOUNDATION**EIN:** 22-3409575

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN PARTNERSHIPS	AT COST	9,430	9,430

TY 2012 Other Expenses Schedule

Name: GOTTLIEB FOUNDATION

EIN: 22-3409575

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BROKERAGE FEES	9,414	9,414		
ACCOUNT SERVICE FEES	19	19		

TY 2012 Other Income Schedule

Name: GOTTLIEB FOUNDATION**EIN:** 22-3409575

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME/(LOSS)	-570		

TY 2012 Taxes Schedule

Name: GOTTLIEB FOUNDATION**EIN:** 22-3409575

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MSSB - FOREIGN TAXES PAID	176	176		