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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 SEP 1, 2012, and ending AUG 31, 2013

Name of foundation

A Employer identification number

DAVID HIMELBERG FOUNDATION

13-7200887

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number

B STRAUSS ASSOC LTD 307 5TH AVENUE

8TH FL

City or town, state, and ZIP code

NEW YORK, NY 10016-6517

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 7,356,716. (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## 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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	162.	162.		STATEMENT 1
4	Dividends and interest from securities	180,210.	180,210.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	284,892.			
b	Gross sales price for all assets on line 6a	2,810,090.			
7	Capital gain net income (from Part IV, line 2)		284,892.		
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	465,264.	465,264.		
13	Compensation of officers, directors, trustees, etc.	49,500.	0.		49,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,625.	0.		1,625.
c	Other professional fees	2,852.	648.		2,204.
17	Interest				
18	Taxes	3,214.	1,714.		0.
19	Depreciation and depletion				
20	Occupancy	44,800.	0.		44,800.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	250.	0.		250.
24	Total operating and administrative expenses. Add lines 13 through 23	102,241.	2,362.		98,379.
25	Contributions, gifts, grants paid	267,288.			267,288.
26	Total expenses and disbursements. Add lines 24 and 25	369,529.	2,362.		365,667.
27	Subtract line 26 from line 12	95,735.			
a	Excess of revenue over expenses and disbursements		462,902.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

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**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	576,376.	1,020,518.	1,020,518.
	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			
	b Investments - corporate stock STMT 7	5,647,319.	5,298,912.	6,336,198.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,223,695.	6,319,430.	7,356,716.	
<b>Liabilities</b>	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.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,223,695.	6,319,430.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	6,223,695.	6,319,430.		
31 Total liabilities and net assets/fund balances	6,223,695.	6,319,430.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,223,695.
2 Enter amount from Part I, line 27a	2	95,735.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,319,430.
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	6,319,430.

**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 SCHEDULE ATTACHED	P		
b FRAC SH KRAFT FOODS GROUP	P	01/30/12	10/08/12
c 100 SHS ABBVIE INC	P	01/30/12	03/21/13
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 2,806,246.		2,522,341.	283,905.
b 16.		13.	3.
c 3,828.		2,844.	984.
d			
e			

(i) FMV 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			283,905.
b			3.
c			984.
d			
e			

2 Capital gain net income or (net capital loss)	2	284,892.
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	292,034.	6,307,203.	.046302
2010	234,699.	5,980,074.	.039247
2009	227,041.	5,313,962.	.042725
2008	320,584.	4,975,552.	.064432
2007	239,713.	6,050,574.	.039618

2 Total of line 1, column (d)	2	.232324
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	.046465
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,183,404.
5 Multiply line 4 by line 3	5	333,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,629.
7 Add lines 5 and 6	7	338,406.
8 Enter qualifying distributions from Part XII, line 4	8	365,667.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
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		1	4,629.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,629.
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	4,629.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,625.	
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	1,625.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,004.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" 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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <b>N/A</b>				
14	The books are in care of <b>THE FOUNDATION</b>	Telephone no <b>N/A</b>		
Located at <b>B STRAUSS ASSOC LTD 307 5TH AVENUE, NEW YORK, NY</b>		ZIP+4 <b>10016-6517</b>		
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	<b>N/A</b>		
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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<b>N/A</b>	1b
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>N/A</b>		
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)	<b>N/A</b>	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 <b>N/A</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	<b>N/A</b>	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

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**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

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?

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

6b

X

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
NORMAN HIMELBERG	TRUSTEE			
B STRAUSS ASSOC LTD, 307 5TH AVE				
NEW YORK, NY 100166517	40.00	49,500.	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
NONE				

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,460,825.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	831,971.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	7,292,796.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,292,796.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	109,392.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,183,404.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	359,170.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	359,170.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	4,629.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,629.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	354,541.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	354,541.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	354,541.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	365,667.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	365,667.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	4,629.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	361,038.

**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				354,541.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			312,471.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 365,667.				
a Applied to 2011, but not more than line 2a			312,471.	
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				53,196.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				301,345.
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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)

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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
<b>a Paid during the year</b>				
SCHEDULE ATTACHED			GENERAL	267,288.
<b>Total</b>			<b>3a</b>	267,288.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



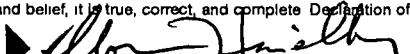
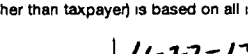
**Part XVII** · **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

- 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.				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		11-27-13 Date		TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name <b>ARYE RINGEL</b>		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	PTIN <b>P00232499</b>		Date <b>11/25/13</b>		Firm's name <b>► BARRY M STRAUSS ASSOC., LTD.</b>	
	Firm's EIN <b>► 13-3499413</b>		Firm's address <b>► 307 FIFTH AVENUE, 8TH FL NEW YORK, NY 10016-6517</b>		Phone no <b>(212) 779-4700</b>	

Form **990-PF** (2012)

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
BANK OF NEW YORK	90.
FIDELITY	71.
TD AMERITRADE	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	162.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	179,660.	0.	179,660.
TD AMERITRADE	550.	0.	550.
TOTAL TO FM 990-PF, PART I, LN 4	180,210.	0.	180,210.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARRY M STRAUSS ASSOC LTD	1,625.	0.		1,625.
TO FORM 990-PF, PG 1, LN 16B	1,625.	0.		1,625.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	648.	648.		0.
RESEARCH FEES	2,120.	0.		2,120.
BANK OF NEW YORK - ACCOUNT FEE	9.	0.		9.
FIDELITY INVESTMENTS - ACCOUNT FEE	75.	0.		75.
TO FORM 990-PF, PG 1, LN 16C	2,852.	648.		2,204.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US EXCISE TAX - NET	1,500.	0.		0.	
FOREIGN TAX W/H	1,714.	1,714.		0.	
TO FORM 990-PF, PG 1, LN 18	3,214.	1,714.		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	
NYS DEPT OF LAW - FILING FEE	250.	0.		250.	
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SCHEDULE ATTACHED	5,298,912.	6,336,198.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,298,912.	6,336,198.		



## Capital Gains Report by Year

09/01/12 Through 08/31/13

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
09/01/12 - 12/31/12						
McDonald's Corp	500.00	12/10/09	09/07/12	44,372.50	31,068.00	13,304.50
JP Morgan Chase & Co	800.00	05/12/05	09/26/12	32,783.31	28,008.00	4,775.31
Bank of America Corp	1,500.00	05/12/05	09/27/12	13,512.44	68,362.50	-54,850.06
Kraft Foods Group Inc	33.00	01/30/12	11/21/12	1,441.05	1,328.51	112.54
Kraft Foods Group Inc	233.35	02/03/12	11/21/12	10,189.96	9,322.09	867.87
Kraft Foods Group Inc	233.35	02/10/12	11/21/12	10,189.96	9,427.22	762.74
Kraft Foods Group Inc	0.30	04/05/12	11/21/12	13.10	12.04	1.06
Mondelez Int'l Inc	100.00	01/30/12	11/21/12	2,510.04	2,500.07	9.97
Mondelez Int'l Inc	700.00	02/03/12	11/21/12	17,570.30	17,367.51	202.79
Mondelez Int'l Inc	700.00	02/10/12	11/21/12	17,570.30	17,563.38	6.92
Mondelez Int'l Inc	300.00	04/05/12	11/21/12	7,530.13	7,473.52	56.61
Mondelez Int'l Inc	100.00	04/05/12	11/21/12	2,509.54	2,491.17	18.37
Mondelez Int'l Inc	100.00	04/25/12	11/21/12	2,509.54	2,517.13	-7.59
Boeing Co	300.00	05/12/05	11/27/12	21,955.48	18,301.50	3,653.98
Hewlett Packard Co	200.00	02/01/10	11/27/12	2,331.55	9,714.00	-7,382.45
Hewlett Packard Co	100.00	04/30/10	11/27/12	1,165.77	5,377.00	-4,211.23
Unilever Plc	100.00	03/30/12	11/27/12	3,716.46	3,319.67	396.79
Boeing Co	200.00	05/12/05	12/12/12	14,738.87	12,201.00	2,537.87
Kraft Foods Group Inc	166.35	04/05/12	12/12/12	7,462.91	6,673.70	789.21
Kraft Foods Group Inc	33.65	04/25/12	12/12/12	1,509.63	1,364.05	145.58
Novartis AG	200.00	05/22/07	12/12/12	12,449.87	11,480.00	969.87
PPG Industries Inc	100.00	05/12/05	12/12/12	12,163.77	6,647.00	5,516.77
Pepsico Inc	300.00	06/30/10	12/12/12	21,028.57	18,456.00	2,572.57
Raytheon Co	200.00	08/11/10	12/12/12	11,414.79	9,184.00	2,230.79
AT&T Inc	300.00	10/15/09	12/21/12	10,309.32	7,688.43	2,620.89
Boeing Co	1,700.00	05/12/05	12/21/12	128,156.49	103,708.50	24,447.99
Novartis AG	200.00	05/25/07	12/21/12	12,780.89	11,134.00	1,646.89
Novartis AG	300.00	06/05/07	12/21/12	19,171.33	16,881.00	2,290.33
PPG Industries Inc	300.00	05/12/05	12/21/12	39,714.16	19,941.00	19,773.16
Pepsico Inc	200.00	06/30/10	12/21/12	14,117.71	12,304.00	1,813.71
Pepsico Inc	100.00	11/22/10	12/21/12	7,058.86	6,377.00	681.86
TOTAL 09/01/12 - 12/31/12				503,948.60	478,192.99	25,755.61
01/01/13 - 08/31/13						
AT&T Inc	400.00	10/29/09	01/10/13	14,046.38	10,208.00	3,838.38
AT&T Inc	200.00	11/23/09	01/10/13	7,023.19	5,231.60	1,791.59
Abbott Labs	2,000.00	05/12/05	01/10/13	66,287.52	47,255.47	19,032.05
Abbott Labs	200.00	04/07/10	01/10/13	6,628.75	5,086.07	1,542.68
Abbott Labs	150.00	11/19/10	01/10/13	4,971.56	3,452.05	1,519.51
Abbvie Inc	2,000.00	05/12/05	01/10/13	68,661.69	51,244.53	17,417.16
Abbvie Inc	200.00	04/07/10	01/10/13	6,866.17	5,515.41	1,350.76
Abbvie Inc	150.00	11/19/10	01/10/13	5,149.63	3,743.45	1,406.18
Boeing Co	1,000.00	05/12/05	01/23/13	73,360.20	61,005.00	12,355.20
El Du Pont de Nemours & Co	900.00	11/19/08	02/14/13	42,798.76	25,225.20	17,573.56
El Du Pont de Nemours & Co	100.00	05/18/11	02/14/13	4,755.42	5,307.80	-552.38
Coca Cola Co	200.00	03/05/09	03/01/13	7,604.30	4,002.00	3,602.30
Coca Cola Co	400.00	12/29/09	03/01/13	15,208.60	11,404.00	3,804.60
Coca Cola Co	400.00	12/30/09	03/01/13	15,208.60	11,423.98	3,784.62
Coca Cola Co	400.00	01/12/10	03/01/13	15,208.60	11,154.00	4,054.60
Coca Cola Co	600.00	03/03/10	03/01/13	22,812.90	15,839.94	6,972.96
Coca Cola Co	600.00	06/25/10	03/01/13	22,812.90	15,876.00	6,936.90
Coca Cola Co	400.00	06/01/11	03/01/13	15,208.60	13,321.60	1,887.00
Heinz H J Co	400.00	07/19/11	03/05/13	29,005.90	21,408.00	7,597.90
Heinz H J Co	300.00	08/30/11	03/05/13	21,754.43	14,930.40	6,824.03
Heinz H J Co	200.00	11/22/11	03/05/13	14,502.95	10,530.00	3,972.95

## Capital Gains Report by Year

09/01/12 Through 08/31/13

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Heinz H J Co	300.00	11/25/11	03/05/13	21,754.43	15,161.40	6,593.03
Clorox Co	100.00	01/07/13	03/20/13	8,348.18	7,387.45	960.73
Kimberly Clark Corp	300.00	04/19/11	03/21/13	27,939.42	19,622.52	8,316.90
Procter & Gamble Co	100.00	05/12/05	03/21/13	7,652.76	5,570.50	2,082.26
Procter & Gamble Co	200.00	02/17/09	03/21/13	15,305.52	10,285.98	5,019.54
Procter & Gamble Co	200.00	01/06/10	03/21/13	15,305.52	12,144.00	3,161.52
Procter & Gamble Co	200.00	04/29/10	03/21/13	15,305.52	12,777.46	2,528.06
Procter & Gamble Co	300.00	06/25/10	03/21/13	22,958.28	18,291.00	4,667.28
Procter & Gamble Co	400.00	03/17/11	03/21/13	30,611.04	24,410.52	6,200.52
Procter & Gamble Co	200.00	06/01/11	03/21/13	15,305.67	13,173.60	2,132.07
Zimmer Holdings Inc	760.00	05/12/05	03/21/13	55,884.25	59,321.80	-3,437.55
Abbvie Inc	50.00	11/19/10	03/26/13	1,939.89	1,247.82	692.07
Abbvie Inc	500.00	02/03/12	03/26/13	19,398.88	14,051.41	5,347.47
Abbvie Inc	300.00	04/02/12	03/26/13	11,639.33	9,516.89	2,122.44
Abbvie Inc	500.00	04/05/12	03/26/13	19,398.88	15,900.34	3,498.54
Abbvie Inc	200.00	08/27/12	03/26/13	7,759.55	6,805.98	953.57
Abbvie Inc	450.00	10/24/12	03/26/13	17,458.99	15,694.15	1,764.84
Teva Pharmaceutical Inds	1,000.00	04/18/07	04/01/13	40,115.08	37,160.00	2,955.08
Teva Pharmaceutical Inds	100.00	02/11/10	04/01/13	4,011.51	5,712.00	-1,700.49
Teva Pharmaceutical Inds	300.00	04/27/10	04/01/13	12,034.52	18,496.50	-6,461.98
Wells Fargo Co	1,500.00	03/26/13	04/15/13	56,471.68	55,861.61	610.07
Colgate Palmolive Co	400.00	05/12/05	04/17/13	47,372.14	19,742.00	27,630.14
Colgate Palmolive Co	100.00	08/10/10	04/17/13	11,843.03	7,797.00	4,046.03
Colgate Palmolive Co	500.00	10/29/10	04/17/13	59,215.17	38,024.20	21,190.97
Hewlett Packard Co	100.00	04/30/10	04/23/13	2,010.30	5,377.00	-3,366.70
Glaxo Smithkline Plc	2,000.00	05/12/05	04/24/13	100,873.26	99,870.00	1,003.26
Verizon Communications Inc	300.00	10/15/09	04/25/13	15,586.49	8,136.54	7,449.95
Verizon Communications Inc	300.00	10/16/09	04/25/13	15,586.49	8,100.01	7,486.48
Verizon Communications Inc	400.00	10/23/09	04/25/13	20,781.98	10,818.71	9,963.27
Verizon Communications Inc	300.00	01/12/10	04/25/13	15,586.49	8,906.63	6,679.86
Verizon Communications Inc	500.00	01/13/10	04/25/13	25,977.48	14,741.33	11,236.15
Verizon Communications Inc	200.00	01/21/10	04/25/13	10,390.99	5,729.36	4,661.63
General Electric Co	3,000.00	05/12/05	05/06/13	66,857.55	108,180.00	-41,322.45
Eli Lilly & Co	1,400.00	05/12/05	05/23/13	77,118.29	83,482.00	-6,363.71
Morgan Stanley Co	500.00	05/12/05	05/23/13	12,628.26	20,787.33	-8,159.07
Allstate Corp	1,500.00	05/12/05	05/28/13	74,368.88	85,515.00	-11,146.12
Bank of America Corp	2,500.00	05/12/05	05/28/13	33,925.54	113,937.50	-80,011.96
CitiGroup Inc	100.00	05/12/05	05/28/13	5,232.93	46,605.00	-41,372.07
CitiGroup Inc	100.00	12/02/08	05/28/13	5,232.93	6,759.20	-1,526.27
Procter & Gamble Co	100.00	06/01/11	06/05/13	7,744.88	6,586.80	1,158.08
Procter & Gamble Co	300.00	08/02/11	06/05/13	23,234.63	18,602.40	4,632.23
Chevron Corp	50.00	02/09/10	06/12/13	6,061.16	3,625.00	2,436.16
Chevron Corp	200.00	02/11/10	06/12/13	24,244.65	14,235.46	10,009.19
Chevron Corp	200.00	05/11/10	06/12/13	24,244.65	14,482.00	9,762.65
Chevron Corp	300.00	06/28/10	06/12/13	36,366.97	21,831.00	14,535.97
Chevron Corp	300.00	01/11/11	06/12/13	36,366.97	27,155.40	9,211.57
Chevron Corp	100.00	08/11/11	06/12/13	12,122.32	9,051.80	3,070.52
Chevron Corp	300.00	08/11/11	06/12/13	36,366.97	27,155.40	9,211.57
Chevron Corp	50.00	02/13/13	06/12/13	6,061.16	5,769.38	291.78
Sanofi-Aventis ADR	200.00	04/27/10	06/13/13	10,657.29	7,200.00	3,457.29
Sanofi-Aventis ADR	100.00	02/07/13	06/13/13	5,328.65	4,851.62	477.03
Lockheed Martin Corp	50.00	02/15/13	06/24/13	5,413.98	4,373.45	1,040.53
Lockheed Martin Corp	50.00	04/18/13	06/24/13	5,413.98	4,818.45	595.53
Nike Inc	600.00	06/29/10	06/24/13	37,298.02	20,895.00	16,403.02
Nike Inc	400.00	11/21/12	06/24/13	24,865.34	18,331.57	6,533.77
ADP Inc	1,000.00	05/12/05	07/01/13	69,406.75	39,591.64	29,815.11
ADP Inc	200.00	05/11/10	07/01/13	13,881.35	7,906.00	5,975.35
ADP Inc	100.00	08/05/11	07/01/13	6,940.67	4,964.80	1,975.87
Kimberly Clark Corp	100.00	04/19/11	07/10/13	9,707.36	6,540.84	3,166.52
Kimberly Clark Corp	400.00	04/28/11	07/10/13	38,829.44	25,822.20	13,007.24
Pfizer Inc	5,000.00	05/12/05	07/10/13	139,539.62	139,525.00	14.62
Wellpoint Inc	250.00	04/16/07	07/17/13	21,330.77	20,286.53	1,044.24

## Capital Gains Report by Year

09/01/12 Through 08/31/13

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Eli Lilly & Co	500.00	05/12/05	07/30/13	26,252.99	29,815.00	-3,562.01
Lockheed Martin Corp	100.00	06/14/13	07/30/13	11,924.72	10,664.65	1,260.07
Lockheed Martin Corp	100.00	06/20/13	07/30/13	11,924.72	10,896.95	1,027.77
3M Co	200.00	05/11/10	08/09/13	23,449.86	15,704.00	7,745.86
3M Co	500.00	12/13/10	08/09/13	58,624.66	41,952.20	16,672.46
3M Co	100.00	01/11/11	08/09/13	11,724.93	8,626.80	3,098.13
Clorox Co	100.00	07/17/13	08/21/13	8,413.90	8,541.31	-127.41
Colgate Palmolive Co	400.00	03/12/13	08/21/13	23,708.24	23,213.95	494.29
Colgate Palmolive Co	300.00	03/21/13	08/21/13	17,781.18	16,859.81	921.37
TOTAL 01/01/13 - 08/31/13				2,302,296.93	2,044,147.65	258,149.28
OVERALL TOTAL				2,806,245.53	2,522,340.64	283,904.89

David Himmelberg Foundation  
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Part II, Line 10, Investments

# of Shares	Security	Book Value	Fair Market Value
1,500	3M Co	143,952 02	170,370
2,450	Abbott Labs	71,836.92	81,659
350	Abbvie Inc	11,840 75	14,914
200	Accenture Ltd	15,835 75	14,450
2,000	ADP Inc	118,055 43	142,320
800	Allergan Inc	37,144 20	70,704
1,500	Allstate Corp	85,515 00	71,880
600	American Electric Power Inc	24,274 80	25,680
25	Apple Inc	11,403 70	12,180
4,900	AT&T Inc	148,236 42	165,767
4,000	Bank of America Corp	63,189 00	56,480
200	Baxter International Inc	13,998 75	13,912
50	Becton Dickinson CO	5,102 95	4,869
1,000	Bershire Hataway - Cl B	70,055 05	111,220
150	BNY Mellon Corp	4,228 50	4,461
1,000	Boeing Co	61,005 00	103,920
100	Cardinal Health Inc	4,943 85	5,028
2,850	Chevron Corp	335,720 38	343,226
300	Citigroup Inc	20,277 60	14,499
3,000	Coca Cola Co	110,229 77	114,540
500	Colgate Palmolive Co	28,983 69	28,885
2,500	Consolidated Edison Inc	134,945 55	140,575
1,500	ConocoPhillips	83,215.52	99,450
400	CSX Corp	10,357 10	9,844
1,000	Deere & Co	86,656 33	83,640
1,500	Dover Corp	73,659 53	127,575
1,354	Duke Energy Corp	74,822.78	88,822
700	E I du Pont de Nemours & Co	36,909 31	39,634
1,500	Eli Lilly & Co	89,445 00	77,100
300	Enterprise Products Partners	17,247 34	17,826
5,500	Exxon Mobil Corp	312,522 11	479,380
400	Franklin Res Inc	28,590 67	27,696
4	Frontier Communications	32 18	17
1,000	General Electric Co	36,060 00	23,140
1,009	Glaxo Smithkline Plc	50,132 62	51,348
100	Google Inc	47,255 55	84,690
1,600	Honeywell Int'l Inc	80,264 80	127,312
1,500	IBM Corp	131,866 03	273,405
700	Illinois Tool Works Inc	39,882 95	50,029
600	Ingersoll Rand Co	24,472 10	35,484
1,000	Intel Corp	26,084 25	21,980
500	Ishares MSCI EAFE Index	38,477.00	16,305
1,500	Ishares MSCI Japan Index	22,200 00	29,585
4,700	Johnson & Johnson	355,142 81	406,127
300	Johnson Controls Inc	11,058.87	12,159
2,100	JP Morgan Chase & Co	81,463 00	106,113

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Part II, Line 10, Investments (Cont'd)

# of Shares	Security	Book Value	Fair Market Value
500	Kimberly Clark Corp	45,011 71	46,740
133	Kraft Foods Group Inc	5,391 35	6,885
500	Lowes Cos	21,474.12	22,910
2,300	McDonald's Corp	187,352 81	217,028
2,000	Merck & Co Inc	73,949 55	94,580
100	Metlife Inc	4,890 63	4,619
500	Microsoft Corp	17,870 00	16,700
500	Mondelex International Inc	12,559.70	15,335
500	Morgan Stanley Co	20,787 32	12,880
200	Nestle SA	13,121 35	13,095
2,000	Nike Inc	102,154 64	125,640
600	Norfolk Southern Corp	56,534 85	57,728
500	Novartis AG	26,928 86	36,490
100	Paychex Inc	3,318 66	3,868
3,100	Pepsico Inc	217,739 61	247,163
2,000	Pfizer Inc	55,810 00	56,420
1,500	Philip Morris Int'l	103,140 70	125,160
1,200	PPG Industries Inc	116,418 85	187,452
1,800	Procter & Gamble Co	127,125 64	140,202
100	Raytheon Co	4,592 00	7,541
650	Royal Dutch Shell Plc	42,856 49	41,984
900	Schlumberger Ltd	70,693 65	72,846
1,900	Southern Co	75,880 48	79,078
700	SPDR DJ Wilshire Global	48,026 50	27,209
100	SPDR Tr S&P Depos Recpts	15,037 00	16,365
400	Stryker Corp	19,544 00	26,756
200	T Rowe Price Group	14,679 30	14,028
200	Target Corp	13,751 93	12,662
200	Teva Pharmaceuticals Inds	12,004 00	7,644
200	Time Warner Inc	10,109 09	12,106
800	Total SA	35,635.20	44,248
700	Tri Continental Corp	12,464.10	12,733
200	Unilever Plc	8,631.29	7,636
100	United Technologies Corp	10,082.63	10,010
2,000	Verizon Communications Inc	78,879 38	94,760
1,600	Visa Inc	201,357 75	279,072
400	Walmart Stores Inc	28,644 31	29,192
2,500	Waste management Inc	20,110.40	20,220
50	Wellpoint Inc	4,057.30	4,257
600	Wells Fargo Co	22,380 46	24,648
760	Zimmer Holdings Inc	59,321.80	60,108
	Totals	\$ 5,298,912.34	\$ 6,336,198

## David Himelberg Foundation

EIN 13-7200887

08/31/2013

Schedule of Contributions:

Albert Einstein College of Medicine	\$ 10,000
American Assn for Bikur Cholim Hospital	250
American Committee for Sharre Zedek Hospital	15,000
American Committee for the Weizman Institute	4,000
American Friends of Magen David Adom	300
American Museum of Natural History	1,000
American Prostate Society	100
American Society for Yad Vashem	4,000
American Technion Society	25,000
Amit	6,000
Birthright Israel USA	25,000
Boston University	300
Boys Town Jerusalem Foundation	500
Braille Books for Blind Children	100
Chai Lifeline	2,000
Children's Village of Jerusalem	200
Disabled American Veterans	550
Doctors without Borders	300
Dorot	300
Friends of the Israel Defense Force	600
Friends of Israel Disabled Vetrans	200
Friends of Yad Sarah	600
HIAS	12,000
Hadassah	15,000
Hebrew Free Burial Association	3,000
Hillel Foundation	7,000
Jewish Genealogical Society	4,000
Jewish Guild for the Blind	6,000
John Hopkins Hospital	4,000
Lighthouse International	6,000
Lehman College	100
Metropolitan Museum of Art	275
Museum at Eldridge Street	200
Museum of Jewish Heritage	1,136
New York Public Library	200
New York University	23,500
National Jewish Outreach Program	500
Operation Smile	1,000
Rabbinical Seminary of America	23,000
St Jude Childrens Hospital	5,000
Selfhelp Community Services	2,000
Simon Wiesenthal Center	1,000
Special Olympics - NY	200
Stern College for Women	25,000
The Blue Card	2,000
The Center for Jewish History	750
The Jewish Museum	300
UJA/Federation	500
US Holocaust Museum	2,000
Workman's Circle	200
Wounded Warrior Project	125
Yeshiva University	25,000
Total	\$ <u>267,286</u>