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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

OCT 1, 2012

and ending

SEP 30, 2013

Name of foundation

C L C Kramer Foundation, Inc.

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

3840 Prairie Dunes Drive

A Employer identification number

13-6226513

City or town, state, and ZIP code

Sarasota, FL 34238

B Telephone number

941 924-0848

G Check all that apply:

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

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 ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 7,579,245. (Part I, column (d) must be on cash basis.)

Part II 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 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	789,864.			
	b Gross sales price for all assets on line 6a	1,585,961.			
	7 Capital gain net income (from Part IV, line 2)		789,864.		
	8 Net short-term capital gain				
	9 Income modifications 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	996,277.	996,277.		
	13 Compensation of officers, directors, trustees, etc.	125,000.	93,750.		31,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	5,000.	2,500.		2,500.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	25,681.	23,641.		2,040.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	359.	359.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	156,040.	120,250.		35,790.
	25 Contributions, gifts, grants paid	451,000.			451,000.
	26 Total expenses and disbursements. Add lines 24 and 25	607,040.	120,250.		486,790.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	389,237.			
	b Net investment income (if negative, enter -0-)		876,027.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Assets	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	
1	1 Cash - non-interest-bearing		57,600.	440,481.
2	2 Savings and temporary cash investments		139,706.	216,510.
3	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	5 Grants receivable			
6	6 Receivables due from officers, directors, trustees, and other disqualified persons			
7	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	8 Inventories for sale or use			
9	9 Prepaid expenses and deferred charges		42,196.	42,196.
10a	10a Investments - U.S. and state government obligations Stmt 5		12,957.	78,514.
b	10b Investments - corporate stock Stmt 6		2,212,899.	2,667,372.
c	10c Investments - corporate bonds Stmt 7		1,469,557.	889,557.
11	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	12 Investments - mortgage loans			
13	13 Investments - other Stmt 8		249,072.	262,189.
14	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	15 Other assets (describe ►)			
16	16 Total assets (to be completed by all filers)		4,183,987.	4,596,819.
17	17 Accounts payable and accrued expenses			
18	18 Grants payable			
19	19 Deferred revenue			
20	20 Loans from officers, directors, trustees, and other disqualified persons			
21	21 Mortgages and other notes payable			
22	22 Other liabilities (describe ►)			
23	23 Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		4,183,987.	4,596,819.
Net Assets or Fund Balances	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	27 Capital stock, trust principal, or current funds			
28	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29	29 Retained earnings, accumulated income, endowment, or other funds			
30	30 Total net assets or fund balances		4,183,987.	4,596,819.
31	31 Total liabilities and net assets/fund balances		4,183,987.	4,596,819.

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	4,183,987.
2	Enter amount from Part I, line 27a	2	389,237.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	4,573,224.
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	4,573,224.

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					
b	See Attached Statement				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	1,585,961.		796,097.	789,864.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e				789,864.	
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	789,864.
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	477,683.	5,389,512.	.088632
2010	455,200.	6,821,369.	.066731
2009	447,818.	6,733,324.	.066508
2008	436,610.	5,697,262.	.076635
2007	428,349.	7,701,631.	.055618

2 Total of line 1, column (d)

2 .354124

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 .070825

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 7,637,805.

5 Multiply line 4 by line 3

5 540,948.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 8,760.

7 Add lines 5 and 6

7 549,708.

8 Enter qualifying distributions from Part XII, line 4

8 486,790.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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded ►

11

1	17,521.
2	0.
3	17,521.
4	0.
5	17,521.
7	0.
8	31.
9	17,552.
10	
11	

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X
1c		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.

c Did the foundation file Form 1120-POL for this year?

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	X
4a	X
4b	
5	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.*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

DE, FL

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*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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

N/A

6	X
7	X
8b	X
9	X
10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>www.c1ckramerfoundation.org</u>		
14	The books are in care of ► <u>Robert Zabelle</u>	Telephone no. ► <u>941 924-2533</u>
Located at ► <u>3840 Prairie Dunes Dr., Sarasota, FL</u>		
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	
16	15	N/A
16	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 ►		

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.		
1a	During the year did the foundation (either directly or indirectly):	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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)?	
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?	
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	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.	
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.)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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

6b



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

 Yes No

7b



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

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
Robert Zabelle 3840 Prairie Dunes Dr Sarasota, FL 34238	President 9.00	45,000.	0.	0.
Erica Harold 17 Pasadena Dr Plainview, NY 11803	Treasurer 6.00	35,000.	0.	0.
Lawrence Rothenberg 1585 Broadway New York, NY 10036	Secretary 6.00	45,000.	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

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
NONE		

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.

Number of organizations and other associations served, conferences convened, research papers produced, etc.	
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

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		
3	All other program-related investments. See instructions.	

All other program-related investments. See instructions.

3

Total: Add lines 1 through 3

Form 990-PF (2012)

223581
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	7,298,700.
b Average of monthly cash balances	1b	455,417.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,754,117.
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	7,754,117.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,312.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,637,805.
6 Minimum investment return. Enter 5% of line 5	6	381,890.

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	381,890.
2a Tax on investment income for 2012 from Part VI, line 5	2a	17,521.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	17,521.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	364,369.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	364,369.
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	364,369.

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	486,790.
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	486,790.
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	486,790.

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				364,369.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	61,153.			
b From 2008	156,109.			
c From 2009	114,234.			
d From 2010	117,456.			
e From 2011	210,957.			
f Total of lines 3a through e	659,909.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 486,790.			0.	
a Applied to 2011, but not more than line 2a				
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	122,421.			364,369.
e Remaining amount distributed out of corpus	0.			0.
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:	782,330.			
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.				
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	61,153.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	721,177.			
10 Analysis of line 9:				
a Excess from 2008	156,109.			
b Excess from 2009	114,234.			
c Excess from 2010	117,456.			
d Excess from 2011	210,957.			
e Excess from 2012	122,421.			

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)

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	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)				
<i>a Paid during the year</i>				
	none	exempt	general	
	none	exempt	general	
	none	exempt	general	
		exempt	general	
92 St Y 1395 Lexington Ave. New York, NY 10128	None	Exempt	General	1,000
Total	See continuation sheet(s)			► 3a 451,000
<i>b Approved for future payment</i>				
None				
Total				► 3b 0

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Relationship of Activities to the Accomplishment of Exempt Purposes

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	FNMA 1992-149 H Remic	P		
b	GMAC 6.5% 4/15/13	P	04/15/13	
c	GMAC 6.8% 4/15/13	P	04/15/13	
d	GMAC 7% 9/15/18	P	10/23/12	
e	Tr. Ctf 20021 Ser F	P	10/10/12	
f	Credit Suisse Grp SPON ADRE	P	11/19/07	05/13/13
g	EXXON Mobile	P		07/12/13
h	Heinz	P		06/10/13
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

(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 5,106.		5,106.	0.
b 210,000.		210,000.	0.
c 190,000.		190,000.	0.
d 178,025.		180,000.	-1,975.
e 81,125.		86,642.	-5,517.
f 118.			118.
g 300,124.		105,064.	195,060.
h 587,250.		19,285.	567,965.
i 34,213.			34,213.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			-1,975.
e			-5,517.
f			118.
g			195,060.
h			567,965.
i			34,213.
j			
k			
l			
m			
n			
o			

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	789,864.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Alstrom Syndrome Int'l 14 Whitney Farms Rd Mount Desert ME, ME	None	Exempt	General	10,000.
Alvin Ailey Dance Foundation 406 W 55th St New York, NY 10019	None	Exempt	General	25,000.
Banyan Theater Company 636 Indian Beach Lane Sarasota, FL 34234	None	Exempt	General	30,000.
Chamber Music Society of Lincoln Center 70 Lincoln Center New York, NY 10019	None	Exempt	General	15,000.
City Center 130 W 56 St New York, NY 10019	None	Exempt	General	20,000.
Columbia University (Millar Theater) 475 Riverside Dr New York, NY 10015	None	Exempt	General	5,000.
Digestive Disease Research New York, NY 10128	none	exempt	general	500.
Fund for the Aged	none	exempt	General	1,000.
Kiwanis Center for the Arts	none	exempt	general	7,500.
Lighthouse International 111 E 59 St New York, NY 10022	None	Exempt	General	60,000.
Total from continuation sheets				450,000.

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
Lincoln Center 70 Lincoln Center <u>New York, NY 10019</u>	None	Exempt	General	10,000.
Make A Wish Foundation of Metro NY 111 Marcus Ave <u>Lake Success, NY 11042</u>	None	Exempt	General	20,000.
Manhattan Theater Club 261 W 46 St <u>New York, NY 10036</u>	none	exempt	general	5,000.
Mt. Sinai Medical Center 1 Gustave Levy PL <u>New York, NY 10029</u>	None	Exempt	General	25,000.
Musicians Foundation 875 Sixth Ave. <u>New York, NY 10001</u>	None	Exempt	General	5,000.
National Jewish Medical Center & Research Center 1400 Jackson Ave <u>Denver, CO 80206</u>	None	Exempt	General	50,000.
New York City Ballet 20 Lincoln Center <u>New York, NY 10023</u>	None	Exempt	General	5,000.
New York Philharmonic 10 Lincoln Center <u>New York, NY 10023</u>	None	Exempt	General	10,000.
New York Presbyterian Hospital 130 W 56 St <u>new York, NY 10019</u>	none	exempt	general	10,000.
Prime Time House 810 North Main Street <u>Torrington, CT 06792</u>	None	Exempt	General	2,500.
Total from continuation sheets				

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
Roundabout Theater Company 231 W 39th St <u>New York, NY 10018</u>	none	exempt	general	5,000.
Sarasota Ballet of Florida 5555 N Tamiami Trail <u>Sarasota, FL 34243</u>	None	Exempt	General	20,000.
Sarasota County Arts Council 1226 N Tamiami Trail <u>Sarasota, FL 34236</u>	None	Exempt	General	2,500.
Sarasota Opera 61 N Pineapple Ave <u>Sarasota, FL 34236</u>	None	Exempt	General	5,000.
Self Help Community Service 440 Ninth Ave <u>New York, NY 10001</u>	none	exempt	general	15,000.
St Francis Hospital 100 Port Washington Blvd <u>Roslyn, NY 11576</u>	None	Exempt	General	25,000.
UJA Federation 130 E 59th ST <u>New York, NY 10022</u>	None	Exempt	General	50,000.
Visiting Nurse Service of NY 1520 Broadway <u>New York, NY 11001</u>	None	exempt	general	5,000.
WNET/Thirteen 450 W 33rd St <u>New York, NY 10021</u>	None	Exempt	General	5,000.
Young Audiences 115 E 92 St <u>New York, NY 10128</u>	None	Exempt	General	1,000.
Total from continuation sheets				

Form 990-PF

Dividends and Interest from Securities

Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ltria Group	4,576.	0.	4,576.
merican Electric Power	1,152.	0.	1,152.
merican Tel & Tel	11,272.	0.	11,272.
pple	6,840.	0.	6,840.
eing	1,895.	0.	1,895.
omcast	784.	0.	784.
VS Caremark	383.	0.	383.
iago PLC	4,242.	0.	4,242.
u Pont	3,168.	0.	3,168.
ndurance Spec 7.75%	3,875.	0.	3,875.
nterprise Products PPTNS LP	1,632.	0.	1,632.
xxon Mobil	27,717.	0.	27,717.
idelity Cash Reserves	33.	0.	33.
idelity Strategic Income	701.	30,512.	-29,811.
NMA 1992 -149H	2,250.	0.	2,250.
rontier Com	203.	0.	203.
eneral Electric	8,880.	0.	8,880.
eneral Mills	2,740.	0.	2,740.
orgia Pacific	22,125.	0.	22,125.
axosmithkline ADR	3,520.	0.	3,520.
AC 6% 11/15/30	16,800.	0.	16,800.
AC 6.5 4/15/13	13,650.	0.	13,650.
AC 6.8%/13	816.	0.	816.
AC 7% 11/15/24	7,000.	0.	7,000.
AC 7% 9/15/16	1,330.	0.	1,330.
oldman Sachs	1,460.	0.	1,460.
ein	12,515.	0.	12,515.
ome Depot	2,920.	0.	2,920.
oneywell	3,280.	0.	3,280.
nt'l Business Machines	20,160.	0.	20,160.
shares Emerg Mkts Index	236.	0.	236.
shares Tr	13.	0.	13.
shares Tr MSCI Index	914.	0.	914.
ohnson & Johnson	2,540.	0.	2,540.
incoln National	1,056.	0.	1,056.
otorola Solutions	891.	0.	891.
orfolk Southern	9,272.	0.	9,272.
Ucor	1,468.	0.	1,468.
imco Total Return	5,712.	3,701.	2,011.
rudential PLC 6.5%	3,250.	0.	3,250.
aytheon	12,600.	0.	12,600.
ectorSPDR TR	403.	0.	403.
outhwest bell 7% 7/1/15	7,000.	0.	7,000.
rust ctf 2002-1 Ser F	2,516.	0.	2,516.
erizon	4,367.	0.	4,367.
um Brands	469.	0.	469.
otal to Form 990-PF, Part I, ln 4	240,626.	34,213.	206,413.

Form 990-PF

Legal Fees

Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	5,000.	2,500.		2,500.
o Form 990-PF, Pg 1, ln 16a	5,000.	2,500.		2,500.

Form 990-PF

Taxes

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Tax	8,160.	6,120.		2,040.
Excise tax	17,521.	17,521.		0.
o Form 990-PF, Pg 1, ln 18	25,681.	23,641.		2,040.

Form 990-PF

Other Expenses

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Representation and filing fees	305.	305.		0.
undry	54.	54.		0.
o Form 990-PF, Pg 1, ln 23	359.	359.		0.

Form 990-PF U.S. and State/City Government Obligations Statement 5

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
NMA 1992-149 H 8/25/22	X		78,514.	33,414.
Total U.S. Government Obligations			78,514.	33,414.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			78,514.	33,414.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Altria Group	50,916.	89,310.
American Electric Power	10,313.	26,010.
American Tel. & Tel.	22,692.	212,965.
Apple, Inc	48,408.	286,050.
Boeing	59,508.	117,500.
Coxcast	7,322.	49,446.
Credit Suisse Grp SPON ADR	58,300.	31,383.
IEGO PLC ISIN	131,883.	190,620.
U.S. Steel	13,813.	101,916.
Exxon Mobil	295,861.	797,688.
Airpoint Comm	70.	0.
Charles Schwab	31,964.	6,589.
General Electric	20,125.	277,680.
General Mills	69,258.	98,640.
LaxosmithklineADR	71,985.	76,335.
M. 6.75%/28 & escrow	155,200.	0.
Goldman Sachs	146,575.	111,055.
Google	59,698.	84,690.
Genzyme	0.	0.
Home Depot	55,708.	148,980.
Honeywell	75,508.	159,140.
International Business Machines	103,988.	1,020,712.
shares Emerging Mkts index	119,610.	34,218.
shares Tr MSCI index	44,550.	88,755.
Johnson & Johnson	64,868.	86,410.
Lincoln National	12,616.	100,896.
Motorola Solutions	28,244.	48,000.
Norfolk Southern Corp	21,199.	331,214.
Uucor	42,958.	45,490.
Wimco Total Return Class D	151,362.	154,146.
Raytheon	68,801.	452,450.

Verizon	14,961.	100,445.
Cocoa Cola	101,693.	94,700.
IVC Caremark	100,308.	96,475.
Enterprise Products PPTNS	152,115.	0.
Frontier Comm	0.	2,200.
Center Morgan Energy Ptnrs	153,204.	146,808.
Sum Brands	101,788.	98,028.
Total to Form 990-PF, Part II, line 10b	2,667,372.	5,766,944.

Form 990-PF	Corporate Bonds	Statement 7
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Description	Book Value	Fair Market Value
Indurance Spec 7.75%	50,004.	50,640.
Georgia Pacific 7.38% 12/1/25	311,672.	375,642.
MAC 6% 11/15/30	280,000.	280,373.
MAC 6.5%/13	0.	0.
MAC 6.8%/13	0.	0.
MAC 7% 11/15/24	100,000.	100,014.
MAC 7%/18	0.	0.
Residential PLC 6.5%	50,004.	49,860.
Southwest Bell 7% 7/1/15	97,877.	109,661.
Total to Form 990-PF, Part II, line 10c	889,557.	966,190.

Form 990-PF	Other Investments	Statement 8
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Description	Valuation Method	Book Value	Fair Market Value
Escrow	COST	75,719.	0.
rust Cts 2002-1 Ser F	COST	0.	0.
ts exp 7/10/16	COST	48,928.	28,777.
ts exp 7/10/19	COST	37,784.	20,037.
otors Liq Co GUC Tr Unit Ben Int	COST	0.	9,692.
ector SPDR Tr	COST	99,758.	97,200.
Total to Form 990-PF, Part II, line 13		262,189.	155,706.