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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Alan & Esther Fleder Foundation

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

500 E. Main St.

Room/suite

1424

City or town

Norfolk

State ZIP code

VA 23510

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 3,120,147.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

51-0217379

B Telephone number (see the instructions)

(757) 623-1062

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) (see instructions).)

(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 (att sch)

100,000.

2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

50,338.

50,338.

50,338.

4 Dividends and interest from securities

195.

195.

195.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

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/(loss) (att sch)

11 Other income (attach schedule)

See Line 11 Stmt

0.

0.

0.

12 Total. Add lines 1 through 11

150,533.

50,533.

50,533.

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 sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) See Line 18 Stmt

2,056.

25.

25.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

0.

0.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

3,298.

1,267.

1,267.

25 Contributions, gifts, grants paid

150,025.

150,025.

26 Total expenses and disbursements. Add lines 24 and 25

153,323.

1,267.

1,267.

150,025.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-2,790.

b Net investment income (if negative, enter -0-)

49,266.

c Adjusted net income (if negative, enter -0-)

49,266.

49,266.

SCANNED DEC 04 2013

REVENUE
ADMINISTRATIVE
AND
EXPENSES

910

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	15,804.	17,642.	17,642.
	2 Savings and temporary cash investments	2,708,380.	2,739,099.	2,739,099.
	3 Accounts receivable			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	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) L-10a Stmt	272,137.	236,790.	273,696.
	b Investments — corporate stock (attach schedule) L-10b Stmt	48,755.	48,755.	89,700.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ CHARTER FEE)	10.	10.	10.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,045,086.	3,042,296.	3,120,147.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,045,086.	3,042,296.	
	30 Total net assets or fund balances (see instructions)	3,045,086.	3,042,296.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,045,086.	3,042,296.	

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	3,045,086.
2 Enter amount from Part I, line 27a	2	-2,790.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,042,296.
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	3,042,296.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a FHLMC 05/15/33 JAN-SEP 2013 RETURN OF PRINCIPAL		D	08/05/03	09/30/13
b GNMA 12/20/33 OCT-DEC 2012 RETURN OF PRINCIPAL		D	03/30/04	12/31/12
c GNMA 12/20/33 JAN-SEP 2013 RETURN OF PRINCIPAL		D	03/30/04	09/30/13
d GNMA 06/20/32 OCT-DEC 2012 RETURN OF PRINCIPAL		D	08/30/02	12/31/12
e GNMA 06/20/32 JAN-SEP 2013 RETURN OF PRINCIPAL		D	08/30/02	09/30/13

(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 6,545.		6,545.	0.
b 3,582.		3,582.	0.
c 9,004.		9,004.	0.
d 4,584.		4,584.	0.
e 12,299.		12,299.	0.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			0.
b			0.
c			0.
d			0.
e			0.

2 Capital gain net income or (net capital loss).	2	0.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	3	

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.

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 (column (b) divided by column (c))
2011	133,050.	3,015,493.	0.044122
2010	153,789.	2,682,829.	0.057323
2009	151,112.	3,131,339.	0.048258
2008	148,949.	3,048,326.	0.048863
2007	149,203.	3,059,911.	0.048761

2 Total of line 1, column (d)	2	0.247327
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	0.049465
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,121,538.
5 Multiply line 4 by line 3	5	154,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	493.
7 Add lines 5 and 6	7	154,900.
8 Enter qualifying distributions from Part XII, line 4	8	150,025.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	985.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	985.
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	985.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,480.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,480.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	495.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax	11	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
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? 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
4 a 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?		
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of <u>FOUNDATION</u> Telephone no. <u>(757) 623-1062</u> Located at <u>500 E. MAIN ST. SUITE 1424, NORFOLK, VA</u> ZIP + 4 <u>23510</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 15			
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	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.

1 a	During the year did the foundation (either directly or indirectly):		Yes	No
(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)?	1 b		
	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?	1 c		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 ▶ 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.)	2 b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __			
3 a	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)	3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
LAWRENCE FLEDER 500 E. MAIN ST. STE 1424 NORFOLK VA 23510	DIR/PRES	0.	0.	0.
EILEEN KAHN 500 E. MAIN ST. STE 1424 NORFOLK VA 23510	DIR/TREAS	0.	0.	0.
JANICE L. CABACUNGAN 500 E. MAIN ST. STE 1424 NORFOLK VA 23510	SECRETARY	0.	0.	0.

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

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

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

None

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		None

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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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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	1 a	74,398.
b	Average of monthly cash balances	1 b	2,820,980.
c	Fair market value of all other assets (see instructions)	1 c	273,696.
d	Total (add lines 1a, b, and c)	1 d	3,169,074.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,169,074.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	47,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,121,538.
6	Minimum investment return. Enter 5% of line 5.	6	156,077.

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	156,077.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	985.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	985.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	155,092.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	155,092.
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	155,092.

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	1 a	150,025.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,025.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,025.

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				155,092.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			149,270.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 150,025.				
a Applied to 2011, but not more than line 2a			149,270.	
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				
e Remaining amount distributed out of corpus	755.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	755.			755.
6 Enter the net total of each column as indicated below:				
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				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				154,337.
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)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

Form 990-PF (2012)

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

Form 990-PF (2012)

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
<i>a</i> Paid during the year See Attached Schedule				150,025.
Total			3 a	150,025.
<i>b</i> Approved for future payment				
Total			3 b	

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) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	N/A					
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities .					
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					
9	Net income or (loss) from special events .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization

Alan & Esther Fleder Foundation

Employer identification number

51-0217379

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Alan & Esther Fleder Foundation

51-0217379

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CGEL ASSOCIATES, LLP 500 E. MAIN STREET, SUITE 1424 NORFOLK VA 23510	\$ 100,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
REFUND OF BANK CHARGES	0.	0.	0.
FEDERAL INCOME TAX REFUND	0.	0.	0.
Total	0.	0.	0.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FEDERAL	2,031.			
STATE CORP. RENEWAL	25.	25.	25.	
Total	2,056.	25.	25.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE EXPENSE	0.	0.	0.	
BROKER COMMISSIONS	0.	0.	0.	
Total	0.	0.	0.	

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GNMA 38373VAH3			24,443.	27,799.
FHLMC 31393RDS6			89,499.	102,280.
FHLMC 31393NVW6			95,710.	109,568.
GNMA 38374EQ91			27,138.	34,049.
Total			236,790.	273,696.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
BANK OF AMERICA STOCK 6500 SH	48,755.	89,700.
Total	48,755.	89,700.

ALAN & ESTHER FLEDER FOUNDATION			
51-0217379			
09/30/13			
Form 990-PF, Part XV			
Grants and Contributions Paid During the Year			
ORGANIZATION NAME	ADDRESS	PURPOSE	AMOUNT
Alzheimers Association	Chicago, IL	Alzheimers Research	1,150 00
American Cancer Society	Sliver Springs, MD	Cancer Research	1,750 00
American Jewish Distribution Committee	New York, NY	To provide Jewish humanitarian assistance	1,650 00
Anit-Defamation League	Washington, DC	To provide education to the public	1,500 00
Beth Shalom Village	Virginia Beach, VA	To provide support for assisted living	20,525 00
Big Brothers Big Sisters of Israel	Tel Aviv, Israel	Mentoring and empowering Jewish youth	500 00
Birthright Israel Foundation	Har Hotzvim, Jerusalem	To strengthen Jewish identity & communities	1,800 00
Boston Rescue Mission	Boston, MA	To help support the community	150 00
Capital Area Food Bank	Washington, DC	To support the food bank	1,000 00
Children's Hospital of Kings Daughters	Norfolk, VA	To help support children in need of services	500 00
Chrysler Museum of Art	Norfolk, VA	To support the arts	250 00
Combined Jewish Philanthropies	Boston, MA	To help support the Jewish community	1,000 00
Eastern Virginia Medical School	Norfolk, VA	Alfred Sirota Fund - cancer research	1,000 00
For Kids Inc	Norfolk, VA	To provide support for homeless families/community	500 00
Friends of Israeli Defense Force	New York, NY	To benefit the soldiers of IDF	4,000 00
General Douglas MacArthur Foundation	Norfolk, VA	To help support memorial, research and study	500 00
Golding/Woldenberg Institute	Jackson, MS	To provide education/rabbinic services to community	100 00
Greater Boston Food Bank	Boston, MA	To support the community	100 00
Hadassah Greater Washington Area Chapter	Washington, DC	To provide support for continuing work in Israel & America	825 00
Hadassah, The Women's Zionist Organization	Atlanta, GA	To provide support for continuing work in Israel & America	10,000 00
Hadassah University Medical Center	Jerusalem Israel	To support education	1,000 00
Hebrew Academy of Tidewater	Virginia Beach, VA	To help support school and programs	500 00
Hebrew Home of Greater Washington	Rockville, MD	Guardian Campaign - to provide support for the residents	10,000 00
Hillel of Syracuse University	Syracuse, NY	Jewish campus life	250 00
Israel Cancer Research Fund	New York, NY	Cancer Research	100 00
Ithaca College	Ithaca, NY	To support education	2,500 00
Jewish Community Center of Greater Boston	Boston, MA	To help support the community	1,000 00
Jewish Community Center of Greater Washington	Rockville, MD	To help support the community	750 00
Jewish Community Center of Manhattan	New York, NY	To help support the community	300 00
Jewish Community Center of Tidewater	Virginia Beach, VA	To help support the community	5,000 00
Jewish Community Center Film Festival	Virginia Beach, VA	To support the arts	250 00
Jewish Community Center Krug Camp Fund	Virginia Beach, VA	Day camp scholarships	4,250 00
Jewish Community Relations Council	Rockville, MD	To help support the community	500 00
Jewish Council for the Aging	Rockville, MD	To help local seniors	1,000 00
Jewish Family Services	Virginia Beach, VA	To help support the community	9,250 00
Jewish Federation of Greater Washington	Rockville, MD	To help support the community	6,000 00
Jewish Foundation for Group Homes	Rockville, MD	To provide support for assisted living	500 00
Jewish Social Service Agency	Rockville, MD	To help support the community	1,000 00
Jimmy Fund - Dana Farber Cancer Institute	Boston, MA	Cancer Research	900 00
Joy Fund	Norfolk, VA	To benefit under privileged children	575 00
Kennedy Center for the Performing Arts	Washington, DC	To promote the arts	700 00
MADD	Norfolk, VA	Eliminate drunk driving	277 00
Make a Wish Foundation	Phoenix, AZ	To benefit sick children	100 00
Malania No More	New York, NY	Medical research/disease control	500 00
Mazon	Los Angeles, CA	Providing sustenance for people at risk of hunger	1,000 00
Multiple Sclerosis Society	Norfolk, VA	Multiple Sclerosis Research	350 00
Music For the Mind-Georgetown University	Washington, DC	To support research for neurologic diseases	1,250 00
Muscular Dystrophy Association	Norfolk, VA	Muscular Dystrophy Research	175 00
Myra H Kraft Giving Back Fund	Boston, MA	To support education	1,000 00
National Council on Aging	Washington, DC	Improving the lives of older Americans	1,000 00
National Gallery of Art	Washington, DC	To support the arts	700 00
Nauticus	Norfolk, VA	To support education	1,000 00
Norfolk Area Community Kollel	Norfolk, VA	To support the community	250 00
Not My Daughter-Find a Cure-Breast Cancer	Norfolk, VA	Breast Cancer Research	150 00
Old Dominion University	Norfolk, VA	Jewish studies and interfaith understanding	250 00
Operation Smile	Norfolk, VA	To help support repair of childhood facial deformities	250 00
Planned Parenthood	Norfolk, VA	To provide educational programs to the public	250 00
Project Bread - The Walk for Hunger	East Boston, MA	To help support the community to feed the hungry	575 00
St Mary's Home for Disabled Children	Norfolk, VA	To provide care to disabled children	375 00
St Jude Children's Research Hospital	Memphis, TN	To support research	350 00
Save the Children	Westport, CT	To help support improving childrens lives worldwide	500 00
Scholarship America	Austin, TX	To support education	1,000 00
Scope	Norfolk, VA	To promote the arts	500 00
Strathmore	North Bethesda, MD	To promote the arts	250 00
Strelitz Diabetes Institute	Norfolk, VA	To support diabetes research	375 00
So Others Might Eat	Washington, DC	To help support the homeless and elderly	350 00
Special Olympics	Washington, DC	To support the community with intellectual disabilities through sports	125 00
Susan G Komen for the Cure	Dallas TX	Breast Cancer Research	500 00
Temple Israel	Norfolk, VA	To provide funds for the general purposes	9,873 00
Temple Israel Sisterhood	Norfolk, VA	To provide funds to support the sisterhood	125 00
Temple Ohabei Shalom	Brookline, MA	To provide funds for the general purposes	500 00
The Pap Corporation	Boca Raton, FL	Cancer Research	500 00
Tikkun Olam Women's Foundation	Rockville, MD	Social change for Jewish women	5,000 00
Union Mission Ministries	Norfolk, VA	To provide support to the needy	500 00
U S Holocaust Memorial Museum	Washington, DC	To provide educational programs to the public	4,000 00
U S Fund for Unicef	New York, NY	To help support the community for children	900 00
UJA Federation of New York	New York, NY	To provide educational programs to the public	1,800 00
United Jewish Federation of Tidewater	Virginia Beach, VA	Children's education	2,000 00
United Jewish Federation of Tidewater	Virginia Beach, VA	To provide educational programs to the public	1,200 00
United Jewish Federation of Tidewater	Virginia Beach, VA	To provide funds for the general purposes	10,000 00
United Jewish Federation of Tidewater-Holocaust Commission	Virginia Beach, VA	To provide educational programs to the public	1,500 00
United Way of South Hampton Roads	Norfolk, VA	To help support the community	1,000 00
V Foundation for Cancer Research	Cary, NC	Cancer Research	100 00
Virginia Beach Volunteer Rescue Squad	Virginia Beach, VA	To provide community services	250 00
Virginia Arts Festival	Norfolk, VA	To promote the arts	500 00
Virginia Opera Association	Norfolk, VA	To promote the arts	250 00
Virginia Stage Company	Norfolk, VA	To promote the arts	500 00
Virginia Symphony	Norfolk, VA	To promote the arts	250 00
Waterwheel Foundation	Burlington, VT	To raise funds for pre-selected non-profit in communities	500 00
Young Audiences of Virginia	Norfolk, VA	To promote the arts	250 00
			150,025 00