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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013

Name of foundation
THE CELEBRITY FOUNDATION INC

A Employer identification number
81-0587000

Number and street (or P O box number if mail is not delivered to street address)
19667 TURNBERRY WAY NO 26D

Room/suite

B Telephone number (see instructions)
(212) 279-1616

City or town, state, and ZIP code
AVENTURA, FL 33180

C If exemption application is pending, check here ☐

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,714,525

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	830,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30	30		
	4	Dividends and interest from securities	51,016	51,016		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	100,266			
	b	Gross sales price for all assets on line 6a 558,414				
	7	Capital gain net income (from Part IV, line 2)		100,266		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,877	5,877		
	12	**Total.** Add lines 1 through 11	987,189	157,189		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,374	8,374		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,244	1,244		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	259	259		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,877	9,877		0
	25	Contributions, gifts, grants paid	205,608			205,608
	26	**Total expenses and disbursements.** Add lines 24 and 25	215,485	9,877		205,608
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	771,704			
	b	**Net investment income** (if negative, enter -0-)		147,312		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	38,807	48,310	48,310
	2	Savings and temporary cash investments	144,330	694,844	694,844
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	1,133,989	1,345,664	1,971,371
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,317,126	2,088,818	2,714,525
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,317,126	2,088,818	
	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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,317,126	2,088,818	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,317,126	2,088,818	

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	1,317,126
2	Enter amount from Part I, line 27a	2	771,704
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,088,830
5	Decreases not included in line 2 (itemize) ▶	5	12
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,088,818

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	100,266
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	186,904	1,738,147	0 107531
2010	167,593	1,733,619	0 096672
2009	79,007	1,603,157	0 049282
2008	58,222	1,343,511	0 043336
2007	107,836	521,601	0 206740

2	**Total** of line 1, column (d).	2	0 503561
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 100712
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,410,496
5	Multiply line 4 by line 3.	5	242,766
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,473
7	Add lines 5 and 6.	7	244,239
8	Enter qualifying distributions from Part XII, line 4.	8	205,608

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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			1	2,946
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	2,946
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	2,946
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	640		
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	640
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,306
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** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	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?	1c		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MORRIS D MATALON Telephone no ▶(212) 279-1616

Located at ▶19667 TURNBERRY WAY 26D AVENTURA FL ZIP+4 ▶33180

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	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) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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)	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**	No
	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
MORRIS D MATALON 19667 TURNBERRY WAY 26D AVENTURA, FL 33180	CHAIRMAN & DIRECTOR 0 00	0	0	0
ELI MATALON 1145 EAST 22ND STREET BROOKLYN, NY 11210	DIRECTOR 0 00	0	0	0
SAMUEL MATALON 1139 EAST 22ND STREET BROOKLYN, NY 11210	DIRECTOR 0 00	0	0	0
MICHAEL MATALON 1092 EAST 22ND STREET BROOKLYN, NY 11210	DIRECTOR 0 00	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 ▶ 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 (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. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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	2,135,248
b	Average of monthly cash balances	1b	311,956
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,447,204
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	2,447,204
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,708
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,410,496
6	**Minimum investment return.** Enter 5% of line 5	6	120,525

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	120,525
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,946		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,946
3	Distributable amount before adjustments Subtract line 2c from line 1			3	117,579
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	117,579
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	117,579

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	205,608
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	205,608
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	205,608

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					117,579
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	81,998				
b From 2008.					
c From 2009.					
d From 2010.	81,583				
e From 2011.	100,601				
f **Total** of lines 3a through e.		264,182			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 205,608					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					117,579
e Remaining amount distributed out of corpus		88,029			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		352,211			
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 instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		81,998			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		270,213			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	81,583				
d Excess from 2011. . . .	100,601				
e Excess from 2012. . . .	88,029				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization 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))

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				205,608
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	30	
4 Dividends and interest from securities. . . .			14	51,016	
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.	900099	5,877			
8 Gain or (loss) from sales of assets other than inventory			18	100,266	
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). .		5,877		151,312	0

13 Total. Add line 12, columns (b), (d), and (e). 13 157,189

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	TRADING ACTIVITIES TO PRODUCE INCOME FOR CHARITABLE PURPOSES

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-19	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MITCHELL SORKIN	MITCHELL SORKIN			P01327877

Firm's name	RAICH ENDE MALTER & CO LLP	Firm's EIN 11-2336434
Firm's address	1375 BROADWAY NEW YORK, NY 10018	Phone no (212) 944-4433

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AMERICAN CAPITAL AGENCY REITS	P	2012-12-17	2013-07-01
ANNALY CAPITAL MANAGEMENT	P	2012-12-17	2013-07-01
CATERPILLAR INC	P	2009-06-26	2013-07-01
CATERPILLAR INC	P	2009-08-21	2013-07-16
CATERPILLAR INC	P	2009-11-23	2013-07-16
CATERPILLAR INC	P	2010-02-23	2013-07-16
CATERPILLAR INC	P	2010-05-21	2013-07-16
CATERPILLAR INC	P	2010-08-23	2013-07-16
CATERPILLAR INC	P	2010-11-23	2013-07-16
CATERPILLAR INC	P	2011-02-23	2013-07-16
CATERPILLAR INC	P	2011-05-23	2013-07-16
CATERPILLAR INC	P	2011-08-23	2013-07-16
CATERPILLAR INC	P	2011-11-22	2013-07-16
CATERPILLAR INC	P	2011-11-29	2013-07-16
CATERPILLAR INC	P	2011-11-29	2013-07-16
E V ENERGY PARTNERS LP	P	2012-08-15	2013-07-01
E V ENERGY PARTNERS LP	P	2012-11-15	2013-07-01
E V ENERGY PARTNERS LP	P	2013-02-15	2013-07-01
E V ENERGY PARTNERS LP	P	2013-05-16	2013-07-01
E V ENERGY PARTNERS LP	P	2013-05-16	2013-07-01
E V ENERGY PARTNERS LP	P	2009-06-26	2013-07-01
E V ENERGY PARTNERS LP	P	2009-06-26	2013-07-01
E V ENERGY PARTNERS LP	P	2009-06-26	2013-07-01
E V ENERGY PARTNERS LP	P	2009-06-26	2013-07-01
E V ENERGY PARTNERS LP	P	2009-06-26	2013-07-01
E V ENERGY PARTNERS LP	P	2009-08-17	2013-07-01
E V ENERGY PARTNERS LP	P	2009-11-16	2013-07-01
E V ENERGY PARTNERS LP	P	2010-02-16	2013-07-01
E V ENERGY PARTNERS LP	P	2010-05-17	2013-07-01
E V ENERGY PARTNERS LP	P	2010-08-16	2013-07-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
E V ENERGY PARTNERS LP	P	2010-11-15	2013-07-01
E V ENERGY PARTNERS LP	P	2011-02-15	2013-07-01
E V ENERGY PARTNERS LP	P	2011-05-16	2013-07-01
E V ENERGY PARTNERS LP	P	2011-08-15	2013-07-01
E V ENERGY PARTNERS LP	P	2011-11-15	2013-07-01
E V ENERGY PARTNERS LP	P	2012-02-15	2013-07-01
E V ENERGY PARTNERS LP	P	2012-05-16	2013-07-01
HANCOCK JOHN PFD INCOME FUND II	P	2011-05-24	2013-07-16
HANCOCK JOHN PFD INCOME FUND II	P	2011-05-24	2013-07-16
HANCOCK JOHN PFD INCOME FUND II	P	2011-05-24	2013-07-16
HANCOCK JOHN PFD INCOME FUND II	P	2011-05-24	2013-07-16
HJ HEINZ CO	P	2009-06-26	2013-06-10
HJ HEINZ CO	P	2009-10-14	2013-06-10
HJ HEINZ CO	P	2010-01-12	2013-06-10
HJ HEINZ CO	P	2010-04-13	2013-06-10
HJ HEINZ CO	P	2010-07-13	2013-06-10
HJ HEINZ CO	P	2010-10-13	2013-06-10
HJ HEINZ CO	P	2010-11-02	2013-06-10
JPMORGAN CORE BOND	P	2013-01-02	2013-07-01
JPMORGAN CORE BOND	P	2012-01-01	2013-07-01
LINN ENERGY	P	2009-06-26	2013-05-07
LINN ENERGY	P	2012-08-15	2013-07-16
LINN ENERGY	P	2012-11-15	2013-07-16
LINN ENERGY	P	2013-02-15	2013-07-16
LINN ENERGY	P	2013-05-16	2013-07-16
LINN ENERGY	P	2013-05-16	2013-07-16
LINN ENERGY	P	2009-06-26	2013-07-01
LINN ENERGY	P	2009-06-26	2013-07-16
LINN ENERGY	P	2009-08-17	2013-07-16
LINN ENERGY	P	2009-11-16	2013-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LINN ENERGY	P	2010-02-16	2013-07-16
LINN ENERGY	P	2010-05-17	2013-07-16
LINN ENERGY	P	2010-08-16	2013-07-16
LINN ENERGY	P	2010-11-15	2013-07-16
LINN ENERGY	P	2011-02-15	2013-07-16
LINN ENERGY	P	2011-05-16	2013-07-16
LINN ENERGY	P	2011-08-15	2013-07-16
LINN ENERGY	P	2011-11-15	2013-07-16
LINN ENERGY	P	2012-02-15	2013-07-16
LINN ENERGY	P	2012-05-16	2013-07-16
MAGELLAN MIDSTREAM PARTNER	P	2009-06-26	2012-10-15
MICROSOFT CORP	P	2012-10-12	2013-07-16
MONDELEZ INTL INC	P	2012-12-17	2013-07-01
PHILLIP MORRIS INTL INC	P	2009-06-26	2013-07-16
PHILLIP MORRIS INTL INC	P	2009-10-12	2013-07-16
PHILLIP MORRIS INTL INC	P	2010-01-12	2013-07-16
PHILLIP MORRIS INTL INC	P	2010-04-12	2013-07-16
PHILLIP MORRIS INTL INC	P	2010-07-12	2013-07-16
PHILLIP MORRIS INTL INC	P	2010-10-11	2013-07-16
PHILLIP MORRIS INTL INC	P	2010-11-02	2013-07-16
SCHWAB INTERMEDIATE TERM BOND	P	2013-01-02	2013-07-01
SCHWAB INTERMEDIATE TERM BOND	P	2012-01-02	2013-07-01
SCHWAB TREASURY	P	2013-01-02	2013-07-01
SCHWAB TREASURY	P	2012-01-02	2013-07-01
TEVA PHARMACEUTICALS	P	2011-05-18	2012-10-12
UNITED PARCEL SERVICE	P	2012-12-17	2013-07-16
VERIZON COMMUNICATIONS INC	P	2009-06-26	2013-07-16
VERIZON COMMUNICATIONS INC	P	2009-08-04	2013-07-16
VERIZON COMMUNICATIONS INC	P	2009-11-03	2013-07-16
VERIZON COMMUNICATIONS INC	P	2010-02-02	2013-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VERIZON COMMUNICATIONS INC	P	2010-05-04	2013-07-16
VERIZON COMMUNICATIONS INC	P	2010-08-03	2013-07-16
VERIZON COMMUNICATIONS INC	P	2010-11-02	2013-07-16
VERIZON COMMUNICATIONS INC	P	2010-11-02	2013-07-16
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,457		15,509	-4,052
18,774		21,519	-2,745
24,814		10,389	14,425
239		126	113
187		127	60
194		128	66
191		129	62
173		136	37
146		137	9
120		138	-18
120		138	-18
159		145	14
141		146	-5
3		3	0
17,539		18,325	-786
490		732	-242
491		743	-252
508		754	-246
2		2	0
708		764	-56
3,719		1,868	1,851
3,719		1,868	1,851
4,314		2,167	2,147
6,845		3,437	3,408
7,438		3,736	3,702
1,401		753	648
1,147		782	365
1,002		807	195
1,003		828	175
928		850	78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
847		870	-23
750		888	-138
623		905	-282
502		919	-417
498		930	-432
384		713	-329
473		721	-248
8,046		8,262	-216
10,058		10,332	-274
10,058		10,342	-284
12,069		12,396	-327
21,750		10,701	11,049
227		126	101
217		127	90
202		129	73
223		139	84
210		140	70
36,250		24,739	11,511
755		730	25
28,537		27,609	928
17,876		9,759	8,117
595		930	-335
638		947	-309
656		965	-309
22		31	-9
669		953	-284
9,982		5,856	4,126
5,041		3,904	1,137
726		630	96
661		648	13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
635		665	-30
684		681	3
594		698	-104
517		746	-229
492		760	-268
512		773	-261
538		822	-284
563		837	-274
586		852	-266
612		912	-300
31		12	19
17,991		14,494	3,497
20,586		18,216	2,370
26,838		12,615	14,223
310		174	136
320		176	144
301		178	123
330		180	150
317		201	116
16,314		10,655	5,659
2,039		2,033	6
55,446		55,278	168
740		705	35
45,752		43,605	2,147
11,837		14,915	-3,078
25,632		21,954	3,678
14,985		8,721	6,264
216		129	87
247		135	112
246		138	108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
259		140	119
256		152	104
241		158	83
33,501		21,911	11,590
429			429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-4,052
			-2,745
			14,425
			113
			60
			66
			62
			37
			9
			-18
			-18
			14
			-5
			0
			-786
			-242
			-252
			-246
			0
			-56
			1,851
			1,851
			2,147
			3,408
			3,702
			648
			365
			195
			175
			78

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-23
			-138
			-282
			-417
			-432
			-329
			-248
			-216
			-274
			-284
			-327
			11,049
			101
			90
			73
			84
			70
			11,511
			25
			928
			8,117
			-335
			-309
			-309
			-9
			-284
			4,126
			1,137
			96
			13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-30
			3
			-104
			-229
			-268
			-261
			-284
			-274
			-266
			-300
			19
			3,497
			2,370
			14,223
			136
			144
			123
			150
			116
			5,659
			6
			168
			35
			2,147
			-3,078
			3,678
			6,264
			87
			112
			108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			119
			104
			83
			11,590
			429

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BETH TORAH CONGREGATION 1061 OCEAN PARKWAY BROOKLYN, NY 11223			GENERAL SUPPORT	100
PORAT YOSEF FOUNDATION 1879 EAST 2ND STREET BROOKLYN, NY 11223			GENERAL SUPPORT	200
TEBAH EDUCATIONAL SERVICES 34 WEST 33RD STREET 2ND FLOOR NEW YORK, NY 10001			GENERAL SUPPORT	252
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215			GENERAL SUPPORT	360
SEPHARDIC ADDIC FAMILY EDUCATION 425 KINGS HIGHWAY BROOKLYN, NY 11223			GENERAL SUPPORT	381
ALYN HOSPITAL 122 EAST 42ND STREET SUITE 1519 NEW YORK, NY 10168			GENERAL SUPPORT	500
BETH OLOTH 704 EAST THIRD STREET BROOKLYN, NY 11218			GENERAL SUPPORT	500
HALACHIC ORGAN DONOR SOCIETY PO BOX 693 NEW YORK, NY 10108			GENERAL SUPPORT	500
OTSAR FAMILY SERVICES 2334 WEST 13TH STREET BROOKLYN, NY 11232			GENERAL SUPPORT	500
NEFESH YESHIVA 1750 EAST 18TH STREET BROOKLYN, NY 11229			GENERAL SUPPORT	500
HATZOLOH FLATBUSH 1880 OCEAN PARKWAY BROOKLYN, NY 11224			GENERAL SUPPORT	501
MAGEN DAVID WEST DEAL 395 DEAL ROAD OCEAN, NJ 07712			GENERAL SUPPORT	802
A TIME FERTILITY CLINIC 1310 48TH STREET SUITE 406 BROOKLYN, NY 11219			GENERAL SUPPORT	1,000
AM SHALEM TEL AVIV ISRAEL IS			GENERAL SUPPORT	1,000
AELET HASHACHAR 4 HAROEH ST ISRAEL IS			GENERAL SUPPORT	1,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BONEI OLAM 4205 17TH AVENUE BROOKLYN, NY 11204			GENERAL SUPPORT	1,000
OHEL CHILDRENS HOME PO BOX 2088 BROOKLYN, NY 11231			GENERAL SUPPORT	1,000
SEPHARDIC FOOD FUND 1901 OCEAN PARKWAY BROOKLYN, NY 11223			GENERAL SUPPORT	1,000
CONGREGATION SHAARE SHALOM 2214 AVENUE T BROOKLYN, NY 11222			GENERAL SUPPORT	1,000
DEAL SEPHARDIC NETWORK 395 DEAL ROAD OCEAN, NJ 07712			GENERAL SUPPORT	1,000
HAAZINU CHARITABLE FOUNDATION 1400 CONEY ISLAND BROOKLYN, NY 11223			GENERAL SUPPORT	1,000
SHEHEBAR SEPHARDIC CENTER 100 WEST 33RD STREET SUITE 1012 NEW YORK, NY 10001			GENERAL SUPPORT	1,000
NESACH YISRAEL 1890 EAST 5TH STREET BROOKLYN, NY 11223			GENERAL SUPPORT	1,200
BJ'S CHARITY PRO AM 1340 SOLDIERS FIELD ROAD BOSTON, MA 02135			GENERAL SUPPORT	1,750
SPECIAL ED ACADEMY DEAL 1 MERIDIAN ROAD BROOKLYN, NY 11243			GENERAL SUPPORT	1,980
HATZALAH VOLUNTEER EMS - JERSEY PO BOX 2333 ELBERON, NJ 17740			GENERAL SUPPORT	2,000
UJA-FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022			GENERAL SUPPORT	2,500
CHAI LIFELINE 151 W 30TH STREET NEW YORK, NY 10001			GENERAL SUPPORT	2,600
SHAARE SHALOM CONGREGATION AVENUE S EAST 21ST STREET BROOKLYN, NY 11210			GENERAL SUPPORT	2,600
BIG LOTS CHARITY 300 PHILLIP ROAD COLUMBUS, OH 43228			GENERAL SUPPORT	3,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MOUNT SINAI MEDICAL CENTER 4300 ALTON ROAD MIAMI BEACH,FL 33140			GENERAL SUPPORT	5,000
YESHIVA OF BELLE HARBOR 134-1 ROCKAWAY BEACH BLVD NEW YORK,NY 11694			GENERAL SUPPORT	5,200
SEPHARDIC COMMUNITY CENTER 1901 OCEAN PARKWAY BROOKLYN,NY 11223			GENERAL SUPPORT	5,254
SEPHARDIC BIKUR HOLIM 425 KINGS HIGHWAY BROOKLYN,NY 11223			GENERAL SUPPORT	6,085
REACH FOR THE STARS 3300 KINGS HIGHWAY BROOKLYN,NY 11234			GENERAL SUPPORT	7,000
KOL ISRAEL CONGREGATION 3211 BEDFORD AVENUE BROOKLYN,NY 11210			GENERAL SUPPORT	11,808
BARKAI YESHIVA 321 AVE N BROOKLYN,NY 11230			GENERAL SUPPORT	36,535
YESHIVA OF FLATBUSH 919 EAST 10TH STREET BROOKLYN,NY 11230			GENERAL SUPPORT	96,000
Total . . . . ▶ **3a**				205,608

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE CELEBRITY FOUNDATION INC

Employer identification number
81-0587000

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 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 **(1)** $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)

Name of organization	Employer identification number
THE CELEBRITY FOUNDATION INC	81-0587000

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SKIDDERS FOOTWEAR INC 10 WEST 33RD STREET 9TH FLOOR NEW YORK, NY 10001	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	VITAMINS PLAYWEAR LTD 10 WEST 33RD STREET 9TH FLOOR NEW YORK, NY 10001	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	MORRIS AND SHARON MATALON 19667 TURNBERRY WAY AVENTURA, FL 33180	$ 800,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	CELEBRITY INTERNATIONAL INC 10 WEST 33RD STREET 9TH FLOOR NEW YORK, NY 10001	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE CELEBRITY FOUNDATION INC

Employer identification number
81-0587000

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE CELEBRITY FOUNDATION INC

Employer identification number
81-0587000

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc ,
contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,374	8,374		0

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Statement: NOT REQUIRED

TY 2012 Investments - Other Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHARLES SCHWAB	AT COST	1,345,664	1,971,371

TY 2012 Other Decreases Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Description	Amount
PENALTIES	12

TY 2012 Other Expenses Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	259	259		0

TY 2012 Other Income Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PARTNERSHIP K1S	-22,396	-22,396	-22,396
SALE OF LINN ENERGY	25,260	25,260	25,260
SALE OF EV ENERGY	3,013	3,013	3,013

TY 2012 Substantial Contributors Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Name	Address
SEE SCHEDULE B	

TY 2012 Taxes Schedule

Name: THE CELEBRITY FOUNDATION INC

EIN: 81-0587000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	1,244	1,244		0