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

2012

For calendar year 2012 or tax year beginning

NOV 1, 2012

, and ending

OCT 31, 2013

Name of foundation

HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY

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

605 THIRD AVENUE 43RD FLOOR

Room/suite

A Employer identification number

11-3358107

City or town, state, and ZIP code

NEW YORK, NY 10158

B Telephone number

212-476-5360

G Check all that apply:

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

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

► \$ 6,487,306 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(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				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	168,294.	168,294.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	364,294.			
7	Capital gain net income (from Part IV, line 2)		364,294.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold c Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	532,588.	532,588.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	340.	0.	0.	340.
b	Accounting fees	2,500.	0.	0.	2,500.
c	Other professional fees				
17	Interest				
18	Taxes	12,334.	12,334.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	135.	135.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	15,309.	12,469.	0.	2,840.
25	Contributions, gifts, grants paid	308,181.			308,181.
26	Total expenses and disbursements. Add lines 24 and 25	323,490.	12,469.	0.	311,021.
27	Subtract line 26 from line 12:	209,098.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		520,119.		
c	Adjusted net income (if negative, enter -0-)			0.	

CANNED

JUN 17 2014

G233501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	270,337.	314,595.	314,595.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 6		3,942,079. 4,106,919. 6,172,711.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	4,212,416.	4,421,514.	6,487,306.
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			
	22 Other liabilities (describe ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,212,416.	4,421,514.	
	30 Total net assets or fund balances	4,212,416.	4,421,514.	
	31 Total liabilities and net assets/fund balances	4,212,416.	4,421,514.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,212,416.
2 Enter amount from Part I, line 27a	2	209,098.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	4,421,514.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,421,514.

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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 AS PER DETAILED SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
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 3,427,976.		3,063,682.	364,294.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			364,294.		
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	364,294.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): - If gain, also enter in Part I, line 8, column (c). - If (loss), enter -0- in Part I, line 8	{ }		3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	234,929.	5,127,289.	.045819
2010	244,639.	4,999,571.	.048932
2009	220,192.	4,287,290.	.051359
2008	180,275.	3,409,517.	.052874
2007	211,539.	4,594,600.	.046041

2 Total of line 1, column (d)	2	.245025
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	.049005
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,846,109.
5 Multiply line 4 by line 3	5	286,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,201.
7 Add lines 5 and 6	7	291,690.
8 Enter qualifying distributions from Part XII, line 4	8	311,021.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1%

of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 Tax due If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

6a	8,400.
6b	
6c	
6d	

3,199. | Refunded ►

7	8,400.
8	
9	
10	3,199.

11 0.

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes	No
1a	X
1b	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: ► \$ _____ 0.

1c	X
----	---

(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?

2	X
---	---

*If "Yes," attach a detailed description of the activities.*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	X
---	---

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

4a	X
----	---

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

4b	
----	--

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

5	X
---	---

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6	X
---	---

• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV.

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

8b	X
----	---

NYb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9	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*

10	X
----	---

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

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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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>GERALD KAMINSKY</u> Located at ► <u>605 THIRD AVENUE 43RD FLOOR, NEW YORK, NY</u>	Telephone no. ► <u>212-476-5360</u>	ZIP+4 ► <u>10158</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	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u> ► <input type="checkbox"/>	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c <input checked="" type="checkbox"/>	
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(i)(3) or 4942(i)(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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	<u>N/A</u>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	<u>N/A</u>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a <input checked="" type="checkbox"/>	
		4b <input checked="" type="checkbox"/>	

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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
 Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

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

Yes No

6b

X

If "Yes," 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?

Yes No

N/A

7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERALD KAMINSKY	PRESIDENT 2.00	0.	0.	0.
JACLYN KAMINSKY	SECRETARY 2.00	0.	0.	0.
GARY J KAMINSKY	VICE PRESIDENT AND TREASURER 2.00	0.	0.	0.

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

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

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

►

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ► 0.

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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	1a	5,642,670.
b	Average of monthly cash balances	1b	292,466.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,935,136.
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	5,935,136.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,027.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,846,109.
6	Minimum investment return. Enter 5% of line 5	6	292,305.

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	292,305.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,201.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	287,104.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	287,104.
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	287,104.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	311,021.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	311,021.
b	Cash distribution test (attach the required schedule)	5	5,201.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	305,820.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY

Form 990-PF (2012)

11-3358107

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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				287,104.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	10,161.			
d From 2010	6,032.			
e From 2011				
f Total of lines 3a through e	16,193.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 311,021.			0.	
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				287,104.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))			0.	
6 Enter the net total of each column as indicated below:	40,110.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)			0.	
8 Excess distributions carryover from 2007 not applied on line 5 or line 7			0.	
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	40,110.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	10,161.			
c Excess from 2010	6,032.			
d Excess from 2011				
e Excess from 2012	23,917.			

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HIGH FIVE FOUNDATION

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

► [View Details](#) [Edit](#) [Delete](#)

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

1 Information Regarding Foundation Managers:

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

GERALD KAMINSKY

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

NONE

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

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

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

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

c Any submission deadlines:

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

HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY

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Part XV. Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AS PER DETAILED SCHEDULE ATTACHED	NONE			308,181.
Total				► 3a 308,181.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Form 990-PF (2012)

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					168,294.
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					364,294.
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)		0.		0.	532,588.
13 Total Add line 12, columns (b), (d), and (e)				13	532,588.

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).
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HIGH FIVE FOUNDATION
C/O GERALD KAMINSKY

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

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
- (2) Other assets

- b** Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule of goods, other assets, or services given by the reporting foundation. If the foundation received column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date _____

Title

Paid Preparer Use Only	Print/Type preparer's name HOWARD SIMOWITZ	Preparer's signature 	Date 12/20/13	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00739077
	Firm's name ► HOWARD SIMOWITZ CPA			Firm's EIN ► 13-4015902	
	Firm's address ► 20742 NW 29TH AVENUE BOCA RATON, FL 33434			Phone no. 561 477 8211	

High Five Foundation
Schedule of Contributions, Gifts, Grants Paid
For the tax year November 1, 2012 to October 31, 2013

Part XV-Supplementary Information:

Item 3A: Contributions Made During the year

Date	Organization	Amount
11/15/12	United States Holocaust Museum	100
11/15/12	9/11 Memorial	100
11/15/12	Mt Sinai Breast Health Resource Program	100
11/15/12	World Jewish Congress	250
11/15/12	Consumer Reports Foundation	50
11/15/12	Chabad at Dartmouth University	100
11/15/12	Crohns and Colitis Foundation of America	150
11/15/12	Save Ellis Island	100
11/15/12	The Fresh Air Fund	50
11/15/12	NAACP	100
11/15/12	March of Dimes	50
11/15/12	Emory University	20,000
11/15/12	Anti Defamation League	100
11/15/12	Friends of 924	250
11/15/12	Channel 13	100
11/15/12	The Stern Center for Language and Learning	500
11/15/12	United Negro College Fund	100
11/15/12	AJC Global Jewish Advocacy	500
11/15/12	Interstitial Cystitis Association	5,000
11/15/12	Inwood Charities	2,500
11/15/12	PAL	50
11/15/12	MADD	100
11/15/12	Armenian Apostolic Church of America	250
11/15/12	Arthritis Foundation	250
11/15/12	The Neuberger Berman Foundation	2,500
11/15/12	Chess in the Schools	250
11/15/12	University of North Carolina	20,000
11/15/12	Veterans of Foreign Wars	100
11/15/12	Smile Train	250
12/03/12	UJA	25,000
12/04/12	Doctors Without Borders	100
12/04/12	Partners of 63 Inc	10,000
12/05/12	Sovereign Poverty Law Center	100
12/07/12	Colorado State University Animal Cancer Center	100
12/07/12	NCJW	500
12/07/12	Dartmouth Hillel	250
12/12/12	Veterans of Foreign Wars	100
12/12/12	Film Society of Lincoln Center	250
12/14/12	Dana Farber Cancer Research Foundation	100

High Five Foundation
Schedule of Contributions, Gifts, Grants Paid
For the tax year November 1, 2012 to October 31, 2013

Part XV-Supplementary Information:

Item 3A: Contributions Made During the year

Date	Organization	Amount
12/17/12	Jewish Guild Healthcare	250
12/17/12	WLIW 21	100
12/17/12	Michigan Humane Society	2,500
12/17/12	Grace Institute	250
01/15/13	Five Towns Community Center	1,250
01/16/13	Friends of Bezalel Academy of Arts and Design	500
01/16/13	Calvary Hospital	250
01/16/13	American Folk Art Museum	2,500
01/16/13	Mt Sinai Breast Hospital	1,250
01/18/13	National Right to Work Legal Defense Foundation	100
01/18/13	John Hopkins Breast Cancer Program	500
01/18/13	Museum of American Finance	100
01/20/13	Blythedale Childrens Hospital	250
01/23/13	Helpers Fund	50
01/23/13	St Jude Childrens Hospital	100
01/25/13	Mt Sinai Dubin Center	500
01/25/13	Boca Raton Regional Hospital	300
01/25/13	TheWall Street Synagogue	100
02/01/13	Miami City Ballet	500
02/04/13	Christ and Holy Trinity Church	100
02/04/13	The Museum of Modern Art	100
02/05/13	American Civil Liberties Union	100
02/05/13	Ideas	100
02/13/13	The Folds of Honor Foundation	1,500
02/14/13	Friends Academy	10,000
02/20/13	Woodmere Volunteer Fire Department	100
02/20/13	Charley's Fund Inc	250
02/22/13	Planned Parenthood	250
02/22/13	Jewish Federation fo Palm Beach County	1,500
02/25/13	Team Rubicon	250
02/25/13	Baruch College Fund	500
02/26/13	Temple Am Echad	50
02/28/13	The Metropolitan Museum of Art	100
03/04/13	Memorial Sloan Kettering Cancer Center	100
03/04/13	Planned Parenthood of Nassau County	100
03/06/13	Hospice of Palm Beach County Foundation	250
03/08/13	Breakthrough New York	250
03/15/13	The Michael J Fox Foundation for Parkinson's Research	250
03/15/13	Meals on Wheels	250

High Five Foundation
Schedule of Contributions, Gifts, Grants Paid
For the tax year November 1, 2012 to October 31, 2013

Part XV-Supplementary Information:

Item 3A: Contributions Made During the year

Date	Organization	Amount
03/20/13	Temple Am Echad	50
03/21/13	Israel Cancer Association USA	250
03/22/13	Camp Sunshine	1,000
04/01/13	QCC Art Gallery	250
04/01/13	Dartmouth Review	100
04/11/13	NYU Lancone Medical Center	2,500
04/12/13	City Parks Association	17,500
04/12/13	UJA	27,500
04/12/12	Dartmouth Education Association	250
05/02/13	Brain Tumor Foundation	1,000
05/02/13	Vacamas Program of Youth	250
05/02/13	Central Park Conservatory	2,500
05/07/13	WXEL TV 42	100
05/07/13	Central Park Conservatory	1,000
05/09/13	City of Hope	500
05/10/13	Friends of NCCC	250
05/20/13	Tourette Syndrome Association	1,075
05/20/13	Arbor Brothers Inc	7,500
05/21/13	Sunrise Day Camp	1,000
05/21/13	Dartmouth College	13,900
05/23/13	CUNY School of Law	250
05/24/13	AIDS Walk NY	100
05/29/13	MASNY	250
05/29/13	The New York Public Library	1,000
06/04/13	Chabad at Dartmouth	250
06/04/13	Friends of Hebrew University	4,600
06/05/13	Friends of Duane Park	100
06/05/13	Sunrise Day Camp	2,940
06/18/13	Samuel Waxman Cancer Research Foundation	2,126
06/20/13	Montefiore Hospital	500
06/27/13	Morty Frank Memorial Fund	1,000
07/09/13	Emory University	20,000
07/17/13	CLAL	2,500
07/18/03	JDRF	500
07/22/13	Inwood Charities Fund	5,000
08/03/13	A Broader Way	500
08/08/13	First Tee	1,000
08/21/13	American Cancer Society	345
08/30/13	Phi Beta Kappa	75

High Five Foundation
Schedule of Contributions, Gifts, Grants Paid
For the tax year November 1, 2012 to October 31, 2013

Part XV-Supplementary Information:

Item 3A: Contributions Made During the year

Date	Organization	Amount
08/30/13	Neighborhood Studios	250
09/06/13	No Strings	500
09/12/13	Actors Fund	500
09/20/13	Gomez Foundation for Mill House	1,000
10/01/13	Hewitt Ward	1,000
10/06/13	Dartmouth College	250
10/06/13	Dartmouth College	7,500
10/15/13	A Einstein College of Medicine	500
10/15/13	Harvard Business School	7,500
10/21/13	Mental Health Association of Nassau County	1,000
10/21/13	Atlantic Salmon Federation	250
10/24/13	Pencils of Promise	6,000
10/24/13	Camp Sunrise Day Camp	12,000
10/30/13	Inwood Charities	520
10/30/13	American Cancer Society	100
10/31/13	Wounded Warriors	12,000
10/31/13	AICF	400
10/31/13	US Olympic Committee	10,000
10/31/13	Central Park Conservatory	7,500
Total Contributions for the year		<u>308,181</u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
AS PER DETAILED SCHEDULE ATTACHED	168,294.	0.	168,294.	
TOTAL TO FM 990-PF, PART I, LN 4	168,294.	0.	168,294.	

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	340.	0.	0.	340.
TO FORM 990-PF, PG 1, LN 16A	340.	0.	0.	340.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	0.	0.	2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.	0.	2,500.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE CHARITABLE FOUNDATION FILING FEE	250.	250.	0.	0.
FOREIGN TAXES ON DIVIDENDS	1,038.	1,038.	0.	0.
FEDERAL EXCISE TAX	11,046.	11,046.	0.	0.
TO FORM 990-PF, PG 1, LN 18	12,334.	12,334.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING EXPENSES	135.	135.	0.	0.
TO FORM 990-PF, PG 1, LN 23	135.	135.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AS PER DETAILED SCHEDULE ATTACHED	COST	4,106,919.	6,172,711.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,106,919.	6,172,711.

HIGH FIVE FOUNDATION
SCHEDULE OF CAPITAL TRANSACTIONS
FOR THE FISCAL YEAR ENDED OCTOBER 31, 2010
FEDERAL ID NUMBER

DATE ACQUIRED	DATE SOLD	NUMBER OF SHARES	TYPE AND NAME OF SECURITY	GROSS SELLING PRICE	COST	AMOUNT OF GAIN OR LOSS
11/23/05	11/28/12	500	American Tower Corporation	37,190 16	13,198 57	23,991 59
10/01/02	05/31/13	10,000	Ares Commercial Real Estate Corporation	167,959 07	170,852 00	(2,892 93)
05/29/13	09/11/13	3,000	Blackstone Mortgage Trust Inc	75,555 48	80,516 10	(4,960 62)
11/27/12	10/10/13	225	Boeing Co	26,006 29	16,552 74	9,453 55
11/26/09	11/28/13	1,000	Brookfield Infrastructure Partners LP	34,083 23	11,390 50	22,692 73
03/21/12	03/04/13	3,000	Capital One Financial Corporation	153,956 54	167,000 00	(13,043 46)
02/13/13	10/24/13	1,500	Cheniere Energy Corp	58,468.98	22,850.10	35,618 88
04/16/09	05/07/13	2,200	Cousins Properties Inc 7 75% Pfd Ser A	54,918 03	29,712 00	25,206 03
10/14/09	05/07/13	800	Cousins Properties Inc 7.75% Pfd Ser A	19,970 19	16,567.00	3,403 19
07/22/13	09/13/13	3,000	Dominion Resources Inc	174,129 56	178,501 80	(4,372 24)
05/02/11	12/13/12	500	E Bay Inc	25,699 92	16,985 80	8,714 12
04/03/13	10/10/13	45	Enbridge Energy Management LLC	1,264 82	411.41	853 41
08/08/12	11/15/12	1,500	Express Scripts Holdings Inc	78,718 23	94,002 00	(15,283 77)
05/31/13	07/17/13	3,000	Express Scripts Holding Company	193,927 72	191,374 80	2,552 92
11/28/12	07/22/13	3,400	Gaslog Ltd	45,314 41	37,240 54	8,073 87
12/11/12	07/22/13	2,600	Gaslog Ltd	34,652 19	31,616 00	3,036 19
06/05/13	07/22/13	6,500	Gaslog Ltd	86,630 49	87,517 95	(887 46)
08/08/12	11/27/12	8,000	General Electric Co	165,205.09	150,932 00	14,273 09
11/14/12	10/30/13	6,000	GMAC Cap Trust Preferred Floating	161,166 19	159,105 60	2,060 59
10/21/13	10/22/13	3,000	JP Morgan Chase & Co	161,256 60	161,256 60	-
08/08/12	05/09/13	4,000	JP Morgan Chase & Co	192,983 27	149,160 00	43,823 27
07/13/10	03/05/13	500	Kansas City Southern	52,033 83	18,834 67	33,199 16
08/08/12	05/24/13	5,000	New Mountain Finance Corp	75,128 31	71,808 00	3,320 31
12/10/09	11/28/12	500	Nextera Energy Inc	33,629 99	27,020 00	6,609 99
10/16/12	11/28/12	500	OGE Energy Corp	28,064 37	28,508 67	(444 30)
10/16/12	12/14/12	500	OGE Energy Corp	27,829 37	28,508 67	(679 30)
10/16/12	01/07/13	2,000	OGE Energy Corp	113,977 44	114,034 66	(57 22)
02/28/11	06/27/13	3,000	Pall Corp	194,231 01	165,170 00	29,061 01
07/29/10	11/28/12	250	Praxiar Inc	26,399 00	21,512 40	4,886 60
07/29/10	01/28/13	1,000	Praxiar Inc	110,017.53	86,049 60	23,967 93
01/28/11	01/28/13	500	Praxiar Inc	55,008 77	47,715 00	7,293 77
07/15/10	06/04/13	1,000	Starwood Property Trust Inc	26,110 54	17,888 40	8,222 14
07/15/10	10/21/13	6,500	Starwood Property Trust Inc	157,481.20	116,274 60	41,206 60
07/28/10	02/07/13	2,000	United Parcel Service Inc	159,058.83	131,590.00	27,468 83
05/07/13	06/10/13	5,000	Weyerhauser Co	144,987 97	150,929 50	(5,941 53)
07/09/13	10/30/13	100,000	Genesis Energy LP 7 875% 12/15/18	108,020 00	107,250 00	770 00
04/23/09	09/11/13	50,000	Platinum Underwriters Fin Inc 7 50% 06/01/17	56,038 00	35,594 00	20,444 00
02/21/12	05/07/13	100,000	Regal Cinemas Corp 8 625% 07/15/19	110,903.00	108,250 00	2,653 00
			Totals	3,427,975 62	3,063,681 68	364,293 94

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High Five Foundation
NAME OF ORGANIZATION

SECURITIES SCHEDULE

CHAR003

October 31, 2013

CALENDAR OR OTHER FISCAL YEAR

Date Acquired	Type and Name of Security	Inventory Beginning		Purchases or Other Acquisitions		Sales or Other Disposition		Date Sold	Amount of Gain or Loss	Shares or Principal	Cost or Acquisition Value	Market Value	Income Received			
		Inventory of Period	Shares or Principal	Cost or Acquisition Value	Number of Shares	Gross Cost	Number of Shares	Price Per Share	Gross Selling Price							
11/23/05	American Tower Corporation	500	13,198.57	79,191.43	600	264.36	158,614.02	10,000	16.80	167,959.07	11/28/12	23,991.59	3,000 600			
11/23/05	American Tower Corporation	3,000	170,832.00	800	194.65	155,716.00	3,000	25.19	75,555.48	05/31/13	(2,892.93)	79,191.43 158,614.02	238,050.00 218,418.00			
03/04/13	Amazon.com Inc	10,000	170,832.00	3,000	26.84	80,516.10	225	115.58	26,006.29	09/11/13	(4,960.62)	-	5,000.00 5,232.00			
10/01/02	Ares Commercial Real Estate Corporation	10,000	170,832.00	225	73.57	16,552.74	225	115.58	9,453.55	10/10/13	-	-	-			
11/28/12	Blackrock Inc	2,000	73.57	2,000	147,135.39	130,919.10	1,500	87.28	130,919.10	11/28/13	22,692.73	2,000 1,500	147,135.39 130,919.10			
05/29/13	Blackstone Mortgage Trust Inc	1,000	11,390.50	1,000	11,390.50	56,952.50	1,250	117.87	147,338.38	11/28/13	22,692.73	5,000 1,250	147,135.39 130,919.10			
11/27/12	Boeing Co	1,500	159,597.00	1,000	19.55	19,546.10	3,000	51.32	153,956.54	11/28/13	22,692.73	9,000 1,000	147,135.39 130,919.10			
07/17/13	Borg Warner Automotive Inc	9,000	159,597.00	1,250	117.87	147,338.38	1,000	34.08	34,083.23	11/28/13	22,692.73	5,000 1,000	147,135.39 130,919.10			
11/26/09	Brookfield Infrastructure Partners LP	1,000	11,390.50	1,000	11,390.50	56,952.50	1,250	117.87	147,338.38	11/28/13	22,692.73	5,000 1,250	147,135.39 130,919.10			
11/06/09	Brookfield Infrastructure Partners LP	5,000	56,952.50	1,000	19.55	19,546.10	3,000	51.32	153,956.54	11/28/13	22,692.73	9,000 1,000	147,135.39 130,919.10			
09/11/13	CR Bard Inc	9,000	159,597.00	1,000	19.55	19,546.10	3,000	51.32	153,956.54	03/04/13	(13,043.46)	-	8,325.00			
09/04/12	Calpine Corporation	9,000	159,597.00	1,000	19.55	19,546.10	3,000	51.32	153,956.54	10/24/13	35,618.88	8,500	147,135.39 130,919.10			
03/08/13	Calpine Corporation	3,000	167,000.00	1,500	22,850.10	8,500	129,483.90	1,500	38.98	58,468.98	03/04/13	(13,043.46)	-	300.00		
03/21/12	Capital One Financial Corporation	3,000	167,000.00	2,200	29,712.00	800	16,567.00	2,200	24.96	54,918.03	05/07/13	25,206.03	-	300.00		
02/13/13	Cheniere Energy Corp	1,500	22,850.10	2,200	29,712.00	2,200	29,792.00	800	24.96	19,970.19	05/07/13	3,403.19	-	-		
02/13/12	Cheniere Energy Corp	8,500	129,483.90	800	16,567.00	800	16,567.00	800	24.96	19,970.19	05/07/13	3,403.19	2,200	29,792.00		
04/16/09	Cousins Properties Inc 7.75% Pfd Ser A	2,200	29,712.00	500	9,655.00	300	5,868.00	3,000	59.50	178,501.80	09/13/13	(4,372.24)	-	5,625.00		
10/14/09	Cousins Properties Inc 7.75% Pfd Ser A	800	29,712.00	300	5,868.00	3,000	59.50	178,501.80	500	58.04	174,129.56	12/13/12	8,714.12	4,500 2,500	29,792.00	
04/16/09	Cousins Properties Inc 7.50% Pfd Ser B	2,200	29,792.00	500	9,655.00	300	5,868.00	3,000	59.50	178,501.80	09/13/13	(4,372.24)	-	5,625.00		
11/09/09	Cousins Properties Inc 7.50% Pfd Ser B	500	9,655.00	300	5,868.00	3,000	59.50	178,501.80	500	51.40	25,699.92	12/13/12	8,714.12	4,500 2,500	29,792.00	
12/10/09	Cousins Properties Inc 7.50% Pfd Ser B	300	5,868.00	300	5,868.00	3,000	59.50	178,501.80	300	58.04	174,129.56	09/13/13	(4,372.24)	-	5,625.00	
07/22/13	Dominion Resources Inc	500	16,985.80	2,500	162,525.00	45	411.41	500	45	28.11	10/10/13	853.41	-	1,687.50		
05/02/11	E Bay Inc	4,500	152,872.20	5,500	50,282.59	5,500	50,282.59	45	45	1,264.82	11/15/12	(15,283.77)	5,500	50,282.59		
05/02/11	E Bay Inc	4,500	152,872.20	1,500	94,002.00	3,000	63.79	191,374.80	1,500	52.48	78,718.23	07/17/13	2,552.92	-	50,282.59	
08/10/12	Ecolab Inc	2,500	162,525.00	3,400	10.95	3,400	3,400	63.79	191,374.80	3,000	64.64	193,927.72	07/22/13	8,073.87	-	50,282.59
04/03/13	Enbridge Energy Management LLC	45	411.41	2,600	12.16	2,600	12.16	12.16	31,616.00	2,600	13.33	45,314.41	07/22/13	3,036.19	-	50,282.59
04/03/03	Enbridge Energy Management LLC	5,500	50,282.59	12.16	12.16	12.16	12.16	12.16	31,616.00	12.16	13.33	34,652.19	07/22/13	3,036.19	-	50,282.59
08/08/12	Express Scripts Holdings Inc	1,500	94,002.00	12.16	12.16	12.16	12.16	12.16	31,616.00	12.16	13.33	34,652.19	07/22/13	3,036.19	-	50,282.59
05/31/13	Express Scripts Holding Company	12.16	12.16	12.16	12.16	12.16	12.16	12.16	31,616.00	12.16	13.33	34,652.19	07/22/13	3,036.19	-	50,282.59
11/28/12	Gaslog Ltd	12.16	12.16	12.16	12.16	12.16	12.16	12.16	31,616.00	12.16	13.33	34,652.19	07/22/13	3,036.19	-	50,282.59
12/11/12	Gaslog Ltd	12.16	12.16	12.16	12.16	12.16	12.16	12.16	31,616.00	12.16	13.33	34,652.19	07/22/13	3,036.19	-	50,282.59

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SECURITIES SCHEDULE

CHAR003

October 31, 2013

CALENDAR OR OTHER FISCAL YEAR

Date Acquired	Type and Name of Security	Inventory Beginning		Purchases or Other Acquisitions			Sales or Other Disposition			Inventory End of Period		Income Received				
		Cost or Acquisition Value	Shares or Principal	Number of Shares	Cost Per Share	Gross Cost	Number of Shares	Price Per Share	Gross Selling Price	Date Sold	Amount of Gain or Loss	Shares or Principal	Cost or Acquisition Value	Market Value		
06/05/13	Gaslog Ltd			6,500	13.46	87,517.95	6,500	13.33	86,630.49	07/22/13	(887.46)	-	82,236.60	89,280.00		
08/27/13	Gaslog Ltd	8,000	150,932.00	6,000	13.71	82,236.60	8,000	20.65	165,205.09	11/27/12	14,273.09	6,000	-	-	12,187.52	
08/08/12	General Electric Co	5,000	77,813.00	6,000	26.52	159,105.60	6,000	26.86	161,166.19	10/30/13	2,060.59	5,000	77,813.00	88,000.00	6,400.00	
11/14/12	GMAC Cap Trust Preferred Floating			250	742.85	185,712.50	1,500	110.89	166,340.25			250	185,712.50	257,645.00		
08/08/12	Golub Cap BDC Inc			1,500	110.89	166,340.25						1,500	166,340.25	163,575.00	4,672.50	
01/28/13	Google Inc			3,000	150,603.00	3,000	3,000	53.75	161,256.60	10/22/13	-	3,000	150,603.00	301,770.00		
07/17/13	IHSInc			3,000	149,160.00	54.22	3,000	54.22	162,671.70			3,000	162,671.70	154,620.00		
09/24/07	ITC Holdings Corp			500	18,834.67	4,000	4,000	48.25	192,983.27	05/09/13	43,823.27	-	-	2,400.00		
10/21/13	JP Morgan Chase & Co			1,000	37,669.33	500	500	104.07	52,033.83	03/05/13	33,199.16	1,000	37,669.33	121,520.00	2,197.50	
10/22/13	JP Morgan Chase & Co			1,500	78,375.00	500	500	104.07	52,033.83			1,500	78,375.00	182,280.00		
08/08/12	JP Morgan Chase & Co			5,000	71,808.00	500	500	15.03	75,128.31	05/24/13	3,320.31	-	-	4,100.00		
07/13/10	Kansas City Southern			500	27,020.00	500	500	67.26	33,629.99	11/28/12	6,609.99	500	27,020.00	42,375.00	6,450.00	
07/13/10	Kansas City Southern			500	27,020.00	500	500	67.26	33,629.99			500	26,105.00	42,375.00		
04/19/11	Kansas City Southern			5,000	26,105.00	500	500	67.26	33,629.99			500	26,105.00	42,375.00		
08/08/12	New Mountain Finance Corp			1,500	81,945.00	1,500	1,500	56.13	28,064.37	11/28/12	(444.30)	1,500	81,945.00	127,125.00		
12/10/09	Nextera Energy Inc			500	28,508.67	500	500	55.66	27,829.37	12/14/12	(679.30)	-	-	-		
12/10/09	Nextera Energy Inc			2,000	114,034.66	3,000	165,170.00	2,000	56.99	113,977.44	01/07/13	(57.22)	-	-		
07/13/10	Nextera Energy Inc			1,500	165,170.00	1,250	1,250	64.74	194,231.01	06/27/13	29,061.01	-	2,500	184,487.00	201,300.00	
02/22/11	Nextera Energy Inc			1,500	81,945.00	2,500	1,250	73.79	184,487.00	11/28/12	4,886.60	1,250	171,290.99	255,975.00	50.00	
10/16/12	OGE Energy Corp			500	28,508.67	500	500	55.66	27,829.37	01/28/13	23,967.93	-	-	-	825.00	
10/16/12	OGE Energy Corp			2,000	114,034.66	3,000	165,170.00	2,000	56.99	113,977.44	01/28/13	7,293.77	2,000	150,391.36	151,420.00	240.00
02/28/11	Pall Corp			250	21,512.40	1,250	1,250	1,000	26,399.00	11/28/12	4,886.60	-	-	-	5,701.80	
09/13/13	Pioneer Natural Resources Inc			1,000	86,049.60	47,715.00	137.03	137.03	110,017.53	01/28/13	23,967.93	1,000	25,055.40	32,960.00	65,920.00	
05/13/13	Pioneer Natural Resources Inc			500	47,715.00				110,025.00	01/28/13	7,293.77	1,000	25,055.40	32,960.00	65,920.00	
07/29/10	Praxiar Inc			2,000	75.20	150,391.36	1,000	110.02	110,025.00	01/28/13	2,000	1,000	150,391.36	151,420.00	87,804.90	
01/28/11	Praxiar Inc			1,000	25.06	25,055.40	1,000	25.06	25,055.40			1,000	25,055.40	32,960.00	87,804.90	
03/05/13	Range Resources Corp			2,000	25.70	51,400.00	2,000	25.70	51,400.00			2,000	51,400.00	51,400.00	87,804.90	
11/27/12	Seadrill Partners LLC			3,000	29.27	87,804.90	3,000	29.27	87,804.90			3,000	87,804.90	87,804.90		

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