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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning NOV 1, 2012, and ending OCT 31, 2013

Name of foundation

THE ROBERT G. AND ELLEN S. GUTENSTEIN
FAMILY FOUNDATION INC.

A Employer identification number

13-6227087

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

C/O COOPERSMITH ET AL, 50 CHAS LINDBERG

Room/suite

605

B Telephone number

516-483-5800

City or town, state, and ZIP code

UNIONDALE, NY 11553

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end of year

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

\$ 9,030,749. (Part I, column (d) must be on cash basis.)

J Accounting method:

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received	100,000.			
2	Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	32,267.	32,267.		STATEMENT 1
4	Dividends and interest from securities	214,654.	214,654.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	647,720.			
b	Gross sales price for all assets on line 6a	2,524,863.			
7	Capital gain net income (from Part IV, line 2)		647,720.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	27,369.	27,369.		STATEMENT 3
12	Total. Add lines 1 through 11	1,022,010.	922,010.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	2,713.	1,357.		1,356.
b	Accounting fees	6,100.	3,050.		3,050.
c	Other professional fees				
17	Interest				
18	Fees	8,662.	3,707.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	13,982.	13,732.		250.
24	Total operating and administrative expenses. Add lines 13 through 23	31,457.	21,846.		4,656.
25	Contributions, gifts, grants paid	445,445.			445,445.
26	Total expenses and disbursements. Add lines 24 and 25	476,902.	21,846.		450,101.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	545,108.			
b	Net investment income (if negative, enter -0-)		900,164.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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				
	2	Savings and temporary cash investments		1,509,041.	2,892,265.	2,892,465.
	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	\$TMT 8	5,438,957.	4,991,163.	5,565,874.
	c	Investments - corporate bonds	\$TMT 9	364,081.	265,472.	264,000.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	\$TMT 10	441,870.	338,181.	308,410.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		7,753,949.	8,487,081.	9,030,749.	
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 ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		7,753,949.	8,487,081.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	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		7,753,949.	8,487,081.	
	31	Total liabilities and net assets/fund balances		7,753,949.	8,487,081.	

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	7,753,949.
2	Enter amount from Part I, line 27a	2	545,108.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR PARTNERSHIP LOSSES	3	188,024.
4	Add lines 1, 2, and 3	4	8,487,081.
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	8,487,081.

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 SCHEDULED SHORT TERM	P	VARIOUS	VARIOUS
b SCHEDULED LONG TERM	P	VARIOUS	VARIOUS
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 141,271.		145,098.	<3,827.>
b 2,383,592.		1,732,045.	651,547.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<3,827.>
b			651,547.
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	647,720.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	460,650.	8,793,834.	.052383
2010	436,866.	8,733,777.	.050020
2009	386,713.	7,950,038.	.048643
2008	334,388.	6,608,473.	.050600
2007	330,958.	7,796,754.	.042448
2 Total of line 1, column (d)		2	.244094
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	.048819
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	8,926,102.
5 Multiply line 4 by line 3		5	435,763.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	9,002.
7 Add lines 5 and 6		7	444,765.
8 Enter qualifying distributions from Part XII, line 4		8	450,101.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV.

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► COOPERSMITH SIMON & VOGEL PC Telephone no. ► 516-483-5800 Located at ► 50 CHARLES LINDBERGH BLVD., SUITE 605, UNIONDALE, ZIP+4 ► 11553			
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	N/A	
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	Yes	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	1b	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT G. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	PRESIDENT 0.00	0.	0.	0.
ELLEN S. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	VICE-PRESIDENT 0.00	0.	0.	0.
CHARLES SALOMON 23 HORNE TOOK ROAD PALISADES, NY 10964	SECRETARY 0.00	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	
All other program-related investments. See instructions.	
3	

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	8,997,405.
b	Average of monthly cash balances	1b	64,627.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,062,032.
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	9,062,032.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,930.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,926,102.
6	Minimum investment return. Enter 5% of line 5	6	446,305.

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	446,305.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,002.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,002.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	437,303.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	437,303.
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	437,303.

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	450,101.
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	450,101.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,002.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	441,099.

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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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				437,303.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	18,900.			
b From 2008	55,750.			
c From 2009	91,624.			
d From 2010	5,047.			
e From 2011	28,868.			
f Total of lines 3a through e	200,189.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	450,101.			
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				437,303.
e Remaining amount distributed out of corpus	12,798.			
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	212,987.			
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	18,900.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	194,087.			
10 Analysis of line 9:				
a Excess from 2008	55,750.			
b Excess from 2009	91,624.			
c Excess from 2010	5,047.			
d Excess from 2011	28,868.			
e Excess from 2012	12,798.			

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

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

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

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

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).)

ROBERT G. GUTENSTEIN

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:

NONE

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

NONE

c Any submission deadlines:

NONE

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

NONE

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				
SEE SCHEDULE	NONE	501(C)(3)	GENERAL	445,445.
Total			▶ 3a	445,445.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

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	ROBERT G. GUTENSTEIN 68 WILDWOOD ROAD RIDGEWOOD, NJ 07450	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE ROBERT G. AND ELLEN S. GUTENSTEIN
FAMILY FOUNDATION INC.

Employer identification number

13-6227087

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) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
BURNHAM SECURITIES	32,267.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32,267.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BURNHAM SECURITIES	214,654.	0.	214,654.
TOTAL TO FM 990-PF, PART I, LN 4	214,654.	0.	214,654.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIPS	27,369.	27,369.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,369.	27,369.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOEB BLOCK & PARTNERS	2,713.	1,357.		1,356.
TO FM 990-PF, PG 1, LN 16A	2,713.	1,357.		1,356.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COOPERSMITH SIMON & VOGEL PC	6,100.	3,050.		3,050.
TO FORM 990-PF, PG 1, LN 16B	6,100.	3,050.		3,050.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	3,707.	3,707.		0.
EXCISE TAX	4,955.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,662.	3,707.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
EXPENSES/ LOSS FROM PASSTHROUGHS	13,732.	13,732.		0.
TO FORM 990-PF, PG 1, LN 23	13,982.	13,732.		250.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	4,991,163.	5,565,874.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,991,163.	5,565,874.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED	265,472.	264,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	265,472.	264,000.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	338,181.	308,410.
TOTAL TO FORM 990-PF, PART II, LINE 13		338,181.	308,410.

The Robert G. & Ellen S. Gutenstein Family Foundation, Inc.
Form 990 PF, Part XV, Line 3a
Grants and Contributions Paid
October 31, 2013

ORGANIZATION NAME	AMOUNT
Accelerated Cure Project	500
Alzheimer Disease Research	100
American Institute	50
American Cancer Society	1,000
American Committee for the Weizmann Institute	1,500
American Folk Art Museum	1,000
American Friends	1,250
American Friends of Tel Aviv Univ	500
American Institute of Wine and Food	150
American Museum of Natural History	1,000
Americares	1,250
Anti-Defamation League	500
ARZA	500
ASPCA	50
Barnard College-- E. Strauss Scholarship	1,500
Belen Jesuit Pre-school	250
Bergen Volunteer Medical Inst	15,000
Birth Right Israel Fdn	1,000
Bnai B'rith Foundation	500
Bronx High School of Science Alumni Assn.	4,530
Burke Foundation	250
Cancer Care	2,500
Care, Inc.	2,500
Castaway Critters	2,500
Chandler Center for the Arts	1,000
Childrens Village- Ruth M. Wile Mem Scholarship	2,000
Chrysalis Experimental Academy	1,250
Churchill School	500
City Harvest Inc.	2,500
City Meals on Wheels	11,500
Cleveland Institute of Arts	2,500
Climate Control	5,000
Coalition for the Homeless	250
Community Food Bank of NJ	2,500
Compassion & Choice	100
Congregation Bnai Jeshurun/ Barnert Temple	15,250
Cooper Hewitt Museum	120
Cornell Univ of Vet Medicine	250
Crones and Colitis Fdn.	500
Culinary Institute of America	2,000
Cure PSP	500
Cystic Fibrosis Foundation	250
Daughters of Miriam Center Foundation	14,100

David Orr Fund for the Earth	6,000
Denali Education Center	100
Dickenson College Fund	5,000
Doctors without Borders	1,000
Drew University	6,000
Eco Health Alliance	22,000
Ellis Island Foundation	100
Feeding America	1,000
Florilegium Chamber Choir	500
Food Bank for New York City	500
Free the Kids- Haiti	500
Friends of Camp Twin Lakes	250
Friends of Ridgewood EMS	500
Friends of Team Schools	5,000
Friends of the Hermitage	100
Global Camps Africa	1,000
Great Swamp Watershed	100
GRIST	1,000
Habitat for Humanity	2,000
HealthCare Chaplaincy	250
Helpful Hands	200
High Point University	20,000
Hillel	250
In Defence of Animals	100
International Wine & Food Society Foundation	700
Ithaca College	5,000
It's The Journey Inc	2,000
James Beard Foundation	250
Jewish Community Services of So. Florida	2,500
Jewish Family Services of New Jersey	5,000
Jewish Federation of Miami Fund	3,000
Jewish Guild for the Blind / Healthcare	250
JFS of Sommerset	500
Katie at the Bat	250
Learning Springs Elementary School Fund	3,500
Life Inc	1,000
Lion's Club Sight Foundation	500
March of Dimes	525
Math for America	2,500
Mazon	2,500
Meals on Wheels - White Plains	2,500
Memorial Sloan Kettering Foundation	1,000
Metropolitan Museum of Art	1,200
Metropolitan Opera Guild	750
Millbrook School Fund	250
Museum of Arts & Design	250
Museum of Jewish Heritage	100
Museum of Modern Art	1,200
National Council of Jewish Women	150
National Institute for Jewish Hospice	500

National Jewish Health	500
National Parks Foundation	1,000
National WWII Museum	35
New Jersey Symphony	3,300
New York Cares	25,000
New York Public Library	250
New York Times Neediest Cases	2,500
NJN Public Broadcasting	100
NJPAC	650
North Star Foundation	2,500
Our House	1,000
Oxfam International	500
Paul Smiths College Fund	2,500
Planned Parenthood of Metropolitan NJ	5,300
Police Athletic League	1,000
Porter County Community Fund	1,000
Project Hope	2,500
Puerto Rican Hotel Scholarship	1,000
Ridgewood Fire Dept Assoc	50
Ridgewood Library	100
SAFE Horizon	14,000
San Diego Youth Symphony	500
SCI EN TEK-12 INC	20,000
Self Help	100
Shar Sharet	250
Share our Strength Foundation	3,500
Simon Weisenthal Foundation	500
Smithsonian Foundation	2,500
Solomon Guggenheim Foundation	250
Solomon Schechter School	500
Sommerset Hills YMCA	1,875
Special Olympics	50
Spoons Across America	500
St. Huberts	1,500
Student Diplomacy Corps	5,000
Table to Table Fund	7,400
Temple Har Shalom	3,560
Temple Ner Tamid Building Fund	5,000
The ARC of Bergen & Passaic County	100
The Barnes Foundation	135
The Fresh Air Fund	2,000
The Jewish Museum	100
The Main Idea	100
The New School	1,000
The Paw Project	250
The Perlman Music Program	6,000
Thirteen NET	500
Town Country Food Pantry	1,500
Tufts' University Water Program	3,000
UJA of Northern NJ	2,000

Union for Reform Judaism	1,000
United Negro College Fund Inc. Greater NY	1,500
United Services Organization Inc.	2,000
United Way Bergen County	1,000
University of California, K.G. Kolozsi Fd	1,500
University of Pennsylvania	10,000
University of Pennsylvania-Alumni Annual Giving	5,000
University of Pennsylvania-Community Initiative Fund	15,000
University Settlement	4,000
US Holocaust Museum	100
Valley Hospital Foundation	31,200
Visiting Nurse Assoc of Sommerset Hills	250
Volunteer Medical Partners	1,000
Wall Street Synagogue	150
West Bergen Mental Health	2,000
West Point Jewish Chapel Fund	100
Westview School	1,000
Whitney Museum of Art	125
Women Prison Association	250
Workshop on Business Opportunities	20,000
World Jewish Congress	50
Wounded Warrior Project	50
WQXR Radio	90
YES YSC	250
Yosemite Conservatory	100
TOTAL	<u><u>445,445</u></u>

THE ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC
EIN 13-6227087 - FYE OCTOBER 31, 2013
BALANCE SHEET-PART II-INVESTMENTS

Security	Shares	Cost	Market
Corporate Stock			
ALPHASTAR INSURANCE GROUP INC	10,000	13,078	0
AMERICAN WTR WKS CO INC	5,776	114,943	247,617
AT&T	3,000	105,071	108,600
CARNIVAL CORP	2,500	93,033	86,625
CHEVRON CORPORATION	1,500	156,229	179,940
CISCO SYSTEMS	4,000	89,607	90,240
CONSOLIDATED EDISON INC	4,000	166,524	232,880
DIGIMARC CORPORATION	5,157	14,593	108,606
DNP SELECT INCOME FD	15,000	132,706	145,500
DUFF & PHELPS UTILITY & CORPORATE	6,000	68,171	61,920
DUKE ENERGY CORP	5,224	251,681	374,718
ECHELON CORP	17,500	209,785	37,975
ENCANA CORP	2,000	65,846	35,846
ENERPLUS CORPORATION	2,000	48,055	34,522
GENERAL ELECTRIC CO	10,000	235,607	261,400
GULF COAST ULTRA DEEP ROYALTY	5,750	11,774	13,915
INFONOW CORP	5,000	22,824	258
INTEL CORP	7,500	188,935	183,525
JOHNSON & JOHNSON	2,000	125,944	185,220
KINDER MORGAN INC	4,000	152,948	141,240
KRATOS DEF & SEC (FMRLY WIRELESS)	18,000	302,405	152,640
LINN CO LLC	3,000	107,469	88,470
LINNCO LLC	2,000	75,462	58,980
MERCK & CO INC	3,000	71,866	135,270
MIRANT TR	500	264	0
MOTOROLA SOLUTIONS INC	357	31,059	22,320
NEWMONT MINING CORP	5,000	195,049	136,300
NOVARTIS A G SPNSRD ADR	3,000	143,006	232,650
PFIZER INC	8,034	227,935	246,523
POWERSHARES PREFERRED	5,000	75,093	68,950
ROYAL CARIBBEAN CRUISES LTD	1,000	43,640	42,040
SANOFI AVENTIS	2,000	66,881	106,960
SOUTHERN CO	6,000	202,318	245,460
SPECTRA ENERGY CORP	15,000	336,524	533,550
TELEFONICA SA	7,697	164,865	134,467
TEVA PHARMACEUTICAL	6,000	281,084	222,540
TRIANGLE PETROLEUM CORP	10,000	73,050	105,700
VODAFONE GROUP PLC	4,000	116,264	147,280
WILLIAMS COMPANIES INC	6,000	88,707	214,260
WPX ENERGY INC	5,000	94,804	110,700
ZOETIS INC	956	26,063	30,267
Total Corporate Stock		4,991,162	5,565,874
Corporate Bonds			
GENERAL ELEC CAP CORP 12/15/2049	25,000	25,778	26,063
TREEHOUSE FOODS INC	150,000	158,143	158,625
TREEHOUSE FOODS INC DUE 3/01/2018	75,000	81,553	79,313
Total Corporate Bonds		265,473	264,000
Partnerships			
CHESAPEAKE GRANITE WASH TRUST	4,000	93,639	49,040
REGENCY ENERGY PARTNERS	4,000	99,181	101,960
SANDRIDGE PERMIAN TR	11,000	172,519	157,410
Total Partnerships		365,339	308,410
Total Investments		5,621,974	6,138,284

THE ROBERT G. & ELLEN S GUTENSTEIN FAMILY FOUNDATION INC
EIN 13-6227087
SCHEDULE OF CAPITAL GAINS AND LOSSES-BOOK AND TAX
FYE OCTOBER 31, 2013

Security	Shares	Date Bought	Date Sold	Proceeds	Cost Books	Cost Tax	Gain(Loss) Books	Gain(Loss) Tax
Short Term								
SANDRIDGE MISSISSIPPIAN TR II	3,000	6/15/12	2/14/13	46,902	56,157	56,157	(9,255)	(9,255)
SANDRIDGE MISSISSIPPIAN TR II	2,000	6/21/12	2/14/13	31,268	35,210	35,210	(3,942)	(3,942)
ZOETIS INC	0 15	6/21/13	6/27/13	5	4	4	0	0
MICROSOFT CORP	2,000	1/1/13	9/6/13	63,096	53,727	53,727	9,369	9,369
Total Short Term				141,271	145,098	145,098	(3,828)	(3,828)
Long Term								
PORT AUTH NY & NJ	100,000	8/5/10	11/1/12	100,000	98,609	98,609	1,391	1,391
BAC Capital Trust XII	1,000	3/24/09	11/5/12	25,000	13,036	13,036	11,964	11,964
BAC Capital Trust XII	1,000	3/26/09	11/5/12	25,000	13,262	13,262	11,738	11,738
MCMORAN EXPLORATION COMPANY	3,000	10/14/10	12/20/12	46,167	55,516	55,516	(9,349)	(9,349)
MCMORAN EXPLORATION COMPANY	2,000	3/23/11	12/20/12	30,778	32,407	32,407	(1,628)	(1,628)
CENTURYTEL INC	1,000	3/9/10	1/28/13	40,223	34,681	34,681	5,542	5,542
DNP SELECT INCOME FD	3,000	7/1/04	1/29/13	30,015	33,070	33,070	(3,055)	(3,055)
DNP SELECT INCOME FD	2,000	5/6/05	1/29/13	20,010	22,356	22,356	(2,346)	(2,346)
DNP SELECT INCOME FD	1,000	12/8/05	1/29/13	10,005	10,675	10,675	(670)	(670)
DNP SELECT INCOME FD	1,000	12/14/05	1/29/13	10,005	10,505	10,505	(500)	(500)
DNP SELECT INCOME FD	500	8/4/06	1/29/13	5,002	5,256	5,256	(253)	(253)
VISHAY INTERTECHNOLOGY INC	6,000	7/1/04	1/29/13	65,924	85,211	85,211	(19,287)	(19,287)
VISHAY PRECISION GROUP INC	428	7/1/04	2/6/13	5,570	8,870	8,870	(3,300)	(3,300)
MCMORAN EXPLORATION COMPANY	5,000	1/10/12	2/27/13	80,435	70,530	70,530	9,906	9,906
BOARDWALK PIPELINE PARTNERS, LP	2,000	10/31/08	3/7/13	52,412	23,877	23,877	28,536	28,536
BOARDWALK PIPELINE PARTNERS, LP	1,000	9/28/10	3/7/13	26,206	25,346	25,346	860	860
BOARDWALK PIPELINE PARTNERS, LP	2,000	2/6/12	3/7/13	52,412	49,057	49,057	3,355	3,355
CENTURYTEL INC	2,000	8/25/10	4/16/13	74,287	72,027	72,027	2,260	2,260
MICROSOFT CORP	1,300	2/4/10	4/16/13	37,617	36,918	36,918	699	699
HARRIS PREFERRED CAPITAL CORP	19,000	Various	4/30/13	475,000	446,686	446,686	28,314	28,314
JP MORGAN CHASE CAPITAL X	3,300	3/20/08	5/8/13	82,500	80,320	80,320	2,180	2,180
JP MORGAN CHASE CAPITAL X	1,700	3/25/08	5/8/13	42,500	42,142	42,142	358	358
JP MORGAN CHASE CAPITAL X	100	7/18/08	5/8/13	2,500	1,892	1,892	608	608
JP MORGAN CHASE CAPITAL X	900	3/23/09	5/8/13	22,500	17,524	17,524	4,976	4,976
JP MORGAN CHASE CAPITAL XIX	2,000	3/28/11	5/8/13	50,000	51,565	51,565	(1,565)	(1,565)
KINDER MORGAN ENERGY PTRS	1,000	12/26/06	5/16/13	87,208	13,694	13,694	73,514	73,514
KINDER MORGAN ENERGY PTRS	1,000	1/8/07	5/28/13	87,808	13,609	13,609	74,198	74,198
MCMORAN EXPLORATION COMPANY	5,000	3/28/12	6/4/13	85,524	63,808	63,808	21,717	21,717
KINDER MORGAN ENERGY PTRS	500	2/6/07	6/6/13	41,650	7,176	7,176	34,474	34,474
KINDER MORGAN ENERGY PTRS	500	2/22/07	6/6/13	41,650	7,529	7,529	34,121	34,121
KINDER MORGAN ENERGY PTRS	500	2/22/07	6/19/13	41,486	7,529	7,529	33,957	33,957
KINDER MORGAN ENERGY PTRS	500	1/28/08	6/19/13	41,486	9,683	9,683	31,802	31,802
PFIZER INC	483	3/9/05	6/21/13	13,034	13,065	13,065	(31)	(31)
PFIZER INC	483	3/15/05	6/21/13	13,034	13,002	13,002	31	31
KINDER MORGAN ENERGY PTRS	1,000	10/9/08	6/28/13	81,975	17,576	17,576	64,399	64,399
KINDER MORGAN ENERGY PTRS	1,000	10/14/08	7/19/13	86,386	17,228	17,228	69,158	69,158
KINDER MORGAN ENERGY PTRS	1,000	10/16/08	8/30/13	82,722	16,278	16,278	66,445	66,445
MICROSOFT CORP	700	2/4/10	9/6/13	22,084	19,879	19,879	2,205	2,205
MICROSOFT CORP	1,000	4/5/12	9/6/13	31,548	32,701	32,701	(1,153)	(1,153)
MICROSOFT CORP	2,000	5/24/12	9/6/13	63,096	59,644	59,644	3,453	3,453
VODAFONE GROUP PLC	2,000	3/29/11	9/23/13	67,045	57,222	57,222	9,823	9,823
KINDER MORGAN ENERGY PTRS	1,000	2/11/09	10/30/13	83,789	21,089	21,089	62,700	62,700
Total Long Term				2,383,592	1,732,045	1,732,045	651,547	651,547
TOTAL CAPITAL GAINS				2,524,862	1,877,143	1,877,143	647,719	647,719