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

2012

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

For calendar year 2012 or tax year beginning

NOV 1, 2012

, and ending

OCT 31, 2013

Name of foundation

ROBERT AND MARJORIE ALPERN FOUNDATION

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

184 COUNTY HIGHWAY 52

A Employer identification number

38-6162747

City or town, state, and ZIP code

COOPERSTOWN, NY 13326

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) 2,157,550. (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				
3	Interest on savings and temporary cash investments	29.	29.	29.	STATEMENT 1
4	Dividends and interest from securities	69,526.	69,526.	69,526.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,250.			
b	Gross sales price for all assets on line 6a	129,502	129,502	129,502	REVENUE SERVICE
7	Capital gain net income (from Part IV, line 2)	204 RECEIVED	19,250.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	88,805.	88,805.	69,555.	
13	Compensation of officers, directors, trustees, etc.	20,900.	10,450.	0.	10,450.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	2,340.	1,170.	0.
c	Other professional fees	STMT 4	15,132.	15,132.	0.
17	Interest				
18	Taxes	STMT 5	523.	523.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	38,895.	27,275.	0.	11,620.
25	Contributions, gifts, grants paid	32,925.			32,925.
26	Total expenses and disbursements. Add lines 24 and 25	71,820.	27,275.	0.	44,545.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	16,985.			
b	Net investment income (if negative, enter -0-)		61,530.		
c	Adjusted net income (if negative, enter -0-)			69,555.	

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			<1. >	<1. >
	2 Savings and temporary cash investments		42,612.	29,757.	29,757.
	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	STMT 6			
	b Investments - corporate stock		1,774,798.	1,804,639.	2,127,794.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,817,410.	1,834,395.	2,157,550.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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.	
	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				
Net Assets or Fund Balances	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		1,807,222.	1,807,222.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		10,188.	27,173.	
	30 Total net assets or fund balances		1,817,410.	1,834,395.	
	31 Total liabilities and net assets/fund balances		1,817,410.	1,834,395.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,817,410.
2 Enter amount from Part I, line 27a	2	16,985.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,834,395.
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	1,834,395.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 129,539.		110,289.		19,250.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				19,250.
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	19,250.
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	<69. >

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	50,670.	1,944,280.	.026061
2010	286,362.	2,104,198.	.136091
2009	1,454,914.	2,601,711.	.559214
2008	59,482.	1,017,253.	.058473
2007	73,654.	659,145.	.111742
2 Total of line 1, column (d)		2	.891581
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	.178316
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	2,061,064.
5 Multiply line 4 by line 3		5	367,521.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	615.
7 Add lines 5 and 6		7	368,136.
8 Enter qualifying distributions from Part XII, line 4		8	44,545.

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

6a 1,240.

b Exempt foreign organizations - tax withheld at source

6b

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

6c

d Backup withholding erroneously withheld

6d

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

7 1,240.

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

8

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

9

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

10 9.

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

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

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

1b X

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

1c X

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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?

N/A

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?

8b X

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) ►

9 X

MI

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

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 248 357-7820	Located at ► 25505 W. TWELVE MILE RD. #1000, SOUTHFIELD, MI ZIP+4 ► 48034
15	► 15	N/A
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►		

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

	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)?	N/A ►	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

6b

X

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

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

 Yes No

N/A

7b

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

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

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
NANCY LEVIN 2055 WEST BEND CT BLOOMFIELD HILLS, MI 48302	CO-TRUSTEE 5.00	5,000.	0.	0.
WAYNE ALPERN 450 WEST END AVE APT #C NEW YORK, NY 10024	CO-TRUSTEE 5.00	9,000.	0.	0.
HARLAN ALPERN 184 COUNTY HWY 52 COOPERSTOWN, NY 13326	CO-TRUSTEE 6.00	6,900.	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	2,041,629.
b	Average of monthly cash balances	1b	50,822.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,092,451.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,092,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,061,064.
6	Minimum investment return. Enter 5% of line 5	6	103,053.

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	103,053.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,231.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,822.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,822.
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	101,822.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	44,545.
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	44,545.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	44,545.
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

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				101,822.
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	40,742.			
b From 2008	8,782.			
c From 2009	1,327,996.			
d From 2010	183,077.			
e From 2011				
f Total of lines 3a through e		1,560,597.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	44,545.		0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				44,545.
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))	57,277.			57,277.
6 Enter the net total of each column as indicated below:		1,503,320.		
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		1,503,320.		
10 Analysis of line 9:				
a Excess from 2008	1,320,243.			
b Excess from 2009	183,077.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL CONTRIBUTORS LISTED WERE PAID TO EXEMPT ORGANIZATIONS		PUBLICLY SUPPORTED CHARITIES	EXEMPT PURPOSE	
Total			► 3a	0.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1	Program service revenue.				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	29.
4	Dividends and interest from securities			14	69,526.
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			14	16,332.
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.		85,887.
13	Total. Add line 12, columns (b), (d), and (e)				2,918.
					88,805.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
100% INVESTMENT INCOME—PRODUCED TO ENABLE FOUNDATION TO MAKE MORE CHARITABLE DONATIONS	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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.  Harlan Alpern 129 Dec 13  Trustee			May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name KATHRYN LENTER, CPA	Preparer's signature <i>Kathryn Lenter</i>	Date 12/22/12	Check <input type="checkbox"/> if self- employed	PTIN P01405352
	Firm's name ► KATHRYN LENTER, C.P.A.			Firm's EIN ► 62-1780471	
	Firm's address ► 25505 W. TWELVE MILE RD, STE 1000 SOUTHFIELD, MI 48034			Phone no (248) 357-7820	

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 377.074 COLUMBIA INTL			P	02/27/12	02/19/13
b 596.464 COLUMBIA INTL			P	VARIOUS	02/19/13
c 597.154 CREDIT SUISSE COMM			P	08/18/09	02/19/13
d 452.489 COLUMBIA INTL			P	02/27/12	01/15/13
e 653.764 CREDIT SUISSE COMM			P	08/18/09	02/11/13
f 2409.639 JP MORGAN HI YLD			P	10/20/11	04/17/13
g 1131.222 COLUMBIA INTL			P	02/27/12	01/15/13
h 515.698 COLUMBIA INTL			P	VARIOUS	01/15/13
i 1520.641 CREDIT SUISSE COMM			P	VARIOUS	02/08/13
j 3614.458 JP MORGAN HI YLD			P	VARIOUS	04/17/13
k CAPITAL GAINS DIVIDENDS					
l					
m					
n					
o					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,026.		5,000.	26.
b 7,951.		7,915.	36.
c 4,801.		4,938.	<137. >
d 5,973.		6,000.	<27. >
e 5,309.		5,407.	<98. >
f 20,000.		18,506.	1,494.
g 14,932.		15,000.	<68. >
h 6,807.		6,842.	<35. >
i 12,408.		12,640.	<232. >
j 30,000.		28,041.	1,959.
k 16,332.			16,332.
l			
m			
n			
o			

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

(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 26.
b			36.
c			<137. >
d			** <27. >
e			<98. >
f			1,494.
g			** <68. >
h			<35. >
i			<232. >
j			1,959.
k			16,332.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	19,250.
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	<69. >

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

SOURCE	AMOUNT
SCHWAB	29.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB	85,858.	16,332.	69,526.
TOTAL TO FM 990-PF, PART I, LN 4	85,858.	16,332.	69,526.

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	2,340.	1,170.	0.	1,170.
TO FORM 990-PF, PG 1, LN 16B	2,340.	1,170.	0.	1,170.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER	15,132.	15,132.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	15,132.	15,132.	0.	0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	523.	523.	0.	0.
TO FORM 990-PF, PG 1, LN 18	523.	523.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,804,639.	2,127,794.
	1,804,639.	2,127,794.

Charitable Contributions

11/01/2012 through 10/31/2013

12/11/2013

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Date	Num	Description	Memo	Amount
ALS Association			42 Broadway # 1724 New York, NY 10004	-350.00
05/23/2013	202	ALS Association		-100.00
07/27/2013	207	ALS Association		-150.00
09/15/2013	209	ALS Association		-100.00
American jewish Committee			6735 Telegraph Rd Blacksburg, Virginia 24060	-100.00
01/24/2013	251	American jewish Committee		-100.00
Angel Network Charity			Community Fan of Northern VA 3252 Greenbord Dr McLean VA 22102	-500.00
12/18/2012	257	Angel Network Charity		-500.00
Ballet X			945 South Lincoln St Mt. Juliet, TN, PA 19107	-100.00
01/14/2013	138	Ballet X		-100.00
Barber Center Of Erie, PA			2084 W. 16th St Erie, PA 16505	-250.00
10/08/2013	288	Barber Center Of Erie, PA		-250.00
Barber Institute			voided - per Harlan	0.00
01/11/2013	269	Barber Institute		0.00
Bassett Healthcare			1 Atwell Rd Physical Therapy Dept Cooperstown, NY 13326	-1,000.00
12/18/2012	265	Bassett Healthcare		-1,000.00
Birmingham Bloomfield Chai Ctr			Zekelman P.O. Box 1894 Birmingham, MI 48101	-180.00
09/13/2013	264	Birmingham Bloomfield Chai Ctr		-180.00
Center For Continuous Adult Learning			31 Main St. PO Box 346 Olcota, NY 13820	-100.00
04/22/2013	280	Center For Continuous Adult Learning		-100.00
Chakgyur Lingra Foundation			Cooperstown, NY	-3,160.00
01/09/2013	268	Chakgyur Lingra Foundation		-2,000.00
03/27/2013	278	Chakgyur Lingra Foundation		-160.00
06/14/2013	281	Chakgyur Lingra Foundation		-1,000.00
Children's Art Village			Santa Monica, CA	-3,800.00
04/20/2013	201	Children's Art Village	Ghana	-2,000.00
06/12/2013	206	Children's Art Village	Ghana	-1,800.00
Christ Church Of Cooperstown			76 River Street In Memory of Grace Walsh Cooperstown, NY 13326	-200.00
03/22/2013	277	Christ Church Of Cooperstown		-100.00
06/28/2013	283	Christ Church Of Cooperstown		-100.00
Cooperstown Art Association			22 Main St. Cooperstown, NY 13326	-500.00
12/18/2012	253	Cooperstown Art Association		-500.00
Cooperstown Fire Department Fund			PO Box 1 Cooperstown, NY 13326	-100.00
12/18/2012	254	Cooperstown Fire Department Fund		-100.00
Cooperstown Food Bank			25 Church St. Cooperstown, NY 13326	-1,000.00
12/18/2012	255	Cooperstown Food Bank		-1,000.00
Cooperstown Foundation For Educational Excellence			39 Linden Ave Cooperstown, NY 13326	-300.00
07/15/2013	285	Cooperstown Foundation For Educat.		-300.00
Cooperstown Friends Of Music & Art			39 Linden Ave Cooperstown, NY 13326	-100.00
12/18/2012	259	Cooperstown Friends Of Music & Art		-100.00
Cranbrook Educational Community			39251 Woodward Ave Wilderness Scholarship PO Box 601 Benton Harbor, MI 49020	-1,400.00
11/18/2012	223	Cranbrook Educational Community		-1,000.00
04/04/2013	254	Cranbrook Educational Community		-100.00
04/10/2013	256	Cranbrook Educational Community		-300.00
Deb Ra Of America			16 East 41st St 3rd floor New York, NY 10017	-50.00
02/18/2013	140	Deb Ra Of America	Rafi's run	-50.00
Detroit Public TV			16th Street 1100 Woodward Ave Detroit, MI 48263	-100.00
06/04/2013	258	Detroit Public TV		-100.00
Doerenbecher Children's Hospital			Miles Levin lecture series 1101 SW Salmon St, Ste 100 Portland, OR 97205	-2,000.00
08/28/2013	261	Doerenbecher Children's Hospital		-2,000.00
Environment Michigan				-40.00

Charitable Contributions

11/01/2012 through 10/31/2013

12/11/2013

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Date	Num	Description	Memo	Amount
05/17/2013	257	Environment Michigan	103 E. Liberty St Ann Arbor, MI 48104	-40.00
Fractured Atlas				-350.00
05/19/2013	204	Fractured Atlas	Benjamin B	-100.00
05/31/2013	203	Fractured Atlas	AYDT/Walsh Fund	-250.00
Jewish Federation Of Metropolitan Detroit			6735 Telegraph Rd Bloomfield Hills, MI 48301	-100.00
09/05/2013	262	Jewish Federation Of Metropolitan D...		-100.00
Jones Foundation			1000 1st Street, NE Washington, DC 20004	-250.00
01/04/2013	137	Jones Foundation	Invitro	-250.00
KAT Rescue Center			42 Boston Ave Walter, NY 14486	-300.00
12/17/2012	250	KAT Rescue Center		-300.00
Knight Cancer Center			181 SW Sam Jackson Park Rd Portland, OR 97239	-1,500.00
12/03/2012	225	Knight Cancer Center		-1,500.00
League Of Michigan Bicyclists			162 Cedar St, Ste A Lansing, MI 48912	-60.00
09/13/2013	263	League Of Michigan Bicyclists		-60.00
Mandala Freedom Project				-600.00
02/11/2013	270	Mandala Freedom Project		-300.00
10/25/2013	290	Mandala Freedom Project		-300.00
MI Public Radio			535 W. William St, Ste 110 Ann Arbor, MI 48103	-75.00
12/07/2012	226	MI Public Radio		-75.00
MI School Of Professional Psychology			26811 Orchard Lake Rd Farmington Hills, MI 48334	-100.00
12/07/2012	229	MI School Of Professional Psychology		-100.00
Michele Brangwen Dance Ensemble			P.O. Box 18693 Trouton, WA 99371	-200.00
01/11/2013	139	Michele Brangwen Dance Ensemble		-100.00
09/22/2013	211	Michele Brangwen Dance Ensemble		-100.00
Michigan Trails & Greenways			1213 Center St Lansing, MI 48906	-75.00
01/24/2013	230	Michigan Trails & Greenways		-75.00
Nature Conservancy			4245 North Fairview Dr, Ste 100 Arlington, VA 22203	-50.00
06/04/2013	259	Nature Conservancy		-50.00
Northwest Pennsylvania Humane Society			30. Box 3930 Erie, PA 16508	-100.00
03/18/2013	276	Northwest Pennsylvania Humane So.		-100.00
Otsego 2000 Foundation			101 Main St Cooperstown, NY 13326	-100.00
12/18/2012	260	Otsego 2000 Foundation		-100.00
Otsego County Conservation Association			7093 Hwy 80 PO Box 931 Cooperstown, NY 13326	-200.00
12/18/2012	262	Otsego County Conservation Assoc...		-200.00
Red Cross			100.00	
10/31/2013	AJE	Red Cross	Void check-o/s over 2 yrs	100.00
Red Cross Disaster Relief				-100.00
11/18/2012	222	Red Cross Disaster Relief	Hurricane Sandy De Moines, IA	-100.00
Rescue Mission Of Utica, NY			212 Putnam St 50340	-300.00
12/18/2012	261	Rescue Mission Of Utica, NY	Utica, NY 13501	-300.00
Ronald McDonald House			405 E. 73rd St	-70.00
09/22/2013	212	Ronald McDonald House	New York, NY 10021	-70.00
Salvation Army				-350.00
12/17/2012	251	Salvation Army	4427 University, Rochester, NY 14620	-300.00
12/04/2012	224	Salvation Army	16130 Nall Lane Dr, Scottsdale, AZ 85260	-50.00
SEVA Foundation			1786 E. 8th St Berkeley, CA 94710	-1,000.00
01/02/2013	266	SEVA Foundation		-1,000.00
Smithy Pioneer Gallery			55 Monroe St Cooperstown, NY 13326	-100.00
12/18/2012	263	Smithy Pioneer Gallery		-100.00
State University Of New York At Oneonta			105 Thurman Avenue Oneonta, NY 13820	-2,000.00
12/06/2012	249	State University Of New York At One...		-1,000.00
04/15/2013	279	State University Of New York At One...		-1,000.00

Charitable Contributions

11/01/2012 through 10/31/2013

12/11/2013

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Date	Num	Description	Memo	Amount
Susquehanna SPCA				
12/17/2012	252	Susquehanna SPCA	1841 State Hwy 38 Cooperstown, NY 13326	-900.00
02/26/2013	271	Susquehanna SPCA		-300.00
07/09/2013	284	Susquehanna SPCA		-300.00
The Manor - Otsego County Nursing Facility				
01/07/2013	267	The Manor - Otsego County Nursing	128 Avenue New York Cooperstown, NY 13326	-6,000.00
07/25/2013	286	The Manor - Otsego County Nursing		-4,000.00
				-2,000.00
Thirteen				
10/15/2013	214	Thirteen	Channel 13	825 English Ave New York, NY 10031
				-200.00
Trustees Of Columbia University				
09/22/2013	210	Trustees Of Columbia University	2 tickets-Celiac Gala	127 W 127th St New York, NY
				-1,200.00
U Of M Public Health School				
01/29/2013	228	U Of M Public Health School	1415 Washington Heights Ann Arbor, MI 48109	-50.00
				-50.00
United Way Otsego Delaware Counties				
12/18/2012	256	United Way Otsego Delaware Counti...	PO Box 631 Oneonta, NY 13820	-300.00
				-300.00
Village Library Of Cooperstown NY				
12/18/2012	258	Village Library Of Cooperstown NY	22 Main Street Cooperstown, NY 13326	-300.00
				0.00
Void				
02/26/2013	272	Void		0.00
02/26/2013	273	Void		0.00
03/18/2013	274	Void		0.00
10/18/2013	289	Void		0.00
WCNY Television Syracuse				
09/17/2013	287	WCNY Television Syracuse	506 Old Liverpool Rd PO Box 9400 Syracuse, NY 13200	-200.00
				-200.00
WDET				
12/07/2012	227	WDET	4600 Cass Ave Detroit, MI 48201	-75.00
				-75.00
WQXR				
11/12/2012	135	WQXR	P.O. Box 1520 New York, NY 10116	-390.00
03/02/2013	141	WQXR		-150.00
06/09/2013	205	WQXR		-120.00
				-120.00
			OVERALL TOTAL	-32,825.00

Thru

10/26/13 267

607 Shillito St Ste 400
Detroit, MI 48226

(50)

Help International
10/26/13 5168

1 W 20th Ave
Little Rock, AR 72202

(50)

(32,325.00)