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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

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation  
**THE SO CHARITABLE TRUST  
C/O ODED ABOODI, TRUSTEE**

Number and street (or P O box number if mail is not delivered to street address)  
**C/O ALPINE RESOURCES LLC, POB 5028**

City or town, state, and ZIP code  
**NEW YORK, NY 10150**

**A Employer identification number**  
**13-3050892**

**B Telephone number**  
**(212) 641-5006**

**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

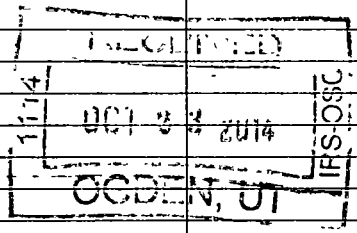
**G** Check all that apply:  Initial return,  Initial return of a former public charity,  Final return,  Amended return,  Address change,  Name change

**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)  
**\$ 2,305,025.** (Part I, column (d) must be on cash basis)

**J** Accounting method:  Cash,  Accrual,  Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	720,940.			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9.	9.	9.	STATEMENT 2
	4 Dividends and interest from securities	109,304.	109,304.	109,304.	STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	667.			STATEMENT 1
	b Gross sales price for all assets on line 6a	127,106.			
	7 Capital gain net income (from Part IV, line 2)		82,479.		
	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	830,920.	191,792.	109,313.		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	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	0.	0.	0.	0.
	25 Contributions, gifts, grants paid	447,177.			447,177.
26 Total expenses and disbursements. Add lines 24 and 25	447,177.	0.	0.	447,177.	
27 Subtract line 26 from line 12	383,743.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		191,792.			
c Adjusted net income (if negative, enter -0-)			109,313.		



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<b>Part II</b> 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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	15,495.	64,870.	64,870.
	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	1,970.	1,970.	1,970.
	10a Investments - US and state government obligations			
	b Investments - corporate stock <span style="float: right;">STMT 5</span>	1,529,473.	1,941,624.	2,238,185.
	c Investments - corporate bonds			
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 ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,546,938.</b>	<b>2,008,464.</b>	<b>2,305,025.</b>	
<b>Liabilities</b>	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 ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,546,938.	2,008,464.		
<b>30 Total net assets or fund balances</b>	<b>1,546,938.</b>	<b>2,008,464.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,546,938.</b>	<b>2,008,464.</b>		

**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)	1,546,938.
2 Enter amount from Part I, line 27a	383,743.
3 Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 4</u>	77,783.
4 Add lines 1, 2, and 3	2,008,464.
5 Decreases not included in line 2 (itemize) ▶	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>2,008,464.</b>

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**Part IV Capital Gains and Losses for Tax on Investment Income**

1a	(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)
b	<b>SEE ATTACHED STATEMENT</b>			
c				
d				
e				

a	(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)
b				
c				
d				
e	127,106.		44,627.	82,479.

a	(i) FMV 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))
b				
c				
d				
e				82,479.

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	82,479.
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	348.

**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	429,011.	1,419,617.	.302202
2010	412,298.	1,539,608.	.267794
2009	553,005.	1,394,577.	.396540
2008	483,593.	1,181,110.	.409439
2007	665,299.	1,573,219.	.422890

2	Total of line 1, column (d)	2	1.798865
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	.359773
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,840,198.
5	Multiply line 4 by line 3	5	662,054.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,918.
7	Add lines 5 and 6	7	663,972.
8	Enter qualifying distributions from Part XII, line 4 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	8	447,177.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,836.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,836.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	3,836.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	565.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	4,565.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	724.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 724.   Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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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 ▶ ODED ABOODI, TRUSTEE Telephone no ▶ 212-641-5006 Located at ▶ C/O ALPINE RESOURCES LLC, P.O. BOX 5028, NEW YORK ZIP+4 ▶ 10150			
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 N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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	3b	
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

**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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  Yes  No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
ODED ABOODI, C/O ALPINE RESOURCES LLC P.O. BOX 5028 NEW YORK, NY 10150	TRUSTEE 2.00	0.	0.	0.
SOLOMON M. WEISS 632 IRVINGTON AVE HILLSIDE, NJ 07205	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

**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		
<b>Total</b> number of others receiving over \$50,000 for professional services	0	

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3	0.

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,823,903.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	41,202.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	3,116.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,868,221.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,868,221.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	28,023.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,840,198.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	92,010.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	92,010.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,836.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,836.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	88,174.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	88,174.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	88,174.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	447,177.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	447,177.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	447,177.

**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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C/O ODED ABOODI, TRUSTEE

**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				88,174.
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	589,186.			
b From 2008	425,535.			
c From 2009	484,022.			
d From 2010	336,619.			
e From 2011	358,913.			
f Total of lines 3a through e	2,194,275.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	447,177.			
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				88,174.
e Remaining amount distributed out of corpus	359,003.			
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:	2,553,278.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	589,186.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,964,092.			
10 Analysis of line 9				
a Excess from 2008	425,535.			
b Excess from 2009	484,022.			
c Excess from 2010	336,619.			
d Excess from 2011	358,913.			
e Excess from 2012	359,003.			

**THE SO CHARITABLE TRUST  
C/O ODED ABOODI, TRUSTEE**

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

**ODED ABOODI, C/O ALPINE RESOURCES LLC**

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

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

**c** Any submission deadlines

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

THE SO CHARITABLE TRUST

Form 990-PF (2012)

C/O ODED ABOODI, TRUSTEE

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**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
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)					
<b>a Paid during the year</b>					
			PUBLIC CHARITIES		
SEE ATTACHED SCHEDULE	NONE		IRC SECTION 170(C) ORGANIZATIONS	447,177.	
<b>Total</b>				<b>▶ 3a</b>	447,177.
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>				<b>▶ 3b</b>	0.





**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 1000 SHS XEROX CORP.	P	11/22/99	08/23/13
b 500 SHS XEROX CORP.	P	10/26/00	08/23/13
c 200 SHS RALPH LAUREN CORP	D	06/11/97	03/07/13
d 100 SHS PRICELINE	D	03/29/99	04/02/13
e 100 SHS PRICELINE - CALLS	P	06/19/13	06/19/13
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
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 9,989.		29,201.	-19,212.
b 4,994.		4,129.	865.
c 35,453.		5,200.	30,253.
d 70,143.		890.	69,253.
e 5,555.		5,207.	348.
f 972.			972.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-19,212.
b			865.
c			30,253.
d			69,253.
e			** 348.
f			972.
g			
h			
i			
j			
k			
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	82,479.
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	348.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
1000 SHS XEROX CORP.	9,989.	29,201.	0.	PURCHASED	11/22/99	08/23/13
						-19,212.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
500 SHS XEROX CORP.	4,994.	4,129.	0.	PURCHASED	10/26/00	08/23/13
						865.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
200 SHS RALPH LAUREN CORP	35,453.	15,984.	0.	DONATED	06/11/97	03/07/13
						19,469.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS PRICELINE	70,143.	71,918.	0.	0.	-1,775.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS PRICELINE - CALLS	5,555.	5,207.	0.	0.	348.

CAPITAL GAINS DIVIDENDS FROM PART IV	972.
TOTAL TO FORM 990-PF, PART I, LINE 6A	667.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIV & INT	110,276.	972.	109,304.
TOTAL TO FM 990-PF, PART I, LN 4	110,276.	972.	109,304.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON TRANSFER OF COMMON STOCK TO PUBLIC CHARITY		77,783.	
TOTAL TO FORM 990-PF, PART III, LINE 3		77,783.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	1,601,624.	1,898,185.	
CLOSELY HELD STOCK	340,000.	340,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,941,624.	2,238,185.	

**THE SO CHARITABLE TRUST**  
**CONTRIBUTIONS SUMMARY**  
December 1, 2012 through November 30, 2013

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OA - SEE SCHEDULE ATTACHED	393,599
SMW - SEE SCHEDULE ATTACHED	53,578
	<hr/>
TOTAL	447,177

THE SO CHARITABLE TRUST  
 EIN- 13-3050892  
 ATTACHMENT TO 990-PF  
 CONTRIBUTION LIST - 11/30/13

Date	Num	Name	Address	Amount
<b>OA - Distributions (Cash)</b>				
12/5/2012		RELIANCE FIRE COMPANY	94 Church Street, Alpine, NJ 07620	500 00
12/13/2012		TIDEWELL HOSPICE	5955 Rand Boulevard, Sarasota, FL 34238	540 00
12/20/2012		C J HUANG FOUNDATION	P O Box 1264, Livingston Manor, NY 12758	1,800 00
1/16/2013		NYU	726 Broadway, New York, NY 10003-9580	360 00
2/7/2013		CHABAD JEWISH COMMUNITY CENTER	435 W Main Street, Aspen, CO 81611	540 00
2/7/2013		THE CHEMOTHERAPY FOUNDATION	183 Madison Avenue, Suite 403, New York, NY 10016	1,800 00
3/5/2013		RELAY FOR LIFE	P O Box 22718, Oklahoma City OK 73123	3,600 00
3/7/2013		AMERICAN HEART ASSOCIATION	205 E 42nd St, New York, NY 10017	100 00
3/15/2013		NATIONAL DANCE INSTITUTE	217 W 147th Street, New York, NY 10039	5,000 00
3/15/2013		NEW 42ND STREET	229 W 42nd St, New York, NY 10036	1,200 00
4/11/2013		ASH CHARITABLE TRUST	P O Box 5028, New York, NY 10150	18,000 00
4/11/2013		DKA CHARITABLE TRUST	P O Box 5028, New York, NY 10150	18,000 00
4/11/2013		HMA CHARITABLE TRUST	P O Box 5028, New York, NY 10150	18,000 00
4/24/2013		MS RESEARCH	101A First Avenue, Suite 6, Waltham, MA 02451	900 00
5/3/2013		NEW YORK ACADEMY OF MEDICINE	1325 Sixth Avenue, 27th Floor, New York, NY 10019	1,000 00
5/3/2013		CHILDREN'S HEARING INSTITUTE	380 Second Avenue, 9th Floor, New York, NY 10010	5,400 00
5/7/2013		SHAARE ZEDEK MEDICAL CENTER	P O Box 3235, Jerusalem, Israel 9103102	1,080 00
5/16/2013		HOPE & HEROES CHILDREN'S CANCER FUND	161 Fort Washington Avenue, IP-7, New York, NY 10032	3,600 00
6/20/2013		MOUNTAIN RESCUE-ASPEN, INC	630 West Main Street, Aspen, CO 81611	180 00
6/20/2013		BIRCOS YOSEF	201 Rt 306, Monsey, NY 10952	1,800 00
6/21/2013		ASH CHARITABLE TRUST	P O Box 5028, New York, NY 10150	25,000 00
7/24/2013		MULLIN AUTOMOTIVE MUSEUM	1421 merson Avenue, Oxnard, CA 93033	1,800 00
9/3/2013		BIRCOS YOSEF	201 Rt 306, Monsey, NY 10952	1,800 00
9/16/2013		THE LUSTGARTEN FOUNDATION	1111 Stewart Avenue, Bethpage, NY 11714	3,600 00
10/21/2013		SELF HELP AFRICA INC	41 Union Square West, New York, NY 10003	180 00
10/21/2013		NEW GROUND INC	211 Fulton Avenue, Hempstead, NY 11550	180 00
10/21/2013		RELIANCE FIRE COMPANY	94 Church Street, Alpine, NJ 07620	500 00
10/21/2013		H E L P	1751 Second Avenue, New York, NY 10128	1,800 00
11/25/2013		COLUMBIA UNIVERSITY	100 Haven Avenue, Suite 29D, New York, NY 10032	10,000 00
<b>Total OA - Distributions (Cash)</b>				<b>128,260 00</b>
<b>OA - Distributions (Stock)</b>				
3/7/2013		RAMAZ SCHOOL (102 shs RL)	125 E 85th St New York, NY 10028	18,129 48
3/11/2013		YOUNG ISRAEL OF SCARSDALE (40 shs RL)	1313 Weaver St, Scarsdale, NY 10583	7,074 80
4/17/2013		MONTEFIORE HOSPITAL FUND (140 shs PCLN)	111 East 210th Street, Bronx, NY 10467-2490	99,289 40
5/7/2013		RIVERDALE COUNTRY SCHOOL (25 shs PCLN)	5250 Fieldston Road, Riverdale, NY 10471-2999	18,111 25
6/25/2013		DOROT INC (75 shs RL)	171 W 85th Street, New York, NY 10024	12,798 75
6/27/2013		BRANDEIS UNIVERSITY (465 shs RL)	415 South Street, Waltham, MA 02453	80,272 95
10/25/2013		HOPE & HEROES CHILDREN'S CANCER FUND (150 shs RL)	161 Fort Washington Avenue, IP-7, New York, NY 10032	24,718 50
10/25/2013		HEREDITARY DISEASE FOUNDATION (30 shs RL)	3960 Broadway, 6th Floor, New York, NY 10032	4,943 70
<b>Total OA - Distributions (Stock)</b>				<b>265,338 83</b>
<b>Total OA Distributions</b>				<b>393,598 83</b>
<b>SMW - Distributions</b>				
12/6/2012	3138	AMERICAN FRIENDS OF YESHIVA HAKOTEL	POB 603, Jersusalem 91006, Israel	810 00
12/6/2012	3139	AMERICAN FRIENDS OF THE TORAH LEADERSHIP INSTITUTE	15 W 81st Street, Apt 11A, New York, NY 10024	180 00
12/10/2012	3140	CLASSICAL SOUTH FLORIDA	330 SW Second St , Ste# 207, Fort Lauderdale, FL 33312	106 00
12/12/2012	3114	AMERICAN FRIENDS OF MIR YESHIVA	5114 13th Avenue, Brooklyn, NY 11219-3520	1,800 00
1/28/2013	3141	AMERICAN FRIENDS OF YESHIVA	5115 13th Avenue, Brooklyn, NY 11219-3520	2,412 00
2/1/2013	3142	LUBAVITCH ON THE PALISADES	11 Harold Street, Tenafly, NJ 07670	180 00
2/17/2013	3143	YOUNG ISRAEL OF BAL HARBOUR	9592 Harding Avenue, 2nd Fl , Surfside, FL 33154	1,008 00
2/19/2013	3144	CONGREGATION OF ADATH ISRAEL	1391 North Avenue, Elizabeth, NJ 07208	600 00
2/20/2013	3145	YESHIVA BE'ER YITZCHAK	1391 North Avenue, Elizabeth, NJ 07208	360 00
3/3/2013	3146	IHUD SHIVAT ZION	2 Smolenskin St , Tel Aviv	108 00
4/2/2013	3157	RUTGERS UNIVERSITY	1 Washington Park, Newark, NJ 07102	1,260 00
4/2/2013	3162	LEAH WACHSMAN MEMORIAL	3288 N Lake Drve, Milwaukee, WI 53211	108 00
4/2/2013	3165	THE CARLEBACH SHUL	305 W 79th Street, New York, NY 10024	234 00
4/2/2013	3169	NEW YORK PUBLIC LIBRARY	476 Fifth Avenue, New York, NY 10018	360 00
4/11/2013	3148	P E F ISRAEL ENDOWMENT FUND	317 Madison Avenue, New York, NY 10017	540 00
4/22/2013	3150	FRIENDS OF UNITED HATZALAH	208 E 51st Street, New York, NY 10022	900 00
4/22/2013	3153	NATIONAL JEWISH OUTREACH PROGRAM	989 Sixth Avenue, New York, NY 10018	2,016 00
4/22/2013	3154	NATIONAL YIDDISH BOOK CENTER	1021 West Street, Amherst, MA 01002-3375	360 00
4/22/2013	3156	BRIS AVRAHOM, INC	910 Salem Avenue, Hillside, NJ 07205	360 00
4/22/2013	3147	YESHIVA MEOR HATORAH OF CHICAGO	3635 W Devon Avenue, Chicago, IL 60659	180 00
4/22/2013	3149	KEREN OR	350 Seventh Ave, Suite 701, New York, NY 10001	252 00
4/22/2013	3151	MUSEUM OF MODERN ART	11 W 53rd Street, New York, NY 10019-5497	360 00
4/22/2013	3152	DEBORAH HOSPITAL FOUNDATION	212 Trenton Road, Browns Mills, NJ 08015	108 00
4/22/2013	3155	WEST POINT JEWISH CHAPEL	PO Box 84, West Point, NY 10996	108 00
4/22/2013	3158	DEWITT CLINTON SCHOLARSHIP & STUDENT AID	266 White Plains Road, Eastchester, NY 10709	108 00
4/22/2013	3159	WFMU	PO Box 2011, Jersey City, NJ 07303-2011	216 00
4/22/2013	3161	CHABAD OF MERCER COUNTY	731 Pnnceon Kingston Road, Pnnceon, NJ 08540	144 00

4/22/2013	3163 KULANU YACHAD	39 Bellewood Place, Elizabeth, NJ 07208	216 00
4/22/2013	3164 FAIRCHILD TROPICAL BOTANIC GARDENS	10901 Old Cutler Road, Coral Gables, FL 33156-4296	108 00
4/22/2013	3166 SIMON WIESENTHAL CENTER	1399 South Rosbury Drne, Los Angeles, CA 90035-4709	108 00
4/22/2013	3167 HATZOLAH OF UNION COUNTY	P O Box 9355, Elizabeth, NJ 07202-9355	216 00
4/22/2013	3168 JEWISH HISTORICAL SOCIETY	15 W 16th Street, New York, NY 10011-6301	108 00
4/22/2013	3170 KEREN ZICHRON RAFAEL	685 Eight Street, Lakewood, NJ 08701	540 00
5/1/2013	3179 TORAH UMESORAH	1090 Coney Island Avenue, 3rd Fl, Brooklyn, NY 11230	108 00
5/1/2013	3180 NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	101 South Independence Mall East, Philadelphia, PA 19106-2517	108 00
5/1/2013	3181 HIAS	333 Seventh Avenue, New York, NY 10001	108 00
5/1/2013	3182 MEMORIAL SLOAN KETTERING CANCER CENTER	1275 York Avenue, New York, NY 10065	126 00
5/1/2013	3183 MUSEUM AT ELDRIDGE STREET	12 Eldndge Street, New York, NY 10002	108 00
5/1/2013	3184 AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West at 79th Street, New York, NY 10024	126 00
5/1/2013	3185 LINCOLN SQUARE SYNAGOGUE	180 Amsterdam Avenue, New York, NY 10023	360 00
5/1/2013	3186 HOPE & HEROES CHILDREN'S CANCER FUND	161 Fort Washington Avenue, Irving Pavilion, New York, NY 10032	540 00
5/1/2013	3173 INTERNATIONAL CENTER FOR PHOTOGRAPHY	1133 Avenue of the Amencas, New York, NY 10036	108 00
5/1/2013	3174 JCC ASSOCIATION	520 Eighth Avenue, New York, NY 10018	108 00
5/1/2013	3175 THE JEWISH MUSEUM OF FLORIDA	301 Washington Avenue, Miami Beach, FL 33139	126 00
5/1/2013	3176 AMERICAN SOCIETY FOR YAD VASHEM	500 Fifth Avenue, 42nd Floor, New York, NY 10110-4299	180 00
5/1/2013	3177 HOLOCAUST RESEARCH FOUNDATION	100 Raoul Wallenberg Place, SW, Washington DC 20024-2126	108 00
5/1/2013	3178 YESHIVA UNIVERSITY MUSEUM	15 W 16th Street, New York, NY 10011-6301	108 00
5/11/2013	3187 NEW YORK PUBLIC RADIO	160 Vanck Street, New York, NY 10013	180 00
5/23/2013	3188 JEWISH EDUCATION CENTER	330 Elmora Avenue, Elizabeth, NJ 07208	1,008 00
6/1/2013	3189 THE CARLEBACH SHUL	305 W 79th Street, New York, NY 10024	360 00
6/1/2013	3192 LINCOLN SQUARE SYNAGOGUE	180 Amsterdam Avenue, New York, NY 10023	810 00
6/3/2013	3190 MUSEUM OF JEWISH HERITAGE	36 Battery Place, New York, NY 10280	210 00
6/3/2013	3191 NATIONAL WOMEN'S DIVISION OF SHAARE ZEDEK	55 W 39th Street, 4th fl, New York, NY 10018	150 00
6/30/2013	3197 FRIENDS OF THE 92ND STREET Y	1395 Lexington Avenue, New York, NY 10128	108 00
7/1/2013	3193 THE JEWISH MUSEUM	301 Washington Avenue, Miami Beach, FL 33139	1,008 00
7/1/2013	3194 THE WHITNEY MUSEUM OF ART	945 Madison Avenue, New York, NY 10021	126 00
7/1/2013	3195 THE METROPOLITAN MUSEUM OF ART	11 W 53rd Street, New York, NY 10019-5497	666 00
7/1/2013	3196 MUSEUM OF THE CITY OF NEW YORK	1220 Fifth Avenue, New York, NY 10029	126 00
7/1/2013	3198 THE NEWARK MUSEUM	49 Washington Street, Newark, NJ 07102-3176	108 00
7/1/2013	3199 YESHIVAT REISHIT	P O Box 489, Marlboro, NJ 07746	108 00
7/1/2013	3200 CENTRAL PARK CONSERVANCY	14 E 60th Street, New York, NY 10022	108 00
7/1/2013	3201 THE GUGGENHEIM MUSEUM	1071 Fifth Avenue, New York, NY 10128	126 00
7/1/2013	3202 FILM FORUM	209 W Houston Street, New York, NY 10014	126 00
7/1/2013	3203 YESHIVA BE'ER YITZCHAK	1391 North Avenue, Elizabeth, NJ 07208	1,998 00
7/1/2013	3204 JEWISH FAMILY SERVICE AGENCY	655 Westfield Avenue, Elizabeth, NJ 07208	180 00
7/1/2013	3205 U S HOLOCAUST MEMORIAL MUSEUM	100 Raoul Wallenberg Place, SW, Washington DC 20024-2126	144 00
8/6/2013	3206 YOUNG ISRAEL OF BAL HARBOUR	9592 Harding Avenue, 2nd Fl, Surfside, FL 33154	540 00
8/6/2013	3207 HASC	5902 14th Avenue, Brooklyn, NY 11219	1,008 00
8/6/2013	3208 CONGREGATION ADATH ISRAEL	1391 North Avenue, Elizabeth, NJ 07208	1,008 00
8/6/2013	3209 YOUNG ISRAEL OF BAL HARBOUR	9592 Harding Avenue, 2nd Fl, Surfside, FL 33154	882 00
9/3/2013	3211 AMERICAN FRIENDS OF TEL AVIV MUSEUM OF ART	36 W 44th Street, New York, NY 10036	360 00
9/3/2013	3212 AMERICAN FRIENDS OF SHAARE ZEDEH	55 W 39th Street, 4th fl, New York, NY 10018	1,008 00
9/3/2013	3219 P E F ISRAEL ENDOWMENT FUND	317 Madison Avenue, New York, NY 10017	540 00
9/3/2013	3220 AMIT	817 Broadway, New York, NY 10003	540 00
9/3/2013	3221 JEWISH EDUCATIONAL CENTER	330 Elmora Avenue, Elizabeth, NJ 07208	4,680 00
9/3/2013	3222 AMERICAN ISRAEL CULTURAL FOUNDATION	1140 Broadway, Suite 304, New York, NY 10001	108 00
9/3/2013	3223 THE ANN FRANK CENTER, USA	44 Park Place, New York, NY 10007	108 00
9/3/2013	3224 THE BROOKLYN MUSEUM	200 Eastern Parkway, Brooklyn, NY 11238	154 00
9/3/2013	3225 LINCOLN SQUARE SYNAGOGUE	180 Amsterdam Avenue, New York, NY 10023	1,008 00
9/3/2013	3226 AMERICAN ASSOCIATES OF BEN GURION UNIVERSITY	1001 Avenue of the Amencas, 19th Floor, New York, NY 10018	108 00
9/3/2013	3227 THE FOUNDATION FOR REMOTE JEWISH COMMUNITIES	PO Box 218, Locust Valley, NY 11560	108 00
9/3/2013	3228 THE STATUE OF LIBERTY ELLIS ISLAND FOUNDATION	P O Box 5202, New York, NY 10274-5202	108 00
9/3/2013	3229 WORLD JEWISH CONGRESS	501 Madison Avenue, New York, NY 10022	108 00
9/3/2013	3230 B'NAI BRITH INTERNATIONAL	2020 K Street, NW, 7th Fl, Washington, DC 20006	108 00
9/3/2013	3231 ST BARNABAS MEDICAL CENTER FOUNDATION	95 Old Short Hills Road, West Orange, NJ 07052	108 00
9/3/2013	3232 WORLD JEWISH CONGRESS	501 Madison Avenue, New York, NY 10022	108 00
9/3/2013	3210 YESHIVA HAKOTEL	POB 603, Jerusalem 91006, Israel	360 00
9/3/2013	3215 P E F ISRAEL ENDOWMENT FUND	317 Madison Avenue, New York, NY 10017	180 00
9/3/2013	3216 AMERICAN FRIENDS OF ISRAEL MUSEUM	500 Fifth Avenue, Suite 2540, New York, NY 10110	1,008 00
9/3/2013	3218 AMERICAN FRIENDS OF MIR YESHIVA	5227 New Utrecht Avenue, Brooklyn, NY 11219	1,800 00
9/3/2013	3234 CHABAD AT BRANDEIS UNIVERSITY	54 Turner Street, Waltham, MA 02453	360 00
9/3/2013	3235 GEMACH ZICHON MOSHE	130 The Cir, Passaic, NJ 07055	1,300 00
9/3/2013	3213 AMERICAN FRIENDS OF JERUSALEM SYNAGOGUE	3145 Coney Island Avenue, Brooklyn, NY 11235	1,800 00
9/29/2013	994 FRIENDS OF UNITED HATZALAH	208 E 51st Street, New York, NY 10022	360 00
10/8/2013	3236 LUBAVITCH ON THE PALISADES	11 Harold Street, Tenafly, NJ 07670	180 00
10/18/2013	3237 AMERICAN BALLET THEATRE	890 Broadway, New York, NY 10003-1278	108 00
10/18/2013	3238 FRIENDS OF CARNEGIE HALL	881 Seventh Avenue, New York, NY 10019-3210	108 00
10/18/2013	3239 UJA-FEDERATION OF NY	130 E 59th Street, New York, NY 10022	720 00
10/18/2013	3240 THE JERUSALEM FOUNDATION	420 Lexington Avenue, New York, NY 10170	108 00
10/18/2013	3242 AMERICAN FRIENDS OF HEBREW UNIVERSITY	P O Box 2035, New York, NY 10021-0051	108 00
10/18/2013	3243 YIVO INSTITUTE FOR JEWISH RESEARCH	15 W 16th Street, New York, NY 10011-6301	108 00
10/18/2013	3244 THE JEWISH NATIONAL FUND	42 E 68th Street, New York, NY 10021	108 00
10/18/2013	3245 NEW JERSEY NCSY	1345 Queen Anne Road, Teaneck, NJ 07666	108 00
10/18/2013	3246 THE JEWISH FEDERATION OF GREATER METROWEST NJ	901 Route 10, P O Box 929, Whippany, NJ 07981	1,008 00
10/18/2013	3249 MESORAH HERITAGE FOUNDATION	4401 Second Avenue, Brooklyn, NY 11232	108 00
10/18/2013	3251 YM-YWHA OF UNION COUNTY	501 Green lane, Union, NJ 07083	108 00
10/18/2013	3241 NEW YORK BOTANICAL GARDENS	Bronx, NY 10458-5126	108 00
10/18/2013	3247 THE JEWISH PUBLICATION SOCIETY	2100 Arch Street, 2nd Fl, Philadelphia, PA 19103	108 00
10/18/2013	3248 FRIENDS OF THE PHILHARMONIC	10 Lincoln Center Plaza, New York, NY 10023-6970	108 00
10/18/2013	3250 BETH ISRAEL MEDICAL CENTER	555 W 57th Street, 18th Floor, New York, NY 10019	108 00
10/24/2013	3252 DOLPHINS CYCLING CHALLENGE - SYLVESTER	347 Don Shula Drne, Miami Gardens, FL 33056	108 00
10/28/2013	3253 YESHIVAS TORAS MOSHE	1412 E 7th Street, Brooklyn, NY 11230	504 00
10/28/2013	3254 NEW JERSEY PERFORMANCE ARTS CENTER	One Center Street, Newark, NJ 07102	100 00

11/5/2013	3255	KEREN OR	350 Seventh Ave, Suite 701, New York, NY 10001	108 00
11/5/2013	3257	PERFECT PET RESCUE	10737 Venice Boulevard, Los Angeles, CA 90034	360 00
11/5/2013	3258	THIRTEEN - WNET	825 Eighth Avenue, New York, NY 10019-7435	360 00
11/5/2013	3260	AMERICAN JEWISH COMMITTEE	165 West 65th Street, New York, NY 10023	108 00
11/5/2013	3261	AMERICAN FRIENDS WEIZMANN INSTITUTE	633 Third Avenue, New York, NY 10017	108 00
11/5/2013	3262	THE METROPOLITAN OPERA GUILD	70 Lincoln Center Plaza, 6th floor, New York, NY 10023	108 00
11/5/2013	3263	SOUTH STREET SEAPORT MUSEUM	12 Fulton Street, New York, NY 10038	108 00
11/5/2013	3264	THE MUNICIPAL ART SOCIETY	488 Madison Avenue, New York, NY 10022	108 00
11/5/2013	3265	EMUNAH OF AMERICA	Seven Penn Plaza, New York, NY 10001	180 00
11/5/2013	3256	NEW MILFORD HIGH SCHOOL	One Snyder Circle, New Milford, NJ 07646	540 00
11/5/2013	3259	FREE ARTS FOR ABUSED CHILDREN	5301 Beethoven Street, Suite 102, Los Angeles, CA 90066	126 00
11/18/2013	3266	THE FILM SOCIETY OF LINCOLN CENTER	165 W 65th Street, New York, NY 10023	126 00
11/18/2013	3267	CONGREGATION ADATH ISRAEL	1391 North Avenue, Elizabeth, NJ 07208	540 00
11/20/2013	3268	CHAI LIFELINE	151 W 30th Street, New York, NY 10001	180 00
11/20/2013	3269	THE ESTHER ABOODI RESEARCH FUND	c/o Columbia U, 622 W 113th St , Mail Code 4524, New York, NY 10025	180 00
Total SMW - Distributions				<b>53,578.00</b>
Total CONTRIBUTIONS				<b>447,176.83</b>

**Passive Foreign Investment Company (PFIC)  
Annual Information**

**(Furnished Pursuant to Internal Revenue Service Notice 88-125)**

Name, Address and Taxpayer Identification Number of PFIC

Oceanic Petroleum Corporation ("OPC")                      I.D. #13-3054067  
c/o Alpine Resources LLC  
P.O. Box 5028  
New York, NY 10150

(1) Taxable Year of the PFIC to Which Information Statement Applies

December 1, 2012 - November 30, 2013

(2) Shareholder's Pro-Rata Share of Ordinary Earnings and Net Capital Gain of the PFIC/Taxable Year: December 1, 2012 - November 30, 2013

- Schedule Attached -

Oceanic Petroleum Corporation has made Dividend Distributions in excess of its income. Consequently, the character of any includible income is Dividend Income.

After the payment of preferred dividends, a deficit in current earnings and profits resulted and consequently, no remaining earnings and profits are allocable to the shareholders.

(3) Cash Distributed or Deemed Distributed

- Schedule Attached -

(4) PFIC Verification Statement

Oceanic Petroleum Corporation hereby acknowledges that it will permit the shareholder to inspect and copy the Corporation's permanent books of account, records and such other documents as may be maintained by the Corporation that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles.

**Oceanic Petroleum Corporation**  
**Passive Foreign Investment Company ("PFIC")**  
**Annual Information Statement**

**Attachment**

Shareholder	Shareholder's Tax Year	Type of Shareholder	Cash Distributed 12/1/12 to 11/30/13		
			Total	2012	2013
Ganon Investments Corporation	01/01/13 - 12/31/13	S Corporation	300,000		300,000
The Wang Family Charitable Foundation	11/01/13 - 10/31/14	Non-Grantor Trust	8,424		8,424
The Yen Family Charitable Foundation	11/01/13 - 10/31/14	Non-Grantor Trust	8,424		8,424
The Wayen Charitable Foundation	11/01/13 - 10/31/14	Non-Grantor Trust	8,424		8,424
The CD Shiah Charitable Foundation	07/01/13- 06/30/14	Non-Grantor Trust	52,650		52,650
The SO Charitable Foundation	12/01/12 - 11/30/13	Non-Grantor Trust	71,604		71,604
			<u>449,526</u>		<u>449,526</u>

**NOTE:**

Shareholder's total pro-rata of earnings of Oceanic Petroleum Corporation for its taxable year 12/01/12 - 11/30/13 is less than the actual cash distributed. Accordingly, such information is being omitted.

After the payment of preferred and common dividends, a deficit in current earnings and profits resulted and consequently, no remaining earnings and profits are allocable to the shareholders.