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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

OMB No 1545-0052

2012

Open to public inspection

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

Name of foundation  
**ABROMS CHARITABLE FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address)  
**474 BOTANICAL PLACE**

City or town, state, and ZIP code  
**BIRMINGHAM, AL 35223**

Room/suite

**A Employer identification number**  
**23-7058629**

**B Telephone number**  
**250-871-6223**

**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)  
**\$ 5,209,206.** (Part I, column (d) must be on cash basis.)

**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

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		75,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		52,487.	52,487.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		89,277.			
b Gross sales price for all assets on line 6a		768,975.			
7 Capital gain net income (from Part IV, line 2)			89,277.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		78.	78.		STATEMENT 2
12 Total. Add lines 1 through 11		216,842.	141,842.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		8,856.	6,642.		2,214.
c Other professional fees STMT 4		16,908.	16,908.		0.
17 Interest					
18 Taxes STMT 5		923.	923.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		9,279.	9,009.		270.
24 Total operating and administrative expenses. Add lines 13 through 23		35,966.	33,482.		2,484.
25 Contributions, gifts, grants paid		267,250.			267,250.
26 Total expenses and disbursements. Add lines 24 and 25		303,216.	33,482.		269,734.
27 Subtract line 26 from line 12		-86,374.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			108,360.		
c Adjusted net income (if negative, enter -0-)				N/A	

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	168,074.	223,379.	223,378.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	511,465.	998,293.	890,242.
	c Investments - corporate bonds STMT 8	932,518.	760,623.	831,123.
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,135,912.	2,679,300.	3,264,463.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,747,969.	4,661,595.	5,209,206.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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			
	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	84,769.	84,769.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	130,000.	130,000.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,533,200.	4,446,826.	
	30 Total net assets or fund balances	4,747,969.	4,661,595.	
	31 Total liabilities and net assets/fund balances	4,747,969.	4,661,595.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,747,969.
2 Enter amount from Part I, line 27a	2	-86,374.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,661,595.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,661,595.

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	2661.934 SHS PIMCO UNCONSTRAINED INSTL	P	02/24/11	06/26/13
b	17985.612 SHS IVY HIGH INCOME FD	P	07/03/12	10/23/13
c	PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F	P	VARIOUS	12/31/12
d	PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F	P	VARIOUS	12/31/12
e	PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F	P	VARIOUS	12/31/12
f	PASSTHROUGH - COGENT INVESTMENT STRATEGIES FD. -	P	VARIOUS	07/18/13
g	CAPITAL GAINS DIVIDENDS			
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 29,985.		29,683.	302.
b 157,539.		150,015.	7,524.
c 16,107.			16,107.
d 14,183.			14,183.
e 394.			394.
f 549,990.		500,000.	49,990.
g 777.			777.
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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			302.
b			7,524.
c			16,107.
d			14,183.
e			394.
f			49,990.
g			777.
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	89,277.
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	N/A

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

(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>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 768,975.		679,698.	89,277.

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

(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>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			89,277.

<b>2</b> 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 }	<b>2</b>	89,277.
<b>3</b> 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 }	<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	246,601.	4,559,876.	.054081
2010	256,267.	4,544,494.	.056391
2009	153,218.	4,336,342.	.035333
2008	126,021.	4,180,304.	.030146
2007	176,805.	6,407,443.	.027594

<b>2</b> Total of line 1, column (d)	<b>2</b>	.203545
<b>3</b> 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	<b>3</b>	.040709
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	4,886,812.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	198,937.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,084.
<b>7</b> Add lines 5 and 6	<b>7</b>	200,021.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	269,734.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,084.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,084.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,084.
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	5,642.	
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	5,642.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,558.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ► HAROLD L. ABROMS Telephone no ► 205-871-6223 Located at ► 474 BOTANICAL PLACE, BIRMINGHAM, AL ZIP+4 ► 35223			
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?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HAROLD L. ABROMS	PRES & TREAS			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	2.00	0.	0.	0.
JAMES M. ABROMS	VICE PRES			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	0.50	0.	0.	0.
JUDITH E. ABROMS	SECRETARY			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	0.50	0.	0.	0.

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

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

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

0

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**Part 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>	1,266,465.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	323,760.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	3,371,005.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	4,961,230.
<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>	4,961,230.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	74,418.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,886,812.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	244,341.

**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>	244,341.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,084.
<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>	1,084.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	243,257.
<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>	243,257.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	243,257.

**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>	269,734.
<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>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	269,734.
<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>	1,084.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	268,650.

**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

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				243,257.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			8,423.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 269,734.				
<b>a</b> Applied to 2011, but not more than line 2a			8,423.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				243,257.
<b>e</b> Remaining amount distributed out of corpus	18,054.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,054.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,054.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	18,054.			



**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
<b>a Paid during the year</b>				
STATEMENT C-1	N/A			267,250.
<b>Total</b>			<b>3a</b>	267,250.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

- 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.

Harold L. Abrams

4/14/14

**PRESIDENT AND  
TREASURER**

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

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ self-employed

PTIN
------

STEPHEN M. BERMAN

Stephen M. Bonawit, CPA

4/12/14

P00031703

Firm's name ▶ **STEPHEN M. BERMAN & ASSOC., L.L.C.**

Firm's EIN ► 58-1540139

Firm's address ► 3475 LENOX ROAD, N.E., SUITE 950  
ATLANTA 30326

Phone no 404-262-2181

Form 990-PF (2012)

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

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

OMB No 1545-0047

**2012**

Name of the organization

ABROMS CHARITABLE FOUNDATION, INC.

Employer identification number

23-7058629

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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



Name of organization

Employer identification number

**ABROMS CHARITABLE FOUNDATION, INC.****23-7058629****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAROLD L. ABROMS 474 BOTANICAL PLACE BIRMINGHAM, AL 35223	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.

23-7058629

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

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

Name of organization

Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.

23-7058629

**Part III**

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

11/30/2013

CASH AND EQUIVALENTS	null	(486,828.38)	Cash Acct	(486,828.38)	1.00	null	(486,828.38)	0
CASH AND EQUIVALENTS	null	500,000.02	General Treas Prime CL B	500,000.02	1.00	null	500,000.02	0
EQUITIES	11/27/2013	390.00	ABB Ltd	9,998.63	25.55	11/30/2013	9,964.50	0
EQUITIES	11/27/2013	3,510.00	Alstom SA	12,604.03	3.61	11/30/2013	12,671.10	0
EQUITIES	11/27/2013	90.00	AstraZeneca PLC	5,026.04	57.19	11/30/2013	5,147.10	0
EQUITIES	11/27/2013	445.00	BAE Systems PLC ADR	12,472.45	28.26	11/30/2013	12,575.70	0
EQUITIES	11/27/2013	75.00	Bayer AG SA ADR OTC	9,866.00	133.50	11/30/2013	10,012.50	0
EQUITIES	11/27/2013	130.00	BHP Ltd Ord	8,885.18	68.22	11/30/2013	8,868.60	0
EQUITIES	11/27/2013	150.00	BOC Hong Kong Holdings Ltd ADR	10,158.50	67.93	11/30/2013	10,189.50	0
EQUITIES	11/27/2013	165.00	British Am. Tobacco PLC	17,645.76	106.33	11/30/2013	17,544.45	0
EQUITIES	11/27/2013	135.00	Canadian Oil Sands Ltd.	2,546.14	18.77	11/30/2013	2,533.82	0
EQUITIES	11/27/2013	430.00	Deutsche Post AG Spon ADR	15,015.00	35.48	11/30/2013	15,256.40	0
EQUITIES	11/27/2013	1,100.00	Deutsche Telekom AG Spon ADR	17,410.00	15.87	11/30/2013	17,457.00	0
EQUITIES	11/27/2013	695.00	GDF Suez Spon ADR	16,289.59	23.24	11/30/2013	16,151.80	0
EQUITIES	11/27/2013	285.00	GlaxoSmithKline ADR	15,034.31	52.92	11/30/2013	15,082.20	0
EQUITIES	11/27/2013	270.00	HSBC Holdings PLC ADR New	15,132.64	56.10	11/30/2013	15,147.00	0
EQUITIES	11/27/2013	180.00	Imperial Tobacco Group PLC	13,929.20	76.42	11/30/2013	13,755.60	0
EQUITIES	11/27/2013	880.00	Kirin Holdings Co Ltd ADR	13,771.20	15.55	11/30/2013	13,684.00	0
EQUITIES	11/27/2013	905.00	Manulife Financial	17,462.46	19.33	11/30/2013	17,493.65	0
EQUITIES	11/27/2013	648.00	MTN Group Ltd Spon ADR	12,488.75	19.67	11/30/2013	12,687.15	0
EQUITIES	11/27/2013	575.00	Muenchener Rueckversicherungs OTC	12,451.00	21.92	11/30/2013	12,604.00	0
EQUITIES	11/27/2013	235.00	Nestle SA	17,210.00	73.11	11/30/2013	17,180.85	0
EQUITIES	11/27/2013	695.00	Nippon Telegraph and Telephone	17,499.00	25.23	11/30/2013	17,534.85	0
EQUITIES	11/27/2013	220.00	Novartis AG Naman Spon ADR	17,356.65	79.12	11/30/2013	17,406.40	0
EQUITIES	11/27/2013	280.00	Oil Co Lukoil ADR	17,510.60	62.22	11/30/2013	17,421.60	0
EQUITIES	11/27/2013	140.00	PT Telekomunikasi Indonesia ADR	5,071.17	36.54	11/30/2013	5,115.60	0
EQUITIES	11/27/2013	780.00	Reckitt Benckiser Group PLC	12,503.60	16.24	11/30/2013	12,667.20	0
EQUITIES	11/27/2013	180.00	Roche Holdings LTD ADR	12,597.20	70.05	11/30/2013	12,609.00	0
EQUITIES	11/27/2013	145.00	Royal Dutch Shell PLC	10,188.35	69.94	11/30/2013	10,141.30	0
EQUITIES	11/27/2013	235.00	Sanofi Aventis ADR	12,484.73	52.83	11/30/2013	12,415.05	0
EQUITIES	11/27/2013	120.00	Siemens AG ADR	16,020.26	132.12	11/30/2013	15,854.40	0
EQUITIES	11/27/2013	415.00	Singapore Telecom Ltd	12,495.35	29.77	11/30/2013	12,354.55	0
EQUITIES	11/27/2013	440.00	Smiths Group PLC	9,991.60	22.71	11/30/2013	9,992.40	0
EQUITIES	11/27/2013	275.00	StatOilHydro ASA Sponsored ADR	6,230.56	22.54	11/30/2013	6,198.50	0
EQUITIES	11/27/2013	295.00	Tesco PLC ADR	5,017.10	17.17	11/30/2013	5,065.15	0
EQUITIES	11/27/2013	290.00	Total Fina ELF SA ADR	17,662.27	60.32	11/30/2013	17,492.80	0
EQUITIES	11/27/2013	380.00	Unilever NV NY	14,931.97	39.26	11/30/2013	14,918.80	0
EQUITIES	11/27/2013	335.00	United Overseas Bk ADR	11,277.40	33.50	11/30/2013	11,222.50	0
EQUITIES	11/27/2013	405.00	Vodafone Group PLC ADR (Old)	15,088.54	37.09	11/30/2013	15,021.45	0
EQUITIES	11/27/2013	445.00	Zurich Financial Services ADR	12,476.90	28.04	11/30/2013	12,477.80	0
REAL ESTATE INVESTMENTS	11/27/2013	215.00	RioCan Real Estate Investment Trust	5,028.25	23.28	11/30/2013	5,005.20	0

Total

486,828.38

486,921.47

ABROMS CHARITABLE FOUNDATION, INC.  
CONTRIBUTIONS  
23-7058629  
11/30/13

STATEMENT C-1

Recipient	Relationship	Status	Purpose	Amount
Alabama Holocaust Foundation	N/A	Public	Civic	5,000.00
Alabama Symphony Orchestra	N/A	Public	Civic	11,500.00
Alys Stephens Center	N/A	Public	Civic	2,500 00
Alzheimer's of Central Alabama	N/A	Public	Medical	5,000 00
Berman Commons	N/A	Public	Civic	25,000 00
Birmingham International Center	N/A	Public	Civic	3,000.00
Birmingham Jewish Federation	N/A	Public	Civic	55,000 00
Bloom Hillel	N/A	Public	Civic	2,500.00
Boy Scouts of America	N/A	Public	Civic	1,000 00
Chabad of Alabama	N/A	Public	Civic	2,500 00
Collat Jewish Family Service	N/A	Public	Civic	5,000 00
Friends of Yemin Orde	N/A	Public	Religious	5,000 00
Hand in Paw	N/A	Public	Civic	1,500.00
Impact Alabama	N/A	Public	Civic	5,000 00
Indian Springs School	N/A	Public	Educational	10,000.00
ISJL	N/A	Public	Religious	5,000.00
Jewish Federation of Western CT	N/A	Public	Civic	1,000.00
Levite Jewish Community Center	N/A	Public	Civic	5,000 00
Music Opportunity Program Foundation	N/A	Public	Civic	2,500 00
N.E Miles Jewish Day School	N/A	Public	Educational	45,000 00
National Multiple Sclerosis Society	N/A	Public	Medical	5,000 00
Red Mountain Theatre Company	N/A	Public	Civic	2,000 00
Teach for America	N/A	Public	Educational	5,000 00
Temple Emanu-El	N/A	Public	Religious	17,500 00
The Mountain Brook Library Foundation	N/A	Public	Civic	1,000.00
The Women's Fund-Community Foundation	N/A	Public	Civic	5,000 00
United Cerebral Palsy of Greater Birmingham	N/A	Public	Medical	10,000 00
United Way of Central Alabama	N/A	Public	Civic	18,750 00
University of Alabama at Birmingham	N/A	Public	Educational	5,000.00
Total				267,250 00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY - NOMINEE	5,092.	0.	5,092.
PASSTHROUGH - MASSEY QUICK			
MULTI-MANAGER EQUITY FD.,LP	15.	0.	15.
PASSTHROUGH - MASSEY QUICK			
MULTI-MANAGER EQUITY FD.,LP	27,929.	0.	27,929.
PERSHING - NOMINEE	35.	0.	35.
PERSHING - NOMINEE-001152	20,193.	777.	19,416.
TOTAL TO FM 990-PF, PART I, LN 4	53,264.	777.	52,487.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH - MASSEY QUICK			
MULTI-MANAGER EQUITY FD.- ORD. INC.	-12.	-12.	
PASSTHROUGH - MASSEY QUICK			
MULTI-MANAGER EQUITY FD.- ROYALTY INC	90.	90.	
TOTAL TO FORM 990-PF, PART I, LINE 11	78.	78.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,856.	6,642.		2,214.
TO FORM 990-PF, PG 1, LN 16B	8,856.	6,642.		2,214.

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	
MANAGEMENT FEES - PERSHING	16,908.	16,908.			0.
TO FORM 990-PF, PG 1, LN 16C	16,908.	16,908.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	923.	923.			0.
TO FORM 990-PF, PG 1, LN 18	923.	923.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SAFETY DEPOSIT BOX	270.	0.			270.
PORTFOLIO EXPENSES	8,948.	8,948.			0.
PASSTHROUGH-INVESTMENT INTEREST EXPENSE	61.	61.			0.
TO FORM 990-PF, PG 1, LN 23	9,279.	9,009.			270.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
21783 SHS SYNOVUS FINANCIAL CORP	344,532.	76,023.		
10541 SHS TOTAL SYSTEM SERVICES INC	166,933.	327,298.		
PERSHING - NOMINEE - STATEMENT A-1 ATTACHED	486,828.	486,921.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	998,293.	890,242.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO UNCONSTRAINED BOND	260,613.	259,298.
MORGAN STANLEY BUFFERED PLUS BASED	500,010.	571,825.
TOTAL TO FORM 990-PF, PART II, LINE 10C	760,623.	831,123.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MASSEY QUICK MULTI MANAGER EQUITY FUND, LP	COST	1,002,334.	1,302,947.
CORSAIR CAPITAL INVESTORS, LTD	COST	1,000,000.	1,162,957.
ROSE GROVE CAPITAL	COST	500,000.	581,070.
GOLUB CAPITAL PARTNERS INTERNATIONAL	COST	176,966.	217,489.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,679,300.	3,264,463.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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## NAME OF MANAGER

HAROLD L. ABROMS  
JUDITH E. ABROMS