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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

THE GREENBERG FOUNDATION

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

6060 SEPULVEDA BLVD., #300

Room/suite

City or town, state, and ZIP code

VAN NUYS, CA 91411

G Check all that apply:

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

\$ 23,109,775. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

95-6037502

B Telephone number

818-374-6161

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

## Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6.	6.		STATEMENT 1
	4 Dividends and interest from securities	1,561,761.	1,561,761.		STATEMENT 2
	5a Gross rents	15,430.	15,430.		STATEMENT 3
	b Net rental income or (loss)	15,430.			
	6a Net gain or (loss) from sale of assets not on line 10	4,362.			
	b Gross sales price for all assets on line 6a	974,811.			
	7 Capital gain net income (from Part IV, line 2)		4,362.		
	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	3,302.	3,302.	0.	STATEMENT 4	
12 Total. Add lines 1 through 11	1,584,861.	1,584,861.	0.		
Operating and Administrative Expenses	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	1,800.	900.	0.	900.
	b Accounting fees	5,620.	2,810.	0.	2,810.
	c Other professional fees				
	17 Interest				
	18 Taxes	17,944.	17,184.	0.	760.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	1,138.	263.	0.	875.	
24 Total operating and administrative expenses. Add lines 13 through 23	26,502.	21,157.	0.	5,345.	
25 Contributions, gifts, grants paid	3,757,730.			3,757,730.	
26 Total expenses and disbursements. Add lines 24 and 25	3,784,232.	21,157.	0.	3,763,075.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,199,371.				
b Net investment income (if negative, enter -0-)		1,563,704.			
c Adjusted net income (if negative, enter -0-)			0.		

P1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		31,943.	53,796.	53,796.
	2	Savings and temporary cash investments		1,196,491.	1,674,087.	1,674,087.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		50,000.	50,000.	53,511.
	b	Investments - corporate stock STMT 11		16,473,817.	14,976,404.	20,624,550.
	c	Investments - corporate bonds STMT 12		254,622.	202,269.	213,476.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		375,176.	379,542.	490,355.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		18,382,049.	17,336,098.	23,109,775.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		18,382,049.	17,336,098.	
30	Total net assets or fund balances		18,382,049.	17,336,098.		
31	Total liabilities and net assets/fund balances		18,382,049.	17,336,098.		

## 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	18,382,049.
2	Enter amount from Part I, line 27a	2	-2,199,371.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,153,420.
4	Add lines 1, 2, and 3	4	17,336,098.
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	17,336,098.

**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 SEE SCHEDULE ATTACHED</b>	<b>P</b>		
<b>b SEE SCHEDULE ATTACHED</b>	<b>P</b>		
<b>c TRANS LUX CORP - CASH IN LIEU</b>	<b>P</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 77,952.</b>		<b>66,415.</b>	<b>11,537.</b>
<b>b 896,714.</b>		<b>904,034.</b>	<b>-7,320.</b>
<b>c 145.</b>			<b>145.</b>
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>11,537.</b>
<b>b</b>			<b>-7,320.</b>
<b>c</b>			<b>145.</b>
<b>d</b>			
<b>e</b>			

<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>	<b>4,362.</b>
<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>	<b>N/A</b>

**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	985,890.	19,654,099.	.050162
2010	795,079.	18,539,308.	.042886
2009	253,856.	6,539,055.	.038822
2008	240,998.	5,238,783.	.046003
2007	467,111.	6,912,667.	.067573

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.245446</b>
<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>	<b>.049089</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>21,209,913.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,041,173.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>15,637.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,056,810.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>3,763,075.</b>

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	15,637.
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	15,637.
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	15,637.
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	14,200.	
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	14,200.	
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	1,437.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?	X	
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>CA</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

**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 ► <b>N/A</b>	13		
14	The books are in care of ► <b>DANIEL GREENBERG</b> Telephone no. ► <b>818-374-6161</b> Located at ► <b>6060 SEPULVEDA BLVD., VAN NUYS, CA</b> ZIP+4 ► <b>91411</b>			
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 <b>N/A</b>			
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	<b>N/A</b>	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.)	<b>N/A</b>	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.)	<b>N/A</b>	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)?

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
DANIEL GREENBERG	PRESIDENT			
6060 SEPULVEDA BLVD, #300				
VAN NUYS, CA 91411	0.50	0.	0.	0.
BEN GREENBERG	VP, TREASURER			
22411 COLLINS ST				
WOODLAND HILLS, CA 91367	0.00	0.	0.	0.
MARLA BROWN	SECRETARY			
264 BEECH RD				
NEWBURY PARK, CA 91320	0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)





**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>	19,203,755.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,329,152.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	21,532,907.
<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>	21,532,907.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	322,994.
<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>	21,209,913.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,060,496.

**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>	1,060,496.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	15,637.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	609.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,246.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,044,250.
<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>	1,044,250.
<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>	1,044,250.

**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>	3,763,075.
<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>	3,763,075.
<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>	15,637.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,747,438.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,044,250.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	126,010.			
<b>b</b> From 2008	240,998.			
<b>c</b> From 2009	253,856.			
<b>d</b> From 2010				
<b>e</b> From 2011	17,945.			
<b>f</b> Total of lines 3a through e	638,809.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	3,763,075.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<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				1,044,250.
<b>e</b> Remaining amount distributed out of corpus	2,718,825.			
<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	3,357,634.			
<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	126,010.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,231,624.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	240,998.			
<b>b</b> Excess from 2009	253,856.			
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011	17,945.			
<b>e</b> Excess from 2012	2,718,825.			

**N/A**

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☐ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

**(4) Gross investment income**

Form **990-PF** (2012)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
SEE SCHEDULE ATTACHED		501C-3		3,757,730.
<b>Total</b>			<b>▶ 3a</b>	3,757,730.
<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   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | 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.

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

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**PRESIDENT**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
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MICHAEL B. SHERMAN,  
C.P.A.

**MICHAEL B. SHERMA**

02/20/14

P01241174

Firm's name ► **BAY SHERMAN & CRAIG, LLP**

Firm's EIN ► 95-3303070

Firm's address ► 11845 W. OLYMPIC BLVD., #845  
LOS ANGELES, CA 90064

Phone no. (310) 312-8221

Form **990-PF** (2012)

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANDRE SOBEL RIVER OF LIFE FOUNDATION P O BOX 361460 LOS ANGELES, CA 90036-9222	NONE	501C3	MEDICAL / HEALTH	300
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	501C3	HUMAN RIGHTS	500
ARMY WAR COLLEGE FOUNDATION 122 FORBES AVENUE CARLISLE, PA 17013	NONE	501C3	NATIONAL SECURITY / EDUCATION	100
ART ALLIANCE FOR CONTEMPORARY GLASS 11700 PRESTON ROAD, #660-327 DALLAS, TX 75230-2718	NONE	501C3	ARTS / EDUCATION	100
AUTRY NATIONAL CENTER 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027	NONE	501C3	EDUCATION	65
B STREET THEATER 2711 B STREET SACRAMENTO, CA 95816	NONE	501C3	ARTS / EDUCATION	250
BEIT T'SHUVAH 8331 VENICE BLVD. LOS ANGELES, CA 90034	NONE	501C3	HEALTH	500
BEVERLY HILLS HIGH SCHOOL ALUMNI 241 MORENO AVENUE BEVERLY HILLS, CA 90212	NONE	501C3	COMMUNITY SERVICES / EDUCATION	25
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 EYE STREET, NW, SUITE 1100 WASHINGTON, DC 20005	NONE	501C3	HUMAN RIGHTS / EDUCATION	1,000
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 E COLORADO BLVD PASADENA, CA 91101	NONE	501C3	ARTS / EDUCATION	250

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA LAWYERS FOR THE ARTS FORT MASON CTR, BLDG C, ROOM 255 SAN FRANCISCO, CA 94123	NONE	501C3	ARTS / EDUCATION	1,000
CALIFORNIA SUPREME COURT HISTORICAL S 4747 N FIRST STREET, SUITE 140 FRESNO, CA 93726	NONE	501C3	EDUCATION	200
CARNEGIE MUSEUM OF ART 4400 FORBES AVE PITTSBURGH, PA 15213	NONE	501C3	ARTS / EDUCATION	10,000
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET, SUITE 110 SAN FRANCISCO, CA 94133	NONE	501C3	ENVIRONMENT	100
CALIFORNIA WOMEN LEAD 1201 K STREET, SUITE 1850 SACRAMENTO, CA 95814	NONE	501C3	EDUCATION / RESEARCH	75
CENTER FOR BIOLOGICAL DIVERSITY P O BOX 710 TUCSON, AZ 85702-0710	NONE	501C3	BIODIVERSITY PRESERVATION	25,000
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE	501C3	HUMAN RIGHTS	500
CITY OF HOPE 1055 WILSHIRE BLVD., # 1200 LOS ANGELES, CA 90017	NONE	501C3	MEDICAL / HEALTH	500
CLEAN WATER FUND 1444 EYE STREET NW, SUITE 400 WASHINGTON, DC 20005	NONE	501C3	ENVIRONMENT	1,000
COALITION AGAINST TRAFFICKING IN WOMEN P O BOX 7427 JAF STATION NEW YORK, NY 10116	NONE	501C3	HUMAN RIGHTS	1,000



PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COALITION TO ABOLISH SLAVERY & TRAFFICKING 5042 WILSHIRE BLVD., # 586 LOS ANGELES, CA 90036	NONE	501C3	HUMAN RIGHTS	75
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE	501C3	ENVIRONMENT	5,500
CONTEMPORARY MUSEUM 2411 MAKIKI HEIGHTS DRIVE HONOLULU, HAWAII 96822	NONE	501C3	ARTS / EDUCATION	75
CORNING MUSEUM OF GLASS ONE MUSEUM WAY CORNING, NY 14830	NONE	501C3	ARTS / EDUCATION	15,000
CRAFT EMERGENCY RELIEF FUND P O BOX 838 MONTPELIER, VT 05601	NONE	501C3	COMMUNITY / EMERGENC SERVICES	500
THE CRUCIBLE 1260 7TH STREET OAKLAND, CA 94607	NONE	501C3	COMMUNITY SERVICES / EDUCATION / ARTS	500
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	501C3	MEDICAL / HEALTH / RESEARCH	500
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	NONE	501C3	WILDLIFE CONSERVATION	1,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL / HEALTH	1,500
DOWNTOWN WOMEN'S CENTER 442 S SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	501C3	HEALTH	300

PT XV, LN 3A GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	NONE	501C3	ENVIRONMENT	5,000
EQUALITY NOW P O BOX 20646 COLUMBUS CIRCLE STATION NEW YORK, NY 10023	NONE	501C3	HUMAN RIGHTS	1,000
FEMINIST MAJORITY FOUNDATION 433 SOUTH BEVERLY DRIVE BEVERLY HILLS, CA 90212	NONE	501C3	HUMAN RIGHTS	500
FIDELITY CHARITABLE GIFT FUND 100 CROSBY PARKWAY, MAIL ZONE KC1D-FCS COVINGTON, KY 41015-9325	NONE	501C3	CHARITY	1,849,225
FRIENDS OF THE BIG BEAR ALPINE ZOO P O BOX 2557 BIG BEAR CITY, CA 92314	NONE	501C3	WILDLIFE CONSERVATION EDUCATION	1,000
FRIENDS OF THE LOS ANGELES COUNTY LAW LIBRARY 301 WEST FIRST STREET LOS ANGELES, CA 90012	NONE	501C3	EDUCATION	5,470
FRIENDS OF THE LEVITT PAVILLION 2936 WEST 8TH STREET LOS ANGELES, CA 90005	NONE	501C3	ARTS	300
FRIENDS OF THE LOS ANGELES RIVER 570 WEST AVENUE 26, SUITE 250 LOS ANGELES, CA 90065	NONE	501C3	ENVIRONMENT	250
GEORGIA O'KEEFFE MUSEUM 217 JOHNSON STREET SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	80
GLOBAL ZERO 1436 U STREET, NW, SUITE 401 WASHINGTON, DC 20009	NONE	501C3	NUCLEAR DISARMAMENT	5,000

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GET LIT - WORDS IGNITE 142 N HAYWORTH AVE LOS ANGELES, CA 90048	NONE	501C3	EDUCATION	25
GIRLS INC OF SANTA FE 301 HILLSIDE AVE SANTA FE, NM 87501	NONE	501C3	COMMUNITY SERVICES / EDUCATION	300
GLASS ALLIANCE OF LOS ANGELES 12750 VENTURA BLVD., # 201 STUDIO CITY, CA 91604	NONE	501C3	ARTS / EDUCATION	200
GLASS ALLIANCE OF NEW MEXICO 18 SAND SAGE WEST SANTA FE, NM 87506	NONE	501C3	ARTS / EDUCATION	250
GLASS ART SOCIETY 6512 23RD AVE, NW, SUITE 329 SEATTLE, WA 98117	NONE	501C3	ARTS / EDUCATION	52
GLOBAL FUND FOR WOMEN 222 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108	NONE	501C3	HUMAN RIGHTS	1,250
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301	NONE	501C3	ENVIRONMENT / SOCIAL JUSTICE	25,000
GRAND PERFORMANCES 350 SOUTH GRAND AVE., SUITE A-4 LOS ANGELES, CA 90071	NONE	501C3	COMMUNITY SERVICES/ ARTS	600
GUTTMACHER INSTITUTE 125 MAIDEN LANE, 7TH FLOOR NEW YORK, NY 10038	NONE	501C3	HEALTH RESEARCH / EDUCATION	500
HAMMER MUSEUM OF ART & CULTURAL CENTER 10899 WILSHIRE BLVD LOS ANGELES, CA 90024-4201	NONE	501C3	EDUCATION / ARTS	4,800

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEIFER INTERNATIONAL P O BOX 8058 LITTLE ROCK, AR 72203-8058	NONE	501C3	POVERTY / HUNGER	960
HOMEWARD BOUND GOLDEN RETRIEVER RESCUE & SANCTUARY 7495 NATOMAS ROAD ELVERTA, CA 95626	NONE	501C3	ANIMAL RESCUE / SANCTUARY	1,000
HERBERT LEHMAN EDUCATION FUND 99 HUDSON STREET, SUITE 1600 NEW YORK, NY 10013	NONE	501C3	EDUCATION	500
HOLA: HEART OF LOS ANGELES 2701 WILSHIRE BLVD, SUITE 100 LOS ANGELES, CA 90057	NONE	501C3	COMMUNITY SERVICES / EDUCATION	250
HUMAN RIGHTS WATCH 11500 W OLYMPIC BLVD., SUITE 441 LOS ANGELES, CA 90064	NONE	501C3	HUMAN RIGHTS	1,000
THE HUNTINGTON 1151 OXFORD RD SAN MARINO, CA 91108	NONE	501C3	ARTS / EDUCATION	25,000
INTERFAITH COMMUNITY SERVICES 550 WEST WASHINGTON AVE ESCONDIDO, CA 92025	NONE	501C3	COMMUNITY SERVICES	100
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LAN, 9TH FLOOR NEW YORK, NY 10038	NONE	501C3	HEALTH / EDUCATION	500
INTERSTITIAL CYSTITIS ASSOCIATION 1760 OLD MEADOW ROAD, STE 500 MC LEAN, VA 22102	NONE	501C3	HEALTH / EDUCATION	60,000
J PAUL GETTY MUSEUM 1200 GETTY CENTER DRIVE, SUITE 1000 LOS ANGELES, CA 90049-1687	NONE	501C3	ARTS / EDUCATION	74,950

PT XV, LN 3A GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JAPANESE AMERICAN NATIONAL MUSEUM 100 NORTH CENTRAL AVE LOS ANGELES, CA 90012	NONE	501C3	EDUCATION	75
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	501C3	EDUCATION	36
JUBILEE USA NETWORK 212 EAST CAPITOL STREET, NE WASHINGTON, DC 20003	NONE	501C3	WORLD ECONOMIC JUSTICE	19,000
JUNIOR LEAGUE OF LOS ANGELES 630 NORTH LARCHMONT BLVD LOS ANGELES, CA 90004	NONE	501C3	COMMUNITY SERVICES/ EDUCATION	1,161
KSCM 1700 WEST HILLSIDE BLVD SAN MATEO, CA 94402	NONE	501C3	ARTS / EDUCATION	1,000
KPFK 3729 CAHUENGA BLVD WEST NORTH HOLLYWOOD, CA 91604	NONE	501C3	ARTS / EDUCATION	500
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	501C3	COMMUNITY SERVICES / EDUCATION	1,000
KUSC P O BOX 77913 LOS ANGELES, CA 90007	NONE	501C3	ARTS / EDUCATION	500
LAN SU CHINESE GARDEN P O BOX 3706 PORTLAND, OR 97208	NONE	501C3	COMMUNITY SERVICES	50
LEGAL MOMENTUM 395 HUDSON STREET NEW YORK, NY 10014	NONE	501C3	CIVIL RIGHTS / EDUCATION	300

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NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE	501C3	EDUCATION	250
LICK WILMERDING HIGH SCHOOL 755 OCEAN AVENUE SAN FRANCISCO, CA 94112	NONE	501C3	EDUCATION	10,000
LIGHTHAWK 304 MAIN STREET, SUITE 14 LANDER, WY 82520	NONE	501C3	ENVIRONMENT / CONSERVATION	1,000
LOS ANGELES CONSERVANCY 523 WEST SIXTH STREET, SUITE 826 LOS ANGELES, CA 90014	NONE	501C3	HISTORIC PRESERVATION	500
LOS ANGELES COUNTY BAR FOUNDATION P O BOX 55020 LOS ANGELES, CA 90055-2020	NONE	501C3	COMMUNITY SERVICES / EDUCATION	300
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	501C3	ARTS / EDUCATION	33,000
LOS ANGELES GAY & LESBIAN CENTER 1625 N SCHRADER BLVD. LOS ANGELES, CA 90028	NONE	501C3	COMMUNITY SERVICES / HUMAN RIGHTS	500
LOS ANGELES NEIGHBORHOOD LAND TRUST 315 WEST NINTH STREET, SUITE 950 LOS ANGELES, CA 90015	NONE	501C3	COMMUNITY SERVICES / ENVIRONMENT	250
LOYOLA LAW SCHOOL 919 ALBANY STREET LOS ANGELES, CA 90015	NONE	501C3	EDUCATION	250
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	NONE	501C3	MEDICAL / HEALTH RESEARCH	300

PT XV, LN 3A. GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MADRE 121 WEST 27TH STREET, # 301 NEW YORK, NY 10001	NONE	501C3	HUMAN RIGHTS	500
MASORTI FOUNDATION 475 RIVERSIDE DRIVE, STE 832 NEW YORK, NY 10115	NONE	501C3	EDUCATION / RELIGION	250
MAZON 10495 SANTA MONICA BLVD , STE 100 LOS ANGELES, CA 90025	NONE	501C3	EMERGENCY SERVICES / HUNGER	250
MERCY CORPS 45 SW ANKENY STREET PORTLAND, OR 97204	NONE	501C3	EMERGENCY SERVICES	100
MOSTE 6601 CENTER WEST DRIVE, STE 544 LOS ANGELES, CA 90045	NONE	501C3	EDUCATION	500
MS FOUNDATION FOR WOMEN 12 METRO TECH CENTER, 26TH FLOOR BROOKLYN, NY 11201	NONE	501C3	HUMAN RIGHTS / SOCIAL JUSTICE	125
MUSEUM AT ELDRIDGE STREET 12 ELDRIDGE STREET NEW YORK, NY 10002	NONE	501C3	EDUCATION / HISTORIC PRESERVATION	360
MUSEUM OF CONTEMPORARY NATIVE ARTS 108 CATHERDRAL PLACE SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	100
MUSEUM OF LATIN AMERICAN ART 628 ALAMITOS AVENUE LONG BEACH, CA 90802	NONE	501C3	ARTS / EDUCATION	80
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE	501C3	ARTS / EDUCATION	85

PT XV, LN 3A GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSEUM OF NEON ART P O BOX 631 GLENDALE, CA 91209	NONE	501C3	ARTS / EDUCATION	50
NAMI NATIONAL ALLIANCE ON MENTAL ILLNESS 3803 N FAIRFAX DRIVE, STE 100 ARLINGTON, VA 22203	NONE	501C3	HEALTH	1,000
NARAL FOUNDATION 1156 15TH STREET NW, SUITE 700 WASHINGTON, DC 20005	NONE	501C3	REPRODUCTIVE RIGHTS / EDUCATION	2,500
NATIONAL ASSEMBLY OF STATE ARTS AGENC 1029 VERMONT AVE NW, 2ND FLOOR WASHINGTON, DC 20005	NONE	501C3	ARTS EDUCATION	500
NATIONAL CENTER FOR SCIENCE EDUCATION 420 40TH STREET, STE 2 OAKLAND, CA 94609	NONE	501C3	EDUCATION	1,000
NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY & CULTURE P O BOX 96832 WASHINGTON, DC 20090???	NONE	501C3	EDUCATION	250
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVENUE, NW WASHINGTON, DC 20005-3970	NONE	501C3	ARTS / EDUCATION	100
NATIONAL OLDER WOMEN'S LEAGUE 1625 K STREET NW, STE 1275 WASHINGTON, DC 20006	NONE	501C3	HEALTH	100
NATIONAL PARTNERSHIP FOR WOMEN & FAM 1875 CONNECTICUT AVENUE, NW, SUITE 650 WASHINGTON, DC 20009	NONE	501C3	HUMAN RIGHTS	250
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036-2117	NONE	501C3	HISTORIC PRESERVATION	85



PT XV, LN 3A. GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL WOMEN'S HALL OF FAME 76 FALL STREET SENECA FALLS, NY 13148	NONE	501C3	EDUCATION	5,000
NATIONAL WOMEN'S HEALTH NETWORK 1413 K STREET, N W., 4TH FLOOR WASHINGTON, DC 20005	NONE	501C3	MEDICAL / HEALTH EDUCATION	300
NATURAL HISTORY MUSEUM OF LOS ANGELE 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	501C3	EDUCATION	60
NEW MEXICO WOMEN'S FOUNDATION 1000 CORDOVA PLACE # 411 SANTA FE, NM 87505	NONE	501C3	SOCIAL, ECONOMIC JUSTICE / COMMUNITY SERVICES	50
NOISE POLLUTION CLEARINGHOUSE 104 MAIN STREET, SUITE 2 MONTPELIER, VT 05602	NONE	501C3	ENVIRONMENT	1,000
NORTH AMERICAN CONFERENCE ON ETHIOPIAN JEWRY P O BOX 11377 MILWAUKEE, WI 53211	NONE	501C3	EDUCATION	180
NORTH AMERICAN CONGRESS ON LATIN AMERICA 53 WASHINGTON SQUARE SOUTH, 4TH FLOOR NEW YORK, NY 10012	NONE	501C3	EDUCATION	1,000
NORTHCOAST ENVIRONMENTAL CENTER P O BOX 4259 ARCATA, CA 95518	NONE	501C3	ENVIRONMENT	1,000
NORTON SIMON MUSEUM 411 WEST COLORADO BLVD PASADENA, CA 91105-1825	NONE	501C3	EDUCATION	75
NOTHING TO LOSE FOUNDATION 4939 E POINSETTIA SCOTTSDALE, AZ 85254	NONE	501C3	COMMUNITY SERVICES / EDUCATION	500

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCEANA 1350 CONNECTICUT AVE NW, 5TH FLOOR WASHINGTON, DC 20036	NONE	501C3	CONSERVATION / ENVIRONMENT	1,000
OLDER WOMEN'S LEAGUE OF CALIFORNIA P O BOX 161646 SACRAMENTO, CA 95816	NONE	501C3	HUMAN RIGHTS / HEALTH	50
OPERATION RAINBOW 4200 PARK BLVD PMB 157 OAKLAND, CA 94602	NONE	501C3	WORLD HEALTH / EDUCATION	2,000
OXFAM AMERICA 226 CAUSEWAY ST., 5TH FLOOR BOSTON, MA 02114	NONE	501C3	POVERTY	1,000
PALM SPRINGS ART MUSEUM P O BOX 2310 PALM SPRINGS, CA 92263	NONE	501C3	ARTS / EDUCATION	50
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLOOR BOSTON, MA 02215	NONE	501C3	HEALTH	1,000
PEACE OVER VIOLENCE 1015 WILSHIRE BLVD., SUITE 200 LOS ANGELES, CA 90017	NONE	501C3	HUMAN RIGHTS	300
PENLAND SCHOOL OF CRAFTS P O BOX 37 PENLAND, NC 28765-0037	NONE	501C3	EDUCATION	1,000
PEOPLE FOR THE AMERICAN WAY FOUNDATI 1101 15TH STREET NW, SUITE 600 WASHINGTON, DC 20005-5002	NONE	501C3	HUMAN RIGHTS	1,000
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE	501C3	COMMUNITY SERVICES / HEALTH EDUCATION	1,850

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT ON GOVERNMENT OVERSIGHT 1100 G STREET, NW, SUITE 500 WASHINGTON, DC 20005	NONE	501C3	GOVERNMENT OVERSIGHT	1,000
PROLITERACY 104 MARCELLUS STREET SYRACUSE, NY 13204	NONE	501C3	EDUCATION	300
PUBLIC COUNSEL LAW CENTER 610 SOUTH ARDMORE AVENUE LOS ANGELES, CA 90005	NONE	501C3	COMMUNITY SERVICES	300
RAINFOREST ACTION NETWORK 425 BUSH STREET, STE 300 SAN FRANCISCO, CA 94108	NONE	501C3	ENVIRONMENT	2,500
RAINFOREST ALLIANCE 233 BROADWAY, FLOOR 28 NEW YORK, NY 10279	NONE	501C3	BIODIVERSITY CONSERVATION	2,500
REED COLLEGE 3203 SOUTHEAST WOODSTOCK BLVD PORTLAND, OR 97202-8199	BOARD OF TRUSTEES	501C3	EDUCATION	1,180,100
RELIGIOUS COALITION FOR REPRODUCTIVE 1413 K STREET, NW, 14TH FLOOR WASHINGTON, DC 20005	NONE	501C3	HEALTH / EDUCATION	350
SABAN FREE CLINIC 8405 BEVERLY BLVD. LOS ANGELES, CA 90048-3401	NONE	501C3	COMMUNITY SERVICES / HEALTH	300
SAN FRANCISCO MUSEUM OF CRAFT & DESIGN 2569 THIRD STREET SAN FRANCISCO, CA 94107	NONE	501C3	ARTS / EDUCATION	100
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103-3107	NONE	501C3	EDUCATION / ARTS	37,700

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA MONICA COLLEGE FOUNDATION 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	501C3	EDUCATION	100,000
SANTA MONICA MUSEUM OF ART BERGAMOT STATION G1 2525 MICHIGAN AVE SANTA MONICA, CA 90404	NONE	501C3	ARTS / EDUCATION	100
SCHOOL FOR ADVANCED RESEARCH P O BOX 2188 SANTA FE, NM 87504-2188	NONE	501C3	EDUCATION	50
SEATTLE ART MUSEUM 1300 FIRST AVENUE SEATTLE, WA 98101	NONE	501C3	ARTS / EDUCATION	80
SEVA FOUNDATION 1786 5TH STREET BERKELEY, CA 94710	NONE	501C3	POVERTY / HEALTH	1,000
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	NONE	501C3	ENFIRONMENT	1,000
SITE SANTA FE 1606 PASEO DE PERALTA SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	5,000
SMITHSONIAN AMERICAN ART MUSEUM MRC 510 P O BOX 37012 WASHINGTON, DC 20013-7012	NONE	501C3	ARTS / EDUCATION	5,000
SOUTHERN CALIFORNIA COUNSELING CENTE 5615 WEST PICO BLVD LOS ANGELES, CA 90019-3871	NONE	501C3	COMMUNITY / HEALTH SERVICES	10,000
TAHOE HERITAGE FOUNDATION P O BOX 8586 SOUTH LAKE TAHOE, CA 96158	NONE	501C3	HISTORIC PRESERVATION	250

PT XV, LN 3A. GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129-1755	NONE	501C3	CHARITY	75,000
TRICKLE UP 104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	NONE	501C3	POVERTY	1,000
TRUSTEES FOR ALASKA 1026 WEST FOURTH AVE., # 201 ANCHORAGE, AK 99501	NONE	501C3	ENVIRONMENT	1,000
UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	501C3	EDUCATION	14,896
UCLA JONSSON CANCER CENTER FOUNDATION 8-950 FACTOR BUILDING BOX 951780 LOS ANGELES, CA 90095-1780	NONE	501C3	HEALTH / RESEARCH	100
UNION RESCUE MISSION 545 S SAN PEDRO ST LOS ANGELES, CA 90013	NONE	501C3	POVERTY / HUNGER	50
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024-2126	NONE	501C3	EDUCATION / HISTORIC PRESERVATION	1,000
UNIVERSITY OF CHICAGO LAW SCHOOL 1427 EAST 60TH STREET, SUITE 120 CHICAGO, IL 60637		501C3	EDUCATION	67,000
VETERANS PARK CONSERVANCY 11661 SAN VICENTE BLVD., SUITE 204 LOS ANGELES, CA 90049	NONE	501C3	HISTORIC PRESERVATION	125
VIRGINIA AVENUE PROJECT 3000 OLYMPIC BLVD. SANTA MONICA, CA 90404	NONE	501C3	EDUCATION / ARTS	50

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WATER EDUCATION FOUNDATION 717 K STREET, SUITE 317 SACRAMENTO, CA 95814	NONE	501C3	EDUCATION	100
WELLESLEY CENTERS FOR WOMEN 106 CENTRAL STREET WELLESLEY, MA 02481-8203	NONE	501C3	EDUCATION / RESEARCH	50
WELLS BRING HOPE 16563 PARK LANE CIRCLE LOS ANGELES, CA 90049	NONE	501C3	POVERTY / HEALTH	5,600
WEST COAST CHILDREN'S CLINIC 3301 E 12TH STREET, SUITE 259 OAKLAND, CA 94601	NONE	501C3	HEALTH	500
WHEELRIGHT MUSEUM OF THE AMERICAN IN 704 CAMINO LEJO SANTA FE, NM 87502	NONE	501C3	EDUCATION	250
THE WILDERNESS SOCIETY 1615 M STREET NW, SUITE 200 WASHINGTON, DC 20036	NONE	501C3	CONSERVATION	1,000
WOMEN LAWYERS ASSOCIATION OF LOS ANGELES FOUNDATION 634 S SPRING STREET, STE 617 LOS ANGELES, CA 90014	NONE	501C3	SOCIAL JUSTICE/ COMMUNITY SERVICES	2,500
WOMEN AGAINST GUN VIOLENCE 8800 VENICE BLVD, STE 304 LOS ANGELES, CA 90034	NONE	501C3	COMMUNITY SERVICES / EDUCATION	250
WORLD JEWISH CONGRESS 501 MADISON AVE NEW YORK, NY 10022	NONE	501C3	WORLD AFFAIRS / EDUCATION	50

**TOTAL**

**3,757,730**

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

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SOURCE	AMOUNT
CHECKING ACCOUNT	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDEND INCOME	1,561,761.	0.	1,561,761.
TOTAL TO FM 990-PF, PART I, LN 4	1,561,761.	0.	1,561,761.

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FORM 990-PF RENTAL INCOME STATEMENT 3

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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAACO, LTD	1	3,703.
LAACO, LTD	2	11,727.
TOTAL TO FORM 990-PF, PART I, LINE 5A		15,430.

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FORM 990-PF OTHER INCOME STATEMENT 4

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MARINA LIMITED PARTNERSHIP	3,285.	3,285.	0.
LAACO LTD	26.	26.	0.
LAACO LTD- 1231 LOSS	-9.	-9.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,302.	3,302.	0.

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FORM 990-PF	TAXES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INTERNAL REVENUE SERVICE	16,052.	16,052.	0.	0.	
FRANCHISE TAX BOARD	685.	0.	0.	685.	
REGISTRATION FEE	75.	0.	0.	75.	
FOREIGN TAXES PAID	1,112.	1,112.	0.	0.	
SECRETARY OF STATE	20.	20.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	17,944.	17,184.	0.	760.	



FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISC	263.	263.	0.	0.	
MEMBERSHIPS	875.	0.	0.	875.	
TO FORM 990-PF, PG 1, LN 23	1,138.	263.	0.	875.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION	AMOUNT		
UNREALIZED GAIN ON STOCK CONTRIBUTED	1,153,420.		
TOTAL TO FORM 990-PF, PART III, LINE 3	1,153,420.		

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MARYLAND HEIGHTS MO 50,000 FACE		X	50,000.	53,511.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			50,000.	53,511.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			50,000.	53,511.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BIO IMAGING TECH 10,000 SH	0.	0.		
CAPE BANCORP INC 6,950 SH	67,595.	70,126.		
CAPITAL FEDERAL FINANCIAL INC- 4,000 SH	42,502.	48,240.		
CLAYMORE EXCHANGE TR GL WATER 1,000 SH	16,088.	27,120.		
ELECTRO RENT CORP - 60,000 SH	0.	0.		
ELECTRO RENT CORP - 579,938 SH	9,087,628.	12,364,278.		

## THE GREENBERG FOUNDATION

95-6037502

ELECTRO RENT CORP - 60,496 SH	6,169.	10,575.
ELECTRO RENT CORP - 16,566 SH	197,638.	353,187.
ELECTRO RENT CORP - 25,000 SH	0.	0.
ELECTRO RENT CORP - 53,434 SH	654,962.	1,139,213.
EVERCEL INC 8,000 SH	13,829.	9,200.
FUELCELL ENERGY - 35,000 SH	94,357.	47,950.
GENERAL ELECTRIC - 20,000 SH	349,800.	533,200.
HEALTH CARE REIT INC 1,500 SH	66,021.	83,985.
KIMCO REALTY 355 SH	3,047.	7,320.
LEXINGTON CORPORATE 5,613 SH	0.	0.
MAKEMUSIC INC 28,103 SH	0.	0.
MARINE PETROLEUM 2,235 SH	26,968.	35,805.
NGP CAPITAL RESOURCES 2,000 SH	32,000.	15,560.
NORTHWEST BANCSHARES INC 2,750 SH	0.	0.
NORWOOD FINANCIAL CORP - 2,252 SH	29,980.	61,592.
PANTRY, INC. 50,000 SH	1,343,996.	719,500.
PARKWAY PPTYS 1,000 SH	32,996.	18,290.
PATRIOT TRANSN HLDG INC - 60,000 SH	853,473.	2,565,600.
REIS INC 10,000 SH	60,471.	178,700.
RENTRAK CORP 14,714 SH	154,031.	399,000.
RENTRAK CORP 2,000 SH	0.	0.
RENTRAK CORP 3,286 SH	0.	0.
SOMERSET HILL BANCORP 5513.053 SH	0.	0.
TIDELANDS ROYALTY 1,223 SH	15,903.	3,547.
TIDELANDS ROYALTY 10,600 SH	152,011.	30,740.
TRANS-LUX CORP SR SUB 118,000 FACE	119,177.	10,498.
VCA ANTECH INC COM 1,000 SH	0.	0.
ALLIANZ SE PREFERRED 4,000 SH	0.	0.
CUSHING ROYALTY & INCOME 12,842 SH	272,251.	220,882.
MGC DIAGNOSTICS CORP, 60,000 SH	445,958.	762,600.
NEWLINK GENETICS CORP, 7,500 SH	102,436.	168,750.
STUDENT TRANSPORTION INC, 20,905 SH	135,802.	131,492.
AV HOMES, INC 5,000 SH	85,853.	100,850.
BLACKROCK CREDIT ALLOC INC TR 10,000 SH	130,686.	126,400.
NEW RESIDENTIAL INVT CORP 10,000 SH	65,108.	60,400.
NUTROGANICS CORP RESTR 75,000 SH	45,056.	19,500.
ORBCOMM INC 25,000 SH	101,737.	155,500.
NUTROGANICS INC 75,000 SH	45,055.	19,500.
STONECASTLE FINANCIAL 5,000 SH	125,820.	125,450.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,976,404.	20,624,550.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS MED TERM 50,000 FACE	51,005.	61,596.
GENERAL ELECTRIC CORP INTERNOTES - 100,000	100,936.	99,880.
JEFFRIES GROUP NOTE, 50,000	50,328.	52,000.
RALCORP HOLDINGS, 50,000 SH	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	202,269.	213,476.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK DIVIDEND TR 6,392 SH	FMV	43,628.	50,241.
LAACO LTD PTRS - 200.001 UNITS	FMV	135,298.	235,601.
MARINA LTD PTR - 3.33 UNITS	FMV	23,322.	26,640.
PUTNAM MASTER INTER INC 2,563 SH	FMV	16,346.	12,866.
CUSHING RENAISSANCE RD 2,500 SH	FMV	62,500.	60,750.
GUGGENHEIM DEFIND PORT UNIT 50 SH	FMV	48,448.	47,307.
SALIENT MIDSTREAM & MLP FUND, 2,500 SH	FMV	50,000.	56,950.
TOTAL TO FORM 990-PF, PART II, LINE 13		379,542.	490,355.

PT XV, LN 3A. GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCION INTERNATIONAL 56 ROLAND STREET, SUITE 300 BOSTON, MA 02129	NONE	501C3	WORLD POVERTY	1,000
ACLU FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004-2400	NONE	501C3	CIVIL RIGHTS	500
ADAT ARI EL 12020 BURBANK BLVD VALLEY VILLAGE, CA 91607	NONE	501C3	COMMUNITY SERVICES / EDUCATION / RELIGION	1,180
ALASKA CONSERVATION FOUNDATION 911 WEST EIGHTH AVE , SUITE 300 ANCHORAGE, AK 99501	NONE	501C3	ENVIRONMENT	5,000
AMERICAN FARMLAND TRUST 1200 18TH STREET, NW, SUITE 800 WASHINGTON, DC 20036	NONE	501C3	ENVIRONMENT	500
AMERICAN FOUNDATION FOR AIDS RESEARC 120 WALL STREET, 13TH FLOOR NEW YORK, NY 10005	NONE	501C3	HEALTH	250
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD. DENVER, CO 80221-4488	NONE	501C3	EDUCATION	500
AMERICAN JEWISH UNIVERSITY 15600 MULLHOLLAND DR. LOS ANGELES, CA 90077	NONE	501C3	EDUCATION	100
AMERICAN PARKINSON DISEASE ASSOCIATIC GREATER LOS ANGELES AREA CHAPTER 9854 NATIONAL BLVD., # 165 LOS ANGELES, CA 90034	NONE	501C3	HEALTH	500
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001-1810	NONE	501C3	HUMAN RIGHTS	1,000

## GF: Cap Gains, Dec 2012 - Nov 2013

12/1/12 Through 11/30/13

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
SHORT TERM						
Ralcorp Holdings	50,000.000	3/13/12	12/4/12	57,895.00	52,352.74	5,542.26
Marine Petroleum T	66.000	12/20/12	1/4/13	1,121.66	796.73	324.93
Marine Petroleum T	834.000	12/20/12	1/7/13	14,369.49	10,067.74	4,301.75
Marine Petroleum T	265.000	12/20/12	1/7/13	4,565.84	3,197.51	1,368.33
TOTAL SHORT TERM				77,951.99	66,414.72	11,537.27
LONG TERM						
Marine Petroleum T	1,500.000	9/14/09	1/4/13	25,013.60	22,980.40	2,033.20
Marine Petroleum T	545.000	5/27/09	1/4/13	9,246.74	8,851.44	395.30
VCA Antech Inc Com	1,000.000	12/1/06	1/23/13	20,804.50	32,494.95	-11,690.45
Bio Imaging Tech	5,000.000	3/24/08	1/30/13	35,549.62	34,643.48	906.14
Bio Imaging Tech	5,000.000	1/6/12	1/30/13	35,549.62	22,813.58	12,736.04
Rentrak Corp	2,000.000	5/12/10	4/10/13	45,011.95	51,343.23	-6,331.28
Rentrak Corporation	286.000	12/23/09	4/10/13	6,436.71	5,252.61	1,184.10
Rentrak Corporation	950.000	12/29/09	4/10/13	21,380.67	17,345.52	4,035.15
Rentrak Corporation	50.000	12/29/09	4/10/13	1,125.30	913.10	212.20
Rentrak Corporation	500.000	6/22/11	4/10/13	11,252.99	8,467.60	2,785.39
Rentrak Corporation	500.000	6/22/11	4/10/13	11,252.99	8,487.93	2,765.06
Rentrak Corporation	500.000	6/22/11	4/10/13	11,252.99	8,485.40	2,767.59
Rentrak Corporation	214.000	6/22/11	4/10/13	4,816.28	3,627.42	1,188.86
Somerset Hills Bancorp	13.784	12/7/05	4/22/13	153.10	138.15	14.95
Somerset Hills Bancorp	2,894.352	9/20/06	4/22/13	32,147.52	2,638.08	29,509.44
Somerset Hills Bancorp	636.757	9/20/06	4/22/13	7,072.45	24,125.00	-17,052.55
Somerset Hills Bancorp	1,968.106	12/15/06	4/22/13	21,859.72	22,751.23	-891.51
Somerset Hills Bancorp	0.053	12/15/06	4/22/13	0.61	0.61	0.00
Makemusic Inc	10,000.000	3/9/07	5/1/13	48,500.00	60,624.93	-12,124.93
Makemusic Inc	2,500.000	11/15/07	5/1/13	12,125.00	20,776.95	-8,651.95
Makemusic Inc	2,500.000	11/15/07	5/1/13	12,125.00	20,959.32	-8,834.32
Makemusic Inc	2,500.000	11/15/07	5/1/13	12,125.00	21,026.28	-8,901.28
Makemusic Inc	2,500.000	11/16/07	5/1/13	12,125.00	20,670.77	-8,545.77
Makemusic Inc	103.000	10/6/08	5/1/13	499.55	549.70	-50.15
Makemusic Inc	2,500.000	10/7/08	5/1/13	12,125.00	13,964.25	-1,839.25
Makemusic Inc	3,000.000	10/8/08	5/1/13	14,550.00	15,377.32	-827.32
Makemusic Inc	254.000	10/8/08	5/1/13	1,231.90	1,267.68	-35.78
Makemusic Inc	2,246.000	10/9/08	5/1/13	10,893.10	11,237.84	-344.74
Norwood Financial Corp.	0.800	9/26/07	6/3/13	24.16	10.65	13.51
Allianz Se Preferred	4,000.000	5/22/12	6/17/13	100,000.00	106,085.00	-6,085.00
Northwest Bancshares Inc	1,500.000	12/15/09	7/23/13	20,715.68	15,000.00	5,715.68
Northwest Bancshares Inc	1,250.000	4/29/11	7/23/13	17,263.06	15,957.68	1,305.38
MGC Diagnostics Corp	400.000	12/18/06	8/30/13	3,936.11	4,821.18	-885.07
MGC Diagnostics Corp	500.000	12/18/06	8/30/13	4,920.13	6,031.48	-1,111.35
MGC Diagnostics Corp	2,500.000	3/9/07	8/30/13	24,600.66	40,513.75	-15,913.09
MGC Diagnostics Corp	453.000	12/18/06	9/3/13	4,551.99	5,459.99	-908.00
MGC Diagnostics Corp	515.000	12/18/06	9/3/13	5,175.00	6,186.66	-1,011.66
MGC Diagnostics Corp	632.000	12/19/06	9/3/13	6,350.68	7,611.88	-1,261.20
MGC Diagnostics Corp	2,500.000	6/1/07	9/3/13	25,121.37	28,217.41	-3,096.04
MGC Diagnostics Corp	631.000	8/1/07	9/3/13	6,340.63	5,223.00	1,117.63
MGC Diagnostics Corp	1,666.000	8/1/07	9/3/13	16,740.88	13,674.60	3,066.28
Rentrak Corporation	286.000	6/22/11	9/17/13	9,206.09	4,847.85	4,358.24
Rentrak Corporation	500.000	6/23/11	9/17/13	16,094.57	8,269.62	7,824.95
Rentrak Corporation	345.000	6/23/11	9/17/13	11,105.25	5,692.06	5,413.19
Rentrak Corporation	1,869.000	8/4/11	9/17/13	60,161.49	29,899.48	30,262.01
Rentrak Corporation	2,000.000	8/4/11	9/17/13	64,378.27	30,918.91	33,459.36
Lexington Corporate Pptys	5,000.000	3/27/06	10/16/13	56,833.37	105,376.78	-48,543.41
Lexington Corporate Pptys	244.000	4/27/09	10/16/13	2,773.47	780.80	1,992.67
Lexington Corporate Pptys	198.000	7/31/09	10/16/13	2,250.60	806.59	1,444.01
Lexington Corporate Pptys	171.000	10/16/09	10/16/13	1,943.70	834.16	1,109.54
TOTAL LONG TERM				896,714.07	904,034.30	-7,320.23
OVERALL TOTAL				974,666.06	970,449.02	4,217.04