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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC
32 MONADNOCK ROAD, C/O ELLEN GORDON
WELLESLEY HILLS, MA 02481

A Employer identification number
11-6026235

B Telephone number (see the instructions)
781-235-4751

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

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 ☐

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, column (c), line 16)
\$ 92,168,751.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

| (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 (att sch) | 950,000. | | |
| 2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B | | | |
| 3 Interest on savings and temporary cash investments | 403,785. | 403,785. | N/A |
| 4 Dividends and interest from securities | 658,039. | 658,039. | |
| 5a Gross rents | | | |
| b Net rental income or (loss) | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | 8,929,732. | | |
| b Gross sales price for all assets on line 6a | | | |
| 7 Capital gain net income (from Part IV, line 2) | 8,929,732. | | |
| 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/(loss) (att sch) | | | |
| 11 Other income (attach schedule) | | | |
| SEE STATEMENT 1 | 11,338 | | |
| 12 Total. Add lines 1 through 11 | 10,941,669. | 9,991,556. | |
| 13 Compensation of officers, directors, trustees, etc. | 10. | | |
| 14 Other employee salaries and wages | | | |
| 15 Pension plans, employee benefits | | | |
| 16a Legal fees (attach schedule) SEE ST 2 | 47,530. | | |
| b Accounting fees (attach sch) SEE ST 3 | 32,100. | | |
| c Other prof fees (attach sch) SEE ST 4 | 451,064. | 451,064. | |
| 17 Interest | 7,410. | 7,410. | |
| 18 Taxes (attach schedule)(see instrs) SEE STM 5 | 126,710. | 12,893. | |
| 19 Depreciation (attach sch) and depletion | | | |
| 20 Occupancy | | | |
| 21 Travel, conferences, and meetings | | | |
| 22 Printing and publications | | | |
| 23 Other expenses (attach schedule) | | | |
| SEE STATEMENT 6 | 2,161. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 666,975. | 471,367. | |
| 25 Contributions, gifts, grants paid PART XV | 4,500,255. | | 4,500,255. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 5,167,230. | 471,367. | 4,500,255. |
| 27 Subtract line 26 from line 12: | | | |
| a Excess of revenue over expenses and disbursements | 5,774,439. | | |
| b Net investment income (if negative, enter -0-) | | 9,520,189. | |
| c Adjusted net income (if negative, enter -0-) | | | |

g/4 24

| Part II Balance Sheets | | Beginning of year (a) Book Value | End of year | |
|-----------------------------|---|-------------------------------------|----------------|-----------------------|
| | | | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash — non-interest-bearing | 153,024. | 559,455. | 559,455. |
| | 2 Savings and temporary cash investments | 2,418,922. | 2,373,583. | 2,373,580. |
| | 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 (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) | | | |
| | Less allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 78,144. | 125,900. | 125,900. |
| | 10a Investments — U S and state government obligations (attach schedule) | | | |
| | b Investments — corporate stock (attach schedule) | 19,110,049. | 23,413,765. | 81,346,475. |
| | c Investments — corporate bonds (attach schedule) | 5,459,735. | 6,521,611. | 7,763,341. |
| | 11 Investments — land, buildings, and equipment: basis | | | |
| LIABILITIES | Less accumulated depreciation (attach schedule) | | | |
| | 12 Investments — mortgage loans | | | |
| | 13 Investments — other (attach schedule) | | | |
| | 14 Land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | |
| | 15 Other assets (describe) | | | |
| | 16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I) | 27,219,874. | 32,994,314. | 92,168,751. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| FUNDS | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 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 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 and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 27,219,874. | 32,994,314. | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see instructions) | 27,219,874. | 32,994,314. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 27,219,874. | 32,994,314. | |

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 | 27,219,874. |
| 2 Enter amount from Part I, line 27a | 2 | 5,774,439. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 32,994,313. |
| 5 Decreases not included in line 2 (itemize) | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 32,994,313. |

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

| | | | |
|---------------------|--|--|--|
| 1 a SEE STATEMENT 7 | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|--|---|------------|
| 2 Capital gain net income or (net capital loss) | — [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7] — | 2 | 8,929,732. |
| 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) (see instructions) If (loss), enter -0- in Part I, line 8] — | 3 | 1,322,029. |

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 (column (b) divided by column (c)) |
|---|--|---|---|
| 2012 | 3,287,413. | 67,699,252. | 0.048559 |
| 2011 | 2,576,347. | 68,237,023. | 0.037756 |
| 2010 | 2,987,413. | 61,959,457. | 0.048216 |
| 2009 | 2,979,228. | 51,533,890. | 0.057811 |
| 2008 | 3,091,735. | 59,235,573. | 0.052194 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.244536 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.048907 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 86,388,166. |
| 5 Multiply line 4 by line 3 | 5 | 4,224,986. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 95,202. |
| 7 Add lines 5 and 6 | 7 | 4,320,188. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 4,500,255. |

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)

| | | | |
|---|-----|----------|---------|
| 1 a 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 instrs) | | | |
| 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 | | 1 | 95,202. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 95,202. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 95,202. |
| 6 Credits/Payments | | | |
| a 2013 estimated tax pmts and 2012 overpayment credited to 2013 | 6 a | 125,900. | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 125,900. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 30,698. | |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 30,698. Refunded <input checked="" type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|-----|
| 1 a 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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i> | | X |
| c 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? <i>If 'Yes,' attach a detailed description of the activities</i> | | 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a 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? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | 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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY MA</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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i> | 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | 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: <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>BRUCE S. HYAMS CPA</u> Telephone no <u>631-421-5140</u> Located at <u>52 ELM STREET HUNTINGTON NY</u> ZIP + 4 <u>11743</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u> | | | |
| 16 | At any time during calendar year 2013, 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 <u></u> | 16 | | 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 |
|--|---|-----|
| 1 a 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 <u></u> | 1 b | N/A |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1 c | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> | <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) | 2 b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> | | |
| 3 a 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 2013 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 2013) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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 2013? | 4 b | 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)? (see instructions)

☐ 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)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

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 (see instructions).

| (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 |
|--|---|---|---|---------------------------------------|
| ELLEN R. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481 | PRESIDENT 0 | 0. | 0. | 0. |
| MELVIN J. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS, MA 02481 | VICE PRESIDE 0 | 0. | 0. | 0. |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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 NONE NONE, MA 02481 | NONE 0 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| FIRST MANHATTAN CO. 42 BROADWAY NEW YORK, NY 10004 | INVESTMENT ADVISORY | 412,438. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|--|----------|
| 1 THE FOUNDATION HAS NO DIRECT CONDUCT OF CHARITABLE ACTIVITIES, RATHER IT IS A NON OPERATING PRIVATE FOUNDATION | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

| | | |
|---|------------|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a Average monthly fair market value of securities | 1 a | 82,593,886. |
| b Average of monthly cash balances | 1 b | 5,109,836. |
| c Fair market value of all other assets (see instructions) | 1 c | |
| d Total (add lines 1a, b, and c) | 1 d | 87,703,722. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 87,703,722. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 1,315,556. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 86,388,166. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 4,319,408. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | |
|---|------------|------------|
| 1 Minimum investment return from Part X, line 6 | 1 | 4,319,408. |
| 2 a Tax on investment income for 2013 from Part VI, line 5 | 2 a | 95,202. |
| b Income tax for 2013 (This does not include the tax from Part VI.) | 2 b | |
| c Add lines 2a and 2b | 2 c | 95,202. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 4,224,206. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 4,224,206. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 4,224,206. |

Part XII Qualifying Distributions (see instructions)

| | | |
|---|------------|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes. | | |
| a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 | 1 a | 4,500,255. |
| b Program-related investments — total from Part IX-B | 1 b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3 a | |
| b Cash distribution test (attach the required schedule) | 3 b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 4,500,255. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 95,202. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 4,405,053. |

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.

BAA

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 4,224,206. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 3,267,690. | |
| b Total for prior years 20____, 20____, 20____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,500,255. | | | | |
| a Applied to 2012, but not more than line 2a | | | 3,267,690. | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required — see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 1,232,565. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 2,991,641. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

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Form 990-PF (2013)

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 |
|---|--|--------------------------------------|-------------------------------------|------------|
| <i>a Paid during the year</i> SEE ATTACHED SCHEDULE , | | | CHARITABLE | 4,500,255. |
| Total | | | 3 a | 4,500,255. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | 3 b | |

Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 403,785. | |
| 4 | Dividends and interest from securities | | | 14 | 658,039. | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | 113. | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | 8,929,732. |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | 1,061,937. | 8,929,732. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 9,991,669. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC

Employer identification number

11-6026235

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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 foundation

Check 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|--|-------------------------------|--|
| 1 | TOOTSIE ROLL INDUSTRIES, INC. 7401 SOUTH CICERO AVENUE CHICAGO, IL 60629 | \$ 450,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | MELVIN J. GORDON 32 MONADNOCK ROAD WELLESLEY HILLS,, MA 02481 | \$ 250,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 3 | ELLEN GORDON 32 MONADNOCK ROAD WELLESLEY HILLS,, MA 02481 | \$ 250,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

CELE H.& WILLIAM B.RUBIN FAMILY FUND, INC

11-6026235

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

11-6026235

► \$ N/A

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

2013

FEDERAL STATEMENTS

PAGE 1

CLIENT 132

CELE H.& WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

2/23/14

05 55AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME | \$ 113. | | |
| TOTAL | \$ 113. | \$ 0. | \$ 0. |

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES PAID | \$ 47,530. | | | |
| TOTAL | \$ 47,530. | \$ 0. | | \$ 0. |

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | \$ 26,700. | | | |
| TAX RETURNS PREPARATION | 5,400. | | | |
| TOTAL | \$ 32,100. | \$ 0. | | \$ 0. |

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BIRCH HILL FEES INVESTMENT FEES | \$ 15,004. | \$ 15,004. | | |
| FIRST MANHATTAN CO. INVESTMENT FEES | 412,438. | 412,438. | | |
| GENEVA INVESTSMENT FEES | 23,212. | 23,212. | | |
| MERRILL LYNCH FEES | 410. | 410. | | |
| TOTAL | \$ 451,064. | \$ 451,064. | | \$ 0. |

2013

FEDERAL STATEMENTS

PAGE 2

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/23/14

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX | \$ 113,817. | | | |
| FOREIGN TAXES WITHHELD ON INVESTMENTS | 12,893. | \$ 12,893. | | |
| TOTAL | \$ 126,710. | \$ 12,893. | | \$ 0. |

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ANNUAL PUBLIC NOTICE | \$ 135. | | | |
| CUSTODIAL AND OTHER CHARGES | 26. | | | |
| FILING FEES COMMONWEALTH OF MASS | 500. | | | |
| NYS DEPARTMENT OF LAW FILING FEES | 1,500. | | | |
| TOTAL | \$ 2,161. | \$ 0. | | \$ 0. |

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|---------------------------------------|---------------------|----------------------|------------------|
| 1 | 89,000.00 TOOTSIEROLL IND B | PURCHASED | 12/31/1994 | 3/04/2013 |
| 2 | 131,285.00 TOOTSIEROLLIND A. | PURCHASED | 5/27/1969 | 3/04/2013 |
| 3 | 15,000.00 MOSAIC CO NEW COM | PURCHASED | 5/04/2012 | 2/04/2013 |
| 4 | 5,500.00 CRIMSON WINE GROUP | PURCHASED | 3/01/2013 | 3/04/2013 |
| 5 | 22,979.00 RUTHS HOSPITALITY GROUP | PURCHASED | 3/10/2011 | 3/05/2013 |
| 6 | 3,300.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 4/07/2006 | 3/08/2013 |
| 7 | 2,700.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 4/12/2006 | 3/08/2013 |
| 8 | 2,439.00 BROOKFIELD PPTY PARTNERS LP | PURCHASED | 4/18/2013 | 5/02/2013 |
| 9 | 4,621.00 RUTHS HOSPITALITY GROUP | PURCHASED | 3/10/2011 | 5/02/2013 |
| 10 | 4,500.00 RUTHS HOSPITALITY GROUP | PURCHASED | 4/05/2011 | 5/02/2013 |
| 11 | 7,479.00 RUTHS HOSPITALITY GROUP | PURCHASED | 5/16/2011 | 5/02/2013 |
| 12 | 17,521.00 RUTHS HOSPITALITY GROUP | PURCHASED | 5/16/2011 | 5/03/2013 |
| 13 | 42,900.00 RUTHS HOSPITALITY GROUP | PURCHASED | 5/20/2011 | 5/03/2013 |
| 14 | 10,000.00 RUTHS HOSPITALITY GROUP | PURCHASED | 7/02/2012 | 5/03/2013 |
| 15 | 779 RUTHS HOSPITALITY GROUP | PURCHASED | 7/03/2012 | 5/03/2013 |
| 16 | 14,221.00 RUTHS HOSPITALITY GROUP | PURCHASED | 7/03/2012 | 5/08/2013 |
| 17 | 20,000.00 FIRSTCITYFIN-COM | PURCHASED | 12/01/1997 | 5/20/2013 |
| 18 | 5,200.00 FIRSTCITYFIN-COM | PURCHASED | 9/10/1998 | 5/20/2013 |
| 19 | 5,000.00 FIRSTCITYFIN-COM | PURCHASED | 11/13/1998 | 5/20/2013 |
| 20 | 5,800.00 FIRSTCITYFIN-COM | PURCHASED | 6/06/2001 | 5/20/2013 |
| 21 | 9,600.00 FIRSTCITYFIN-COM | PURCHASED | 9/04/2001 | 5/20/2013 |
| 22 | 4,400.00 FIRSTCITYFIN-COM | PURCHASED | 4/04/2007 | 5/20/2013 |
| 23 | 2,500.00 FIRSTCITYFIN-COM | PURCHASED | 2/01/2008 | 5/20/2013 |
| 24 | 7,500.00 FIRSTCITYFIN-COM | PURCHASED | 10/28/2009 | 5/20/2013 |

CLIENT 132

CELE H.& WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

2/23/14

05 55AM

STATEMENT 7 (CONTINUED)

FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|--|---------------------|----------------------|------------------|
| 25 | 65,000.00 FIRSTCITYFIN-COM | PURCHASED | 1/04/2013 | 5/20/2013 |
| 26 | 10,000.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 4/12/2006 | 5/22/2013 |
| 27 | 57,500.00 DREAM UNLIMITED CORP COM CL A | PURCHASED | 6/10/2013 | 6/19/2013 |
| 28 | 5,000.00 THOR INDS. INC. | PURCHASED | 4/30/2013 | 8/02/2013 |
| 29 | 15,000.00 THOR INDS. INC. | PURCHASED | 4/30/2013 | 8/08/2013 |
| 30 | 350,000.00 LEUCADIA NATL CORP NOTE 8.15.13 | PURCHASED | 3/15/2012 | 8/15/2013 |
| 31 | 110,000.00 LEUCADIA NATL CORP NOTE 8.15.13 | PURCHASED | 6/05/2012 | 8/15/2013 |
| 32 | 3,500.00 EINSTEIN NOAH RESTAURANT | PURCHASED | 3/05/2013 | 8/30/2013 |
| 33 | 5,375.00 EINSTEIN NOAH RESTAURANT | PURCHASED | 5/09/2013 | 8/30/2013 |
| 34 | 4,625.00 EINSTEIN NOAH RESTAURANT | PURCHASED | 5/09/2013 | 9/03/2013 |
| 35 | 2,575.00 EINSTEIN NOAH RESTAURANT | PURCHASED | 5/14/2013 | 9/03/2013 |
| 36 | 2,000.00 EINSTEIN NOAH RESTAURANT | PURCHASED | 5/21/2013 | 9/03/2013 |
| 37 | 500 EINSTEIN NOAH RESTAURANT | PURCHASED | 6/28/2013 | 9/03/2013 |
| 38 | 2,439.50 BROOKFIELD PPTY PARTNERS LP | PURCHASED | 10/15/2013 | 10/17/2013 |
| 39 | 500 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 4/12/2006 | 10/23/2013 |
| 40 | 2,800.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 4/12/2006 | 11/14/2013 |
| 41 | 2,200.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 5/16/2006 | 11/14/2013 |
| 42 | 4,500.00 PRESTIGE BRANDS HOLDINGS INC | PURCHASED | 5/16/2006 | 11/14/2013 |
| 43 | 400 ALLISON TRANSMISSION HLDNGS INC | PURCHASED | 9/06/2012 | 11/14/2013 |
| 44 | 9,600.00 ALLISON TRANSMISSION HLDNGS INC | PURCHASED | 9/10/2012 | 11/14/2013 |
| 45 | 400 ALLISON TRANSMISSION HLDNGS INC | PURCHASED | 9/10/2012 | 12/09/2013 |
| 46 | 3,800.00 ALLISON TRANSMISSION HLDNGS INC | PURCHASED | 9/14/2012 | 12/09/2013 |
| 47 | 13,300.00 ALLISON TRANSMISSION HLDNGS INC | PURCHASED | 10/18/2012 | 12/09/2013 |
| 48 | 250,000.00 PRESTIGE BRANDS INC 8.250% 04/01/18 | PURCHASED | 11/23/2011 | 12/17/2013 |
| 49 | 570 SUNOCO LOGISTICS | PURCHASED | 5/06/2013 | 5/06/2013 |
| 50 | 500 GRIFOLS SA NEW ADR | PURCHASED | 5/03/2013 | 5/16/2013 |
| 51 | 645 DIGITAL REALTY TRUST INC | PURCHASED | 5/06/2013 | 5/20/2013 |
| 52 | 745 SIRONA DENTAL | PURCHASED | 5/03/2013 | 5/21/2013 |
| 53 | 740 GRIFOLS SA NEW ADR | PURCHASED | 5/03/2013 | 5/22/2013 |
| 54 | 120 NOVO-NORDISK A | PURCHASED | 5/03/2013 | 5/22/2013 |
| 55 | 1,665.00 VODAFONE | PURCHASED | 5/06/2013 | 6/03/2013 |
| 56 | 1,045.00 BROOKFIELD ASSET MGNT F | PURCHASED | 5/03/2013 | 6/05/2013 |
| 57 | 575 VIPSHOP HLDNG | PURCHASED | 5/22/2013 | 6/05/2013 |
| 58 | 1,195.00 IRON MOUNTAIN | PURCHASED | 5/06/2013 | 6/13/2013 |
| 59 | 315 NOVO-NORDISK A | PURCHASED | 5/03/2013 | 6/20/2013 |
| 60 | 1,455.00 APOLLO GLOBAL | PURCHASED | 5/17/2013 | 6/21/2013 |
| 61 | 405 APOLLO GLOBAL | PURCHASED | 5/22/2013 | 6/21/2013 |
| 62 | 1,675.00 MACQUARIE INFRA. | PURCHASED | 5/06/2013 | 6/21/2013 |
| 63 | 635 ENTERPRISE PARTNERS | PURCHASED | 5/06/2013 | 6/21/2013 |
| 64 | 1,365.00 MAGELLAN MIDSTREAM PARTNER | PURCHASED | 5/06/2013 | 6/21/2013 |
| 65 | 1,240.00 PLAINS ALL AMERICAN LP | PURCHASED | 5/06/2013 | 6/21/2013 |
| 66 | 620 AMERICA TOWER CORP | PURCHASED | 5/06/2013 | 7/12/2013 |
| 67 | 185 HDFC BANK LTD | PURCHASED | 5/03/2013 | 7/12/2013 |
| 68 | 270 MERCADOLIBRE INC | PURCHASED | 5/03/2013 | 7/19/2013 |
| 69 | 480 MINDRAY MED INTL | PURCHASED | 5/03/2013 | 7/19/2013 |
| 70 | 775 HDFC BANK LTD | PURCHASED | 5/03/2013 | 7/29/2013 |
| 71 | 370 SYNGENTA AG ADR | PURCHASED | 5/03/2013 | 7/29/2013 |
| 72 | 490 ENSCO PLC CL A | PURCHASED | 5/03/2013 | 7/29/2013 |
| 73 | 500 ENSCO PLC CL A | PURCHASED | 5/06/2013 | 8/08/2013 |
| 74 | 1,650.00 BROOKFIELD ASSET MGNT F | PURCHASED | 5/03/2013 | 8/09/2013 |
| 75 | 1,920.00 INTERXION HOLDING NV | PURCHASED | 5/03/2013 | 8/09/2013 |
| 76 | 380 HDFC BANK LTD | PURCHASED | 5/03/2013 | 8/12/2013 |
| 77 | 1,950.00 INTERXION HOLDING NV | PURCHASED | 5/03/2013 | 8/13/2013 |
| 78 | 1,215.00 HDFC BANK LTD | PURCHASED | 5/03/2013 | 8/26/2013 |
| 79 | 525 ENSCO PLC CL A | PURCHASED | 5/06/2013 | 8/29/2013 |

CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/23/14

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|---------------------------------|---------------------|----------------------|------------------|
| 80 | 100 DIAGEO PLC NEW | PURCHASED | 5/06/2013 | 9/13/2013 |
| 81 | 1,490.00 CONAGRA FOODS INC | PURCHASED | 5/06/2013 | 9/16/2013 |
| 82 | 280 WILLIAMS SONOMA | PURCHASED | 5/06/2013 | 9/23/2013 |
| 83 | 1,210.00 FLEETMATICS GRP PLC | PURCHASED | 5/03/2013 | 9/24/2013 |
| 84 | 745 AMERICAN WATER WORKS | PURCHASED | 5/06/2013 | 9/26/2013 |
| 85 | 370 SIRONA DENTAL | PURCHASED | 5/03/2013 | 10/01/2013 |
| 86 | 195 WILLIAMS SONOMA | PURCHASED | 5/06/2013 | 10/16/2013 |
| 87 | 285 WILLIAMS SONOMA | PURCHASED | 8/05/2013 | 10/16/2013 |
| 88 | 290 WILLIAMS SONOMA | PURCHASED | 8/29/2013 | 10/16/2013 |
| 89 | 615 IMAX CORP | PURCHASED | 5/10/2013 | 10/17/2013 |
| 90 | 665 AMERICAN WATER WORKS | PURCHASED | 5/06/2013 | 10/18/2013 |
| 91 | 200 DIAGEO PLC NEW | PURCHASED | 5/06/2013 | 10/18/2013 |
| 92 | 1,505.00 ENBRIDGE INC | PURCHASED | 10/10/2013 | 10/18/2013 |
| 93 | 740 SYNGENTA AG ADR | PURCHASED | 5/03/2013 | 10/23/2013 |
| 94 | 350 CHEVRON CORP. | PURCHASED | 5/06/2013 | 10/25/2013 |
| 95 | 460 EVERTEC INC | PURCHASED | 6/24/2013 | 10/29/2013 |
| 96 | 305 SIRONA DENTAL | PURCHASED | 5/03/2013 | 10/29/2013 |
| 97 | 405 YY INC | PURCHASED | 10/17/2013 | 10/31/2013 |
| 98 | 355 INVESCO LTD | PURCHASED | 5/21/2013 | 11/08/2013 |
| 99 | 95 BAIDU NC ADR | PURCHASED | 6/12/2013 | 11/18/2013 |
| 100 | 345 INVESCO LTD | PURCHASED | 5/21/2013 | 11/18/2013 |
| 101 | 390 INVESCO LTD | PURCHASED | 6/14/2013 | 11/18/2013 |
| 102 | 250 INVESCO LTD | PURCHASED | 9/24/2013 | 11/18/2013 |
| 103 | 430 BAXTER,INTL. INC. | PURCHASED | 5/22/2013 | 11/26/2013 |
| 104 | 255 BAXTER,INTL. INC. | PURCHASED | 6/04/2013 | 11/26/2013 |
| 105 | 730 SINCLAIR BROADCAST | PURCHASED | 10/10/2013 | 11/26/2013 |
| 106 | 1,190.00 CANADIAN SOLAR | PURCHASED | 10/23/2013 | 11/29/2013 |
| 107 | 350 GAMESTOP CORP | PURCHASED | 8/26/2013 | 12/05/2013 |
| 108 | 100 CELGENE CORP COM | PURCHASED | 2/02/2011 | 3/25/2013 |
| 109 | 550 ABBVIE INC SHS | PURCHASED | 3/07/2013 | 4/04/2013 |
| 110 | 100 COLGATE PALMOLIVE | PURCHASED | 3/23/2007 | 4/04/2013 |
| 111 | 50 CELGENE CORP COM | PURCHASED | 2/02/2011 | 4/11/2013 |
| 112 | 300 ENCANA CORP | PURCHASED | 3/27/2009 | 7/09/2013 |
| 113 | 300 ENCANA CORP | PURCHASED | 4/30/2009 | 7/09/2013 |
| 114 | 400 ENCANA CORP | PURCHASED | 1/25/2010 | 7/09/2013 |
| 115 | 100 EXXON MOBILE CORP. | PURCHASED | 1/08/1999 | 9/17/2013 |
| 116 | 100 FISERV INC | PURCHASED | 12/17/2010 | 9/17/2013 |
| 117 | 50 GRAINGER, W W INC. | PURCHASED | 9/17/2002 | 9/17/2013 |
| 118 | 350 ABBOTT LABS. 1 | PURCHASED | 5/17/2007 | 9/25/2013 |
| 119 | 200 ABBOTT LABS. 1 | PURCHASED | 9/20/2011 | 9/25/2013 |
| 120 | 50 CELGENE CORP COM | PURCHASED | 2/04/2011 | 10/08/2013 |
| 121 | 100 EXXON MOBILE CORP. | PURCHASED | 1/08/1999 | 11/06/2013 |
| 122 | 200 GENTEX CORP | PURCHASED | 12/13/2007 | 11/06/2013 |
| 123 | 100 GENTEX CORP | PURCHASED | 6/19/2008 | 11/06/2013 |
| 124 | 200 WASTE MANAGEMENT INC. (NEW) | PURCHASED | 8/19/2004 | 11/06/2013 |
| 125 | 50 GRAINGER, W W INC. | PURCHASED | 9/17/2002 | 11/06/2013 |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 2452840. | | 0. | 2452840. | | | | \$ 2452840. |
| 2 | 3618215. | | 10,839. | 3607376. | | | | 3607376. |
| 3 | 916,061. | | 803,917. | 112,144. | | | | 112,144. |
| 4 | 46,823. | | 0. | 46,823. | | | | 46,823. |
| 5 | 208,268. | | 112,611. | 95,657. | | | | 95,657. |

CLIENT 132

CELE H.& WILLIAM B. RUBIN FAMILY FUND, INC

11-6026235

2/23/14

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STATEMENT 7 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 6 | 79,943. | | 39,497. | 40,446. | | | | \$ 40,446. |
| 7 | 65,408. | | 32,332. | 33,076. | | | | 33,076. |
| 8 | 52,188. | | 0. | 52,188. | | | | 52,188. |
| 9 | 45,094. | | 22,646. | 22,448. | | | | 22,448. |
| 10 | 43,913. | | 22,892. | 21,021. | | | | 21,021. |
| 11 | 72,984. | | 36,992. | 35,992. | | | | 35,992. |
| 12 | 173,306. | | 86,661. | 86,645. | | | | 86,645. |
| 13 | 424,338. | | 212,101. | 212,237. | | | | 212,237. |
| 14 | 98,913. | | 62,367. | 36,546. | | | | 36,546. |
| 15 | 7,705. | | 4,823. | 2,882. | | | | 2,882. |
| 16 | 162,539. | | 88,037. | 74,502. | | | | 74,502. |
| 17 | 200,000. | | 79,357. | 120,643. | | | | 120,643. |
| 18 | 52,000. | | 18,887. | 33,113. | | | | 33,113. |
| 19 | 50,000. | | 15,500. | 34,500. | | | | 34,500. |
| 20 | 58,000. | | 8,993. | 49,007. | | | | 49,007. |
| 21 | 96,000. | | 14,430. | 81,570. | | | | 81,570. |
| 22 | 44,000. | | 41,618. | 2,382. | | | | 2,382. |
| 23 | 25,000. | | 20,275. | 4,725. | | | | 4,725. |
| 24 | 75,000. | | 51,897. | 23,103. | | | | 23,103. |
| 25 | 650,000. | | 632,475. | 17,525. | | | | 17,525. |
| 26 | 291,978. | | 119,749. | 172,229. | | | | 172,229. |
| 27 | 658,626. | | 0. | 658,626. | | | | 658,626. |
| 28 | 269,145. | | 187,671. | 81,474. | | | | 81,474. |
| 29 | 813,496. | | 563,014. | 250,482. | | | | 250,482. |
| 30 | 350,000. | | 370,150. | -20,150. | | | | -20,150. |
| 31 | 110,000. | | 115,542. | -5,542. | | | | -5,542. |
| 32 | 60,092. | | 47,225. | 12,867. | | | | 12,867. |
| 33 | 92,284. | | 71,738. | 20,546. | | | | 20,546. |
| 34 | 79,889. | | 61,728. | 18,161. | | | | 18,161. |
| 35 | 44,479. | | 35,021. | 9,458. | | | | 9,458. |
| 36 | 34,547. | | 27,519. | 7,028. | | | | 7,028. |
| 37 | 8,637. | | 7,017. | 1,620. | | | | 1,620. |
| 38 | 53,323. | | 53,323. | 0. | | | | 0. |
| 39 | 15,749. | | 5,987. | 9,762. | | | | 9,762. |
| 40 | 91,691. | | 33,530. | 58,161. | | | | 58,161. |
| 41 | 72,043. | | 23,172. | 48,871. | | | | 48,871. |
| 42 | 149,961. | | 47,397. | 102,564. | | | | 102,564. |
| 43 | 10,770. | | 7,025. | 3,745. | | | | 3,745. |
| 44 | 258,487. | | 167,894. | 90,593. | | | | 90,593. |
| 45 | 10,801. | | 6,996. | 3,805. | | | | 3,805. |
| 46 | 102,613. | | 75,648. | 26,965. | | | | 26,965. |
| 47 | 359,144. | | 250,652. | 108,492. | | | | 108,492. |
| 48 | 265,825. | | 257,213. | 8,612. | | | | 8,612. |
| 49 | 34,134. | | 35,258. | -1,124. | | | | -1,124. |
| 50 | 13,507. | | 15,521. | -2,014. | | | | -2,014. |
| 51 | 41,408. | | 45,078. | -3,670. | | | | -3,670. |
| 52 | 51,672. | | 54,561. | -2,889. | | | | -2,889. |
| 53 | 19,837. | | 22,972. | -3,135. | | | | -3,135. |
| 54 | 20,671. | | 21,208. | -537. | | | | -537. |
| 55 | 48,811. | | 50,955. | -2,144. | | | | -2,144. |
| 56 | 37,019. | | 40,266. | -3,247. | | | | -3,247. |
| 57 | 17,162. | | 18,925. | -1,763. | | | | -1,763. |
| 58 | 34,310. | | 44,830. | -10,520. | | | | -10,520. |

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FEDERAL STATEMENTS

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CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

2/23/14

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STATEMENT 7 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 59 | 50,747. | | 55,672. | -4,925. | | | | \$ -4,925. |
| 60 | 34,601. | | 37,329. | -2,728. | | | | -2,728. |
| 61 | 9,631. | | 11,091. | -1,460. | | | | -1,460. |
| 62 | 91,310. | | 99,302. | -7,992. | | | | -7,992. |
| 63 | 38,365. | | 38,550. | -185. | | | | -185. |
| 64 | 73,560. | | 72,963. | 597. | | | | 597. |
| 65 | 69,802. | | 70,172. | -370. | | | | -370. |
| 66 | 45,140. | | 51,939. | -6,799. | | | | -6,799. |
| 67 | 6,709. | | 7,841. | -1,132. | | | | -1,132. |
| 68 | 28,402. | | 27,053. | 1,349. | | | | 1,349. |
| 69 | 17,808. | | 18,968. | -1,160. | | | | -1,160. |
| 70 | 27,899. | | 32,847. | -4,948. | | | | -4,948. |
| 71 | 29,389. | | 31,582. | -2,193. | | | | -2,193. |
| 72 | 28,798. | | 28,362. | 436. | | | | 436. |
| 73 | 28,944. | | 28,934. | 10. | | | | 10. |
| 74 | 61,354. | | 63,577. | -2,223. | | | | -2,223. |
| 75 | 48,220. | | 47,401. | 819. | | | | 819. |
| 76 | 11,779. | | 16,106. | -4,327. | | | | -4,327. |
| 77 | 45,290. | | 48,142. | -2,852. | | | | -2,852. |
| 78 | 35,733. | | 51,496. | -15,763. | | | | -15,763. |
| 79 | 30,248. | | 30,380. | -132. | | | | -132. |
| 80 | 12,481. | | 12,256. | 225. | | | | 225. |
| 81 | 46,758. | | 52,572. | -5,814. | | | | -5,814. |
| 82 | 15,521. | | 14,973. | 548. | | | | 548. |
| 83 | 47,299. | | 28,307. | 18,992. | | | | 18,992. |
| 84 | 29,886. | | 31,374. | -1,488. | | | | -1,488. |
| 85 | 24,692. | | 27,098. | -2,406. | | | | -2,406. |
| 86 | 10,301. | | 10,427. | -126. | | | | -126. |
| 87 | 15,055. | | 16,811. | -1,756. | | | | -1,756. |
| 88 | 15,319. | | 17,499. | -2,180. | | | | -2,180. |
| 89 | 16,238. | | 17,112. | -874. | | | | -874. |
| 90 | 27,034. | | 28,005. | -971. | | | | -971. |
| 91 | 24,705. | | 24,513. | 192. | | | | 192. |
| 92 | 61,566. | | 61,952. | -386. | | | | -386. |
| 93 | 58,892. | | 63,164. | -4,272. | | | | -4,272. |
| 94 | 42,069. | | 42,517. | -448. | | | | -448. |
| 95 | 10,657. | | 10,262. | 395. | | | | 395. |
| 96 | 21,246. | | 22,337. | -1,091. | | | | -1,091. |
| 97 | 17,605. | | 20,194. | -2,589. | | | | -2,589. |
| 98 | 11,680. | | 12,250. | -570. | | | | -570. |
| 99 | 14,132. | | 9,746. | 4,386. | | | | 4,386. |
| 100 | 11,646. | | 11,905. | -259. | | | | -259. |
| 101 | 13,165. | | 13,181. | -16. | | | | -16. |
| 102 | 8,439. | | 8,176. | 263. | | | | 263. |
| 103 | 29,422. | | 31,307. | -1,885. | | | | -1,885. |
| 104 | 17,448. | | 18,421. | -973. | | | | -973. |
| 105 | 23,003. | | 25,165. | -2,162. | | | | -2,162. |
| 106 | 34,263. | | 27,517. | 6,746. | | | | 6,746. |
| 107 | 16,464. | | 18,442. | -1,978. | | | | -1,978. |
| 108 | 11,163. | | 5,334. | 5,829. | | | | 5,829. |
| 109 | 22,203. | | 15,528. | 6,675. | | | | 6,675. |
| 110 | 11,780. | | 6,712. | 5,068. | | | | 5,068. |
| 111 | 5,870. | | 2,667. | 3,203. | | | | 3,203. |

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FEDERAL STATEMENTS

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CLIENT 132

CELE H.& WILLIAM B.RUBIN FAMILY FUND,INC

11-6026235

3/09/14

11:21AM

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 104 | 17,448. | | 18,421. | -973. | | | | \$ -973. |
| 105 | 23,003. | | 25,165. | -2,162. | | | | -2,162. |
| 106 | 34,263. | | 27,517. | 6,746. | | | | 6,746. |
| 107 | 16,464. | | 18,442. | -1,978. | | | | -1,978. |
| 108 | 11,163. | | 5,334. | 5,829. | | | | 5,829. |
| 109 | 22,203. | | 15,528. | 6,675. | | | | 6,675. |
| 110 | 11,780. | | 6,712. | 5,068. | | | | 5,068. |
| 111 | 5,870. | | 2,667. | 3,203. | | | | 3,203. |
| 112 | 5,062. | | 13,366. | -8,304. | | | | -8,304. |
| 113 | 5,062. | | 13,250. | -8,188. | | | | -8,188. |
| 114 | 6,749. | | 13,379. | -6,630. | | | | -6,630. |
| 115 | 8,797. | | 3,731. | 5,066. | | | | 5,066. |
| 116 | 10,027. | | 5,975. | 4,052. | | | | 4,052. |
| 117 | 13,503. | | 2,159. | 11,344. | | | | 11,344. |
| 118 | 12,346. | | 10,274. | 2,072. | | | | 2,072. |
| 119 | 7,055. | | 5,081. | 1,974. | | | | 1,974. |
| 120 | 7,750. | | 2,634. | 5,116. | | | | 5,116. |
| 121 | 8,938. | | 3,731. | 5,207. | | | | 5,207. |
| 122 | 5,906. | | 3,964. | 1,942. | | | | 1,942. |
| 123 | 2,953. | | 1,591. | 1,362. | | | | 1,362. |
| 124 | 8,716. | | 5,606. | 3,110. | | | | 3,110. |
| 125 | 12,751. | | 2,159. | 10,592. | | | | 10,592. |
| TOTAL | | | | | | | | \$ 8929732. |

STATEMENT 9
FORM 990-PF, PART VII-A, LINE 12
EXPLANATION OF DISTRIBUTION TO DONOR ADVISED FUND

THE CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC (THE FOUNDATION) HAS, IN DECEMBER 2013, ISSUED A CHECK IN THE AMOUNT OF \$1,600,000 TO THE BANK OF AMERICA CHARITABLE GIFT FUND FOR WHICH ELLEN GORDON, A DIRECTOR OF THE FOUNDATION, HAS ADVISORY PRIVILEGES. THE FUNDS WILL BE DISTRIBUTED FROM THE BANK OF AMERICA CHARITABLE GIFT FUND TO ONE OR MORE QUALIFIED PUBLIC CHARITIES FOR PURPOSES DESCRIBED IN SECTION 170 (C) (2) (B) OF THE INTERNAL REVENUE CODE.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

| | |
|------------------------|--|
| NAME OF GRANT PROGRAM: | THE CELE H. & WILLIAM B. RUBIN FAMILY FD |
| NAME: | ELLEN R. GORDON |
| CARE OF: | |
| STREET ADDRESS: | 32 MONADNOCK ROAD |
| CITY, STATE, ZIP CODE: | WELLESLEY HILLS, MA 02481 |
| TELEPHONE: | 781-235-1075 |
| E-MAIL ADDRESS: | |
| FORM AND CONTENT: | NO SPECIFIC FORMS ARE REQUIRED |
| SUBMISSION DEADLINES: | NONE |

STATE OF NEW YORK

County of New York, s:

THE ANNUAL RETURN
OF THE CLE H. & WIL-
LIAM B. RUBIN FAMILY
FUND, INC. for the calen-
dar year ended December
31, 2012 is available at its
principal office located at
32 Monadnock Road,
Wellesley Hills, Mass 02481
for inspection during regu-
lar business hours by any
citizen who requests it
within 180 days hereof.
Principal Manager of the
Foundation is KAREN
GORDON.
3020874 225

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 25th day of January, 2013.

TO WIT : JANUARY 25, 2013

SWORN BEFORE ME, this 25th day
Of January, 2013.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

CELE H & WILLIAM B RUBIN FAMILY FUND INC.
Schedule of Grants-Donations Paid
For the Year Ended December 31, 2013

| <u>Name</u> | <u>Address</u> | <u>Amount</u> |
|---|--|---------------|
| Ace Hardware Foundation | 1220 Palmour Drive Gainesville GA 30501 | 500.00 |
| American Cancer Society | 17060 Oak Park Ave , Tinley Park, IL 60477 | 2,000.00 |
| American Diabetes Association | P O Box 11454, Alexandria, VA 22312 | 110.00 |
| American Heart Association | 208 La Salle Street, Suite 900 Chicago IL 60604 | 100.00 |
| American Lung | 1301 Pennsylvania Ave NW, Suite 800, Washington DC 20004 | 75.00 |
| American Red Cross | PO Box 4002018, Des Moines, IA 50340-2018 | 200.00 |
| ASIS Foundation | ASIS International, Alexandria, VA 22314-2818 | 500.00 |
| Avon Products Foundation Inc | Avon Product Foundation Rye, NY 10580 | 1,515.00 |
| Bank Of America Chantable Gift Fund | 100 Federal St MA5-100 Boston, MA 02110 | 1,600,000.00 |
| Boston Medical Center | ATT Food for Thought, Boston , MA 2118 | 1,500.00 |
| Brain Research Foundation | 205 West Wacker Drive, Chicago IL 60606 | 10,000.00 |
| Brandeis University | 415 South Street, Waltham, MA 02453-9110 | 10,000.00 |
| Buckingham, Browne & Nichols School | External Affairs Office, Cambridge, MA 02138-5512 | 2,000.00 |
| Bucksbaum Institute of Clinical Excellence | Univ Of Chicago 5841 South Maryland Ave, Chicago, IL 60637 | 500.00 |
| Cancer Wellness Center | Revere Drive, Northbrook, IL 60062 | 50.00 |
| Can Do Community Foundation | Att Nancy Stasko, 1 South, Hazelton PA 18201 | 1,000.00 |
| Camp Honzon | Camp Honzon, Decatur, GA 30033 | 1,000.00 |
| Carter High School | 210 N Carter School Rd, Strawberry Plains, TN 37811 | 200.00 |
| Combined Jewish Philanthropies Greater Boston | 126 High St, Boston, MA 02110 | 48,000.00 |
| Commonwealth School | 151 Commonwealth Ave , Boston, MA 02116 | 2,000.00 |
| Community School of Arts | 620 State Street, Knoxville, TN 37902 | 500.00 |
| Cornell Children's Hospital | 5721 S Maryland Ave , Chicago IL 60637 | 1,000.00 |
| Crohn's Colitis Foundation | 386 Park Ave So, New York NY 10016 | 200.00 |
| Crossroads for Kids | 119 Myrtle St Duxbury Mass 02332 | 7,500.00 |
| Dartmouth College | 6066 Development Office, Hanover NH 03755-3555 | 50,000.00 |
| DePaul University | 1 E Jackson, Chicago, IL 60604 | 5,000.00 |
| Dominican High School | 120 East Silver Spring Dr , Whitefish Bay WI 53217 | 500.00 |
| Duke University | Duke University/Box 90581, Durham, NC 27708-0581 | 2,000.00 |
| Envision Unlimited | 5333 S Greenwood Ave Chicago, IL 60615 | 200.00 |
| Facing History and Ourselves | 200 E Randolph St , Ste 2100, Chicago IL 60601-6432 | 1,000.00 |
| Feeding America | 35 East Wacker Drive, Suite 2000 Chicago, IL 60126 | 1,000.00 |
| First United Methodist Church of Elmhurst | 232 S York Road, Elmhurst, IL 60126 | 600.00 |
| Friends Of Harvard Football | MURR Center/ 65 North Harbor Boston MA 02163 | 10,000.00 |
| Friends of Camp Hale | 566 Columbus Ave, Boston MA 02118-1195 | 300.00 |
| Food Bank of CNY | 7477 Murray Drive, Cicero, NY 13039 | 5,000.00 |
| Give Directly | Church Street Station New York, NY 10008 | 1,000.00 |
| Greater Chicago Food Depository | Greater Chicago Food, Chicago, IL 60632 | 100.00 |
| Harvard Business School | Soldier Field, Boston MA 02163 | 10,000.00 |
| Harvard College Fund | 124 Mount Auburn Street, Cambridge, MA 02138 | 10,000.00 |
| Harvard Medical School | 25 Shattuck Street, Boston, MA 02115 | 1,075,000.00 |
| Hazle TWP Vol Fire & Rescue Co | Hazle TWP, Vol Fire & Rescue Co , Hazle, PA 18225 | 500.00 |
| High Meadows School | 1055 Willeo Road, Roswell, GA 30075 | 7,500.00 |
| Impact | 420 Pearl Street, Malden MA 02148 | 1,000.00 |
| Juvenile Diabetes Association | 500 N Dearborn Ste#350, Chicago, IL 60610 | 50.00 |
| Kellogg Graduate School | Leverone 3492001/2001 Shendan Rd, Evanston, IL 60208 | 10,000.00 |
| Knox Heritage, Inc | PO Box 1242, Knoxville, TN 37901 | 300.00 |
| KUOW Puget Sound Radio | KUOW Puget Sound Publication, Seattle WA 98105 | 100.00 |
| Lydia Home Association | 4300 W Irving Park Road, Chicago, IL 60641 | 5,000.00 |
| Macular Degeneration Research | 22512 Gateway Center Dr, Clarksbury MD 20871 | 100.00 |
| McCullie School | 500 Dodds Avenue, Chattanooga, TN 37404 | 500.00 |
| Meadowbrook School of Weston | 10 Farm Road, Weston, MA 02493-2493 | 1,500.00 |
| Memorial Sloan-Kettering Cancer Center | Memorial Sloan Kettering Cancer, New York, NY 10065 | 1,825.00 |
| Men Can Stop Rape | 1003 K Street, NW, Suite 200, Washington DC 20001 | 1,000.00 |
| Midwest Shelter Homeless Vets | 119 N West Street, Wheaton IL 60187 | 350.00 |
| Mobile Meals | PO Box 51650, Knoxville, TN 37950-1650 | 1,000.00 |
| Multiple Sclerosis Society (Wooddale, IL) | 8111 N Stadium Drive #100 Houston, Texas 77054 | 100.00 |
| National Audubon Society | 225 Varck St -7th Fl New York NY 10014 | 2,000.00 |
| National Ovarian Cancer | 4900 Hopyard Road, Pleasanton, CA 94588 | 250.00 |
| Notre Dame DeNamur Univ | 1500 Ralston Ave, Belmont CA 94002 | 100.00 |
| Northern Illinois University | 1425 W Lincoln Hwy, DeKalb, IL 60115-2825 | 100.00 |

CELE H & WILLIAM B RUBIN FAMILY FUND INC.

**Schedule of Grants-Donations Paid
For the Year Ended December 31, 2013**

| <u>Name</u> | <u>Address</u> | <u>Amount</u> |
|--|--|----------------------------|
| Our Bodies Ourselves | 5 Upland Road #3, Cambridge, MA 02140 | 3,000.00 |
| Partners In Health | 800 Boylston Street, 47th Floor, Boston MA 02199 | 6,000.00 |
| Pine Street Inn | 144 Hamson Ave, Boston MA 02118 | 1,000.00 |
| Police Protective Fund | PO Box4590, Spnngrfield, IL 62703 | 30.00 |
| Providence St Mel Foundation | 119 South Central Park Avenue, Chicago, Illinois 60624 | 2,000.00 |
| Purdue Foundation | 1281 Win Hentschel Blvd , West Lafayette, IN 47906 | 100.00 |
| Rape Abuse Incest National Network | 1220 L Street, NW Washington DC 20005 | 1,000.00 |
| Rensselaerville Institute | 63 Huyck Rd, Rensselaerville, NY 12147 | 5,000.00 |
| Rivers Country Day School | 333 Winter Street, Weston, MA 02193-9981 | 1,500.00 |
| Ronald McDonald House {CT} | 501 George Street, New Haven, CT 06511 | 50.00 |
| Rosie's Place | 889 Hamson Ave , Boston MA 02118 | 1,000.00 |
| Second Harvest Food Bank | 2802 Dairy Drive, Madison WI 53718 | 100.00 |
| Spaulding Rehabilitation Hospital | 300 First Avenue, Charlestown, MA 02129 | 1,000,000.00 |
| Special Olympics | 1133 19th Street NW , Washington DC 20036-3604 | 200.00 |
| Squam Lakes Association | 534 Rte 3, Holderness, NH 03245-0204 | 2,500.00 |
| Squam Lakes Conservation Society | PO Box 696, Holderness, NH 03245-0204 | 3,500.00 |
| Squam Lakes Natural Science Center | PO Box 173, 23 Science Center Road, Holderness, NH 03245 | 3,500.00 |
| Shoah Foundation | P O Box 3168, Los Angeles, CA 90078 | 500.00 |
| St George Orthodox Cathedral | 917 N Wood Street, Chicago, IL | 300.00 |
| Stanford School of Business | 326 Galvez Street, Stanford CA 94305-6105 | 300.00 |
| Stanford University- School Education | 450 Serra Mall, Stanford, CA 94305-2004 | 100.00 |
| Stanford University School of Earth Science | 397 Panama Mall, CA 94305-2210 | 100.00 |
| Susan G Komen For the Cure | 5005 LBJ Freeway, Dallas, Texas 75244 | 100.00 |
| Tagore-SenGupta Foundation | 3286 Merchant Dr, Bethlehem PA 18017-1952 | 5,500.00 |
| TLC Animal Shelter | 13016 W 151st Street, Homer Glen IL 60491 | 50.00 |
| The Confectionery Foundation | 1101 30th Street, NW Suite 200, Washington DC 20007 | 5,000.00 |
| The Morton Arboretum | 4100 Illinois Rt 53, Lisle, IL 60532-1293 | 1,000.00 |
| The Windsor School | 103 Pilgrm Rd, Boston, MA 02215 | 1,500.00 |
| Tipton Cari Perkins Center | Covington, TN 38019 | 400.00 |
| United States Holocaust | 100 Raoul Wallenberg Place, SW, Washington, DC 20024 | 1,500.00 |
| United Way New Hampshire | United Way Lakes Region, Laconia, NH 03246-3313 | 2,000.00 |
| United Way of Massachusetts Bay, Inc | United Way Massachusetts, Boston, MA 02210-1121 | 2,000.00 |
| United Way/Crusade of Mercy | United Way/Crusades of Mercy, Chicago, IL 60675-5828 | 2,500.00 |
| University of Chicago Medical Center | 5801 South Ellis Ave , Chicago, IL 60637 | 500,000.00 |
| University of Chicago Medical Forefront Fund | Forefront Fund, Chicago, IL 60632 | 15,000.00 |
| University of Illinois College Business | 260 Wohlers Hall, Champaign IL 61820 | 2,500.00 |
| University of Illinois Foundation | PO Box 3429, Champaign, IL 61826-3429 | 2,500.00 |
| University of Tennessee | 600 Henley Street, Knoxville, TN 37996-4103 | 500.00 |
| Vassar College | 124 Raymond Ave , Poughkeepsie, NY 12604 | 10,000.00 |
| Wellesley Neighbors | 888 Worcester Street, Wellesley MA 02482 | 1,500.00 |
| Wesleyan University | 318 High Street, Middletown CT 06459 | 2,600.00 |
| Wellesley Police Department | 485 Washington Street, Wellesley, Ma 02482 | 1,500.00 |
| Wellesley College | 106 Central Street, Wellesley, MA 02481 | 5,000.00 |
| WFMT Radio | 5400 N St Louis Ave Chicago IL 60625-4698 | 50.00 |
| Wellesley Free Library | 530 Washington St, Wellesley, MA 02482 | 2,500.00 |
| Windows To The World Communications | 5400N St Loius Ave, Chicago IL 60625 | 100.00 |
| Wounded Warrior | 7020 AC Skinner Pkwy Street, Jacksonville, FL 32256 | 2,750.00 |
| Youth Transition Network, Inc | 1225 W Main Street, Mesa, AZ 85201 | 5,000.00 |
| | | <u><u>4,500,255.00</u></u> |

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|--|
| <p align="center">Cele H. & William B. Rubin Family Fund, Inc.</p> <p align="center">Schedule of Investments</p> <p align="center">As at December 31 , 2013</p> |
|--|

| FIXED INCOME | Shares | Cost Basis | Value |
|--------------------------------------|---------------|---------------------|---------------------|
| A.V. HOMES 7.500 2.15.16 | 1200000 | 1,200,000.00 | 1,407,000.00 |
| ALLISON TRANSMISSION 7.125% 5/15/19 | 460,000.00 | 486,130.00 | 495,650.00 |
| AVATAR HLDNGS 4.50% 4.1.24. | 415,000.00 | 358,794.50 | 410,850.00 |
| BROOKFIELD ASSET MGMT 5.80% 4/25/17 | 200,000.00 | 226,905.00 | 218,598.00 |
| CHESAPEAKE ENERGY CORP. 6.5% 8.15.17 | 200,000.00 | 207,075.00 | 225,500.00 |
| CHESAPEAKE ENERGY CORP. 9.5% 2.15.15 | 553,000.00 | 607,130.00 | 599,313.75 |
| CNA FINANCIAL CORP 5.85 12/15/14 | 250,000.00 | 265,462.50 | 261,847.50 |
| JARDEN CORP 7.50% 5.1.17 | 750,000.00 | 615,941.25 | 868,125.00 |
| JEFFERIES GROUP 8.50% 7.15.19 | 750,000.00 | 739,005.00 | 915,000.00 |
| MICROSOFT CORP | 47,500.00 | 1,214,135.94 | 1,776,975.00 |
| PNC FINL 8.25% 12.31.58 | 10,000.00 | 10,387.50 | 9,975.00 |
| RANGE RS CORP NTS 6.75% 8/1/20 | 250,000.00 | 275,987.50 | 270,625.00 |
| RANGE RS CORP NTS 8.00% 5/5/2019 | 285,000.00 | 314,656.45 | 303,881.25 |
| TOTAL FIXED ASSETS | | 6,521,610.64 | 7,763,340.50 |

| MUTUAL FUNDS | Shares | Cost Basis | Value |
|-------------------------------------|---------------|-------------------|------------------|
| ISHARES MSCI EAFE INDEX FUND | 798 | 29,962.02 | 53,541.81 |
| ISHARES MSCI EMERGING MKTS INDEX FD | 850 | 30,558.30 | 35,525.75 |
| TOTAL MUTAUL FUNDS | | 60,520.32 | 89,067.56 |

See Accountants Compilation Report and attached Footnotes

Cele H. & William B. Rubin Family Fund, Inc.**Schedule of Investments****As at December 31 , 2013**

| EQUITIES | Shares | Cost Basis | Value |
|----------------------------------|---------------|-------------------|--------------|
| ACCENTURE LTD.-A- | 600 | 48,908.35 | 49,332.00 |
| ACCENTURE PLC SHS | 600 | 35,154.00 | 49,332.00 |
| ACE LIMITED NEW | 545 | 50,486.31 | 56,423.85 |
| ACE LIMITED NEW (5962) | 1,040.00 | 94,024.74 | 107,671.20 |
| ALLISON TRANSMISSION HLDNGS INC | 12,500.00 | 247,256.96 | 345,125.00 |
| ALTISOURCE PORT | 140 | 20,866.14 | 22,208.20 |
| AMAZON.COM | 100 | 31,623.72 | 39,879.00 |
| AMERICA TOWER CORP | 590 | 49,425.71 | 47,093.80 |
| AMERICAN INTL. GRP | 35,000.00 | 1,122,230.00 | 1,786,750.00 |
| AMERIPRISE FINANCIAL INC | 810 | 69,020.89 | 93,190.50 |
| ARM HOLDING PLC ADR F | 2,715.00 | 127,040.54 | 148,594.67 |
| ARTISIAN PART ASSET | 1,460.00 | 65,869.00 | 95,177.40 |
| AV HOMES INC COM | 65,000.00 | 1,672,763.87 | 1,181,050.00 |
| AVERY DENNISON CORP. | 1,930.00 | 85,806.99 | 96,866.70 |
| BAIDU NC ADR | 595 | 69,784.07 | 105,838.60 |
| BAKER HUGHES INC | 1,000.00 | 47,949.00 | 55,260.00 |
| BERKSHIRE HATHAWAY-CLB | 300 | 12,014.36 | 35,568.00 |
| BOEING COMPANY | 645 | 66,907.16 | 88,036.05 |
| BROOKFIELD ASSET MGMT, INC (VTG) | 42,500.00 | 331,483.56 | 1,650,275.00 |
| BROOKFIELD ASSET MGMT F | 1,410.00 | 54,588.22 | 54,750.30 |
| CAESARSTONE SDOT | 1630 | 46,199.80 | 80,962.10 |
| CARNIVAL CORP | 1,700.00 | 61,078.40 | 68,289.00 |
| CARROLS RESTAURANT GRP INC | 120,000.00 | 735,028.80 | 793,200.00 |
| CBIZ INC. | 175,000.00 | 1,216,812.95 | 1,596,000.00 |
| CBOE HOLDINGS | 785 | 38,759.74 | 40,788.60 |
| CELGENE CORP COM | 500 | 28,438.13 | 84,484.00 |
| CHESAPEAKE ENERGY CORP. | 30,000.00 | 232,448.00 | 814,200.00 |
| CHICAGO BRIDGE & IRON | 1,620.00 | 88,930.12 | 134,686.80 |
| COLGATE PALMOLIVE | 800 | 26,848.00 | 52,168.00 |
| COMCAST CORP.CL A (7700) | 1,695.00 | 75,838.38 | 88,080.68 |
| COMCAST CORP CL A | 35,000.00 | 851,922.94 | 1,818,775.00 |
| COPA HOLDINGS SA | 570 | 73,582.43 | 91,262.70 |
| COPA HOLDINGS SA (5962) | 925 | 115,975.37 | 148,101.75 |
| CORE LABORATORIES NV | 720 | 103,927.49 | 137,484.00 |
| COUSINS PPTYS INC PFD 7.50% | 22,500.00 | 298,207.71 | 564,862.50 |
| CVS CAREMARK CORP | 27,500.00 | 872,958.00 | 1,968,175.00 |
| DARDEN RESTAURANTS | 25,000.00 | 1,255,798.50 | 1,359,250.00 |
| DONALDSON CO INC | 600 | 23,885.94 | 26,076.00 |

See Accountants Compilation Report and attached Footnotes

Cele H. & William B. Rubin Family Fund, Inc.
Schedule of Investments
As at December 31 , 2013

| EQUITIES | Shares | Cost Basis | Value |
|---------------------------|---------------|-------------------|--------------|
| DOVER CORP. | 740 | 63,598.72 | 71,439.60 |
| DUNDEE BANCORP INC | 57,500.00 | 0 | 1,011,648.50 |
| EDWARDS LIFESCIENCES CRP | 600 | 22,016.99 | 39,456.00 |
| EMC CORP. MASS | 1,200.00 | 29,333.50 | 30,180.00 |
| EURONET | 1,505.00 | 60,099.45 | 72,014.25 |
| EVERTEC INC | 2,015.00 | 46,429.04 | 49,689.90 |
| EVERYWHERE GLOBAL INC | 15,000.00 | 119,218.00 | 124,200.00 |
| EXPEDITION INTL WASH INC. | 800 | 34,972.64 | 35,400.00 |
| EXXON MOBILE CORP. | 500 | 19,214.76 | 50,600.00 |
| FISERV INC | 1200 | 38,374.16 | 70,860.00 |
| FOREST CITY ENT-A- | 57,500.00 | 293,772.45 | 1,098,250.00 |
| GALLAGHER ARTHUR J & CO | 850 | 37,798.51 | 39,890.50 |
| Gentex Corp | 2,700.00 | 47,060.40 | 89,046.00 |
| GENUINE PARTS CO | 555 | 41,977.44 | 46,170.45 |
| GOOGLE INC CL A | 70 | 38,308.00 | 78,449.00 |
| GRAINGER, W W INC. | 150 | 6,591.00 | 38,313.00 |
| GRIFOLS SA NEW ADR | 3,395.00 | 105,095.43 | 122,627.40 |
| GRUPO TELEvisa SA | 1,580.00 | 47,818.64 | 47,810.80 |
| HDFC BANK LTD | 1,335.00 | 53,370.41 | 45,977.40 |
| HOME DEPOT | 715 | 52,237.56 | 58,873.10 |
| ICON PLC | 1,435.00 | 53,329.15 | 57,996.96 |
| IMAX CORP | 1,910.00 | 52,585.48 | 56,306.80 |
| INVESCO LTD | 685 | 22,403.05 | 24,934.00 |
| ITC HOLDINGS | 880 | 81,011.01 | 84,321.60 |
| JARDEN CORP | 46,500.00 | 511,274.84 | 2,852,775.00 |
| JOHNSON & JOHNSON | 600 | 38,051.45 | 54,954.00 |
| JP MORGAN CHASE & CO | 800 | 38,341.60 | 46,784.00 |
| KAR AUCTION | 1,985.00 | 56,654.97 | 58,656.75 |
| LEUCADIA NAT'L CORP | 55,000.00 | 784,933.40 | 1,558,700.00 |
| LIONS GATE ENTMT | 2,040.00 | 69,276.18 | 64,586.40 |
| LORILLARD INC | 1,270.00 | 65,285.93 | 64,363.60 |
| LULULEMON | 815 | 56,533.00 | 48,109.45 |
| LYONDELLBASELL IND | 1,060.00 | 74,919.63 | 85,096.80 |
| LYONDELLBASELL IND (5962) | 845 | 64,035.05 | 67,836.60 |
| MARSH & McLENNAN | 1,200.00 | 36,717.59 | 58,032.00 |
| MC CORMICK NON VTG | 700 | 34,371.70 | 48,244.00 |
| MEAD JOHNSON | 1,055.00 | 85,142.67 | 88,366.80 |
| MELCO CROWN | 4,210.00 | 102,354.17 | 165,116.20 |

See Accountants Compilation Report and attached Footnotes

Cele H. & William B. Rubin Family Fund, Inc.
Schedule of Investments
As at December 31, 2013

| EQUITIES | Shares | Cost Basis | Value |
|--------------------------------|---------------|-------------------|---------------|
| MERCADOLIBRE INC | 915 | 91,679.29 | 98,627.85 |
| MICHAEL KORS HLDNGS | 895 | 64,564.41 | 72,665.05 |
| MICROCHIP TECHNOL | 1,295.00 | 49,038.09 | 57,951.25 |
| MICROSOFT CORP (7700) | 1,275.00 | 49,049.66 | 47,697.75 |
| MICROSOFT CORP LOT H56 | 1,600.00 | 42,015.06 | 59,856.00 |
| JP MORGAN | 920 | 52,696.43 | 53,801.60 |
| NU SKIN ENT | 310 | 37,717.68 | 42,848.20 |
| ONEOK INC | 1,830.00 | 97,816.96 | 113,789.40 |
| ONEX CORP-SUB VTG | 50,000.00 | 504,467.16 | 2,699,329.70 |
| ORACLE SYSTEMS CORP | 1,600.00 | 16,321.16 | 61,216.00 |
| PACIFIC MERCANTILE BANCORP | 100,000.00 | 731,751.39 | 622,000.00 |
| PEPSICO INC | 600 | 26,479.25 | 49,764.00 |
| POINTS INTL LTD | 2,935.00 | 55,364.74 | 74,578.35 |
| POLARIS IND | 325 | 37,849.78 | 47,333.00 |
| PRAXAIR INC | 400 | 10,317.00 | 52,012.00 |
| PRESTIGE BRANDS HOLDINGS INC | 50,000.00 | 505,738.30 | 1,790,000.00 |
| QIWI PLC ADR | 1,415.00 | 37,202.95 | 79,240.00 |
| QUALCOM INC. | 700 | 38,329.41 | 51,975.00 |
| RANGE RES COM | 12,500.00 | 489,374.59 | 1,053,875.00 |
| SAFEGUARD SCIENTIFICS COM NEW | 75,000.00 | 770,523.00 | 1,506,750.00 |
| SCHLUMBERGER LTD. | 550 | 32,281.93 | 49,560.50 |
| SEADRILL LTD | 1,670.00 | 76,651.16 | 68,603.60 |
| SIGNET JEWELERS | 765 | 54,036.26 | 60,205.50 |
| SIX FLAGS | 495 | 18,375.58 | 18,225.90 |
| TARGA RESOURCES | 1,310.00 | 96,344.65 | 115,502.70 |
| TECH DATA | 25,000.00 | 1,321,860.75 | 1,290,000.00 |
| TITAN INTL INC ILL COM | 50,000.00 | 879,039.00 | 899,000.00 |
| TJX COS INC NEW | 1,000.00 | 25,837.00 | 63,730.00 |
| TOOTSIEROLLIND A. | 1178204 | 92,192.79 | 38,338,758.16 |
| TRIMAS CORP. | 90,000.00 | 562,076.34 | 3,590,100.00 |
| TRINITY BIOTECH | 2,610.00 | 41,761.12 | 65,615.40 |
| TUPPERWARE BRANDS | 615 | 48,744.01 | 58,135.95 |
| U.S.BANCORP DEL | 840 | 30,523.63 | 33,936.00 |
| UNION PACIFIC CORP | 525 | 78,243.34 | 88,200.00 |
| UNITED PARCEL SERVICE | 715 | 61,284.60 | 75,132.20 |
| UNITED PARCEL SERVICE INC CL B | 400 | 21,470.00 | 42,032.00 |
| UNITED TECHNOLOGIES | 600 | 26,018.20 | 68,280.00 |

See Accountants Compilation Report and attached Footnotes

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|--|
| <p align="center">Cele H. & William B. Rubin Family Fund, Inc.</p> <p align="center">Schedule of Investments</p> <p align="center">As at December 31 , 2013</p> |
|--|

| EQUITIES | Shares | Cost Basis | Value |
|-----------------------------|---------------|----------------------|----------------------|
| VIACOM CL B | 17,500.00 | 893,155.00 | 1,528,450.00 |
| VODAFONE GRP PLC ADR | 1,000.00 | 26,994.97 | 39,310.00 |
| WALGREEN CO. | 2,275.00 | 112,842.13 | 130,676.00 |
| WASTE MANAGEMENT INC. (NEW) | 1,100.00 | 35,228.54 | 49,357.00 |
| WELL FARGO & CO | 1,500.00 | 52,551.80 | 68,100.00 |
| WELLPOINT INC | 555 | 48,759.62 | 51,276.45 |
| WINTHROP RLTY TR SH NEW | 80,000.00 | 996,491.01 | 884,000.00 |
| WYNN RESORTS | 580 | 80,121.13 | 112,641.80 |
| YANDEX NV | 2,225.00 | 68,647.80 | 96,008.75 |
| ZIMMER HOLDINGS , INC. | 600 | 29,064.00 | 55,914.00 |
| TOTAL EQUITIES | | 23,353,244.93 | 81,257,407.32 |
| TOTAL INVESTMENTS | | 29,935,375.89 | 89,109,815.38 |

See Accountants Compilation Report and attached Footnotes

CELE H. and WILLIAM B. RUBIN FAMILY FUND, INC.

FORM 990PF---PART X-----2013

LINE #1A- AVERAGE FAIR MARKET VALUE OF SECURITIES

| <u>MONTH</u> | <u>TOTAL</u> | <u>BONDS</u> <u>US TREAS NOTES</u> <u>and US TREAS BILLS</u> | <u>MUTUAL</u> <u>FUNDS</u> | <u>STOCKS</u> |
|-----------------------|-----------------------|--|-------------------------------|-----------------------|
| JANUARY | 77,975,983 44 | 6,052,487 60 | 84,648 79 | 71,838,847 05 |
| FEBRUARY | 80,482,893 09 | 6,323,335 10 | 83,179 82 | 74,076,378 17 |
| MARCH | 74,553,424 90 | 6,593,279 80 | 83,420 54 | 67,876,724 56 |
| APRIL | 78,287,709 93 | 6,610,749 10 | 86,224 62 | 71,590,736 21 |
| MAY | 79,541,824 21 | 6,607,109 00 | 355,480 21 | 72,579,235 00 |
| JUNE | 83,024,295 28 | 6,680,615 50 | 78,450 40 | 76,265,229 38 |
| JULY | 81,271,861 22 | 6,670,223 50 | 123,083 90 | 74,478,553 82 |
| AUGUST | 80,644,507 28 | 6,172,999 25 | 120,533 76 | 74,350,974 27 |
| SEPTEMBER | 83,010,297 80 | 6,218,139 50 | 129,291 65 | 76,662,866 65 |
| OCTOBER | 95,296,289 30 | 6,312,491 75 | 132,371 45 | 88,851,426 10 |
| NOVEMBER | 87,927,728 77 | 6,340,409 50 | 134,741 32 | 81,452,577 95 |
| DECEMBER | 89,109,816 08 | 5,986,365 50 | 136,161 36 | 82,987,289 22 |
| TOTAL | 991,126,631 29 | 76,568,205 10 | 1,547,587 82 | 913,010,838 37 |
| YEARLY AVERAGE | 82,593,885 94 | 6,380,683 76 | 128,965 65 | 76,084,236 53 |

| | | | | |
|--------------|------------|-----------|---------|------------|
| TEST | 99,112,663 | 7,656,821 | 154,759 | 91,301,084 |
| 10 month Avg | | | | |

Bi Monthly Averages Cash

CELE H. & WILLIAM B. RUBIN FAMILY FUND, INC.

December 31, 2013

BiMonthly Cash Averages as required by IRS instructions----2013

| <u>Month</u> | <u>CASH-Checkin and MMA</u> | | | <u>SAVINGS AND MONEY MARKET</u> | | |
|---|-----------------------------|------------------------------|----------------------------|---------------------------------|------------------------------|----------------------------|
| | <u>1st Day of Month</u> | <u>Last Day of Month</u> | <u>Monthly Average</u> | <u>1st Day of Month</u> | <u>Last Day of Month</u> | <u>Monthly Average</u> |
| JANUARY | 153,448.41 | 153,022.57 | 153,235.49 | 425.60 | 1,557,868.17 | 779,146.89 |
| FEBRUARY | 153,022.57 | 92,817.57 | 122,920.07 | 1,557,868.17 | 2,241,297.18 | 1,899,582.68 |
| MARCH | 92,817.57 | 131,131.11 | 111,974.34 | 2,241,297.18 | 8,875,385.31 | 5,558,341.25 |
| APRIL | 131,131.11 | 110,174.07 | 120,652.59 | 8,875,385.31 | 2,948,836.87 | 5,912,111.09 |
| MAY | 110,174.07 | 19,604.93 | 64,889.50 | 2,948,836.87 | 7,177,918.08 | 5,063,377.48 |
| JUNE | 19,604.93 | (220.93) | 9,692.00 | 7,177,918.08 | 7,053,335.44 | 7,115,626.76 |
| JULY | (220.93) | 88,235.64 | 44,007.35 | 7,053,335.44 | 6,625,805.20 | 6,839,570.32 |
| AUGUST | 88,235.64 | 88,235.64 | 88,235.64 | 6,625,805.20 | 7,182,275.46 | 6,904,040.33 |
| SEPTEMBER | 88,235.64 | 33,664.69 | 60,950.17 | 7,182,275.46 | 7,255,406.34 | 7,218,840.90 |
| OCTOBER | 33,664.69 | 107,186.01 | 70,425.35 | 7,255,406.34 | 3,556,106.22 | 5,405,756.28 |
| NOVEMBER | 107,186.01 | 2,474,019.79 | 1,290,602.90 | 3,556,106.22 | 1,739,696.86 | 2,647,901.54 |
| DECEMBER | 2,474,019.79 | 1,085,019.79 | 1,779,519.79 | 1,739,696.86 | 2,373,582.87 | 2,056,639.87 |
| TOTAL BIMONTHLY AVERAGES | | | 3,917,105.19 | | | 57,400,935.37 |
| AVERAGE BIMONTHLY (I.E. average of all averages) | | | 326,425.43 | | | 4,783,411.28 |