Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE ROSE FLAUM FOUNDATION
C/O FLAUM NAVIGATORS

A Employer identification number: 27-0285998

Number and street (or P O box number if mail is not delivered to street address): 100 PARK AVENUE - 16TH FLOOR

Room/suite

B Telephone number: 212-973-2707

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 375,267.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.	6.		STATEMENT 2
	4 Dividends and interest from securities	13,002.	13,002.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,974.			STATEMENT 1
	b Gross sales price for all assets on line 6a 106,061.				
	7 Capital gain net income (from Part IV, line 2)		34,966.		
	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				
	12 **Total.** Add lines 1 through 11	43,982.	47,974.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,375.	0.		3,375.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	373.	81.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	6,221.	5,729.		492.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,969.	5,810.		3,867.
	25 Contributions, gifts, grants paid	74,450.			74,450.
	26 **Total expenses and disbursements.** Add lines 24 and 25	84,419.	5,810.		78,317.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<40,437.>			
	b **Net investment income** (if negative, enter -0-)		42,164.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	41,474.	34,368.	34,368.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	301,132.	214,456.	309,512.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	32,883.	30,892.	31,387.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	375,489.	279,716.	375,267.
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 ▶ ☐ 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 ▶ [X] 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	375,489.	279,716.	
	30 Total net assets or fund balances	375,489.	279,716.	
	31 Total liabilities and net assets/fund balances	375,489.	279,716.	

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	375,489.
2	Enter amount from Part I, line 27a	2	<40,437.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	335,052.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENTS	5	55,336.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	279,716.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	106,061.		71,095.	34,966.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				34,966.

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	34,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part 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))
2012	77,043.	428,016.	.180000
2011	89,903.	463,543.	.193947
2010	63,738.	480,145.	.132747
2009	35,577.	284,045.	.125251
2008			

2 Total of line 1, column (d)	2	.631945
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	.157986
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	390,421.
5 Multiply line 4 by line 3	5	61,681.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	422.
7 Add lines 5 and 6	7	62,103.
8 Enter qualifying distributions from Part XII, line 4	8	78,317.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	422.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	422.
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	422.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	422.
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 2014 estimated tax** ▶ Refunded ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶212-973-2707
Located at ▶100 PARK AVENUE - 16TH FLOOR, NEW YORK, NY ZIP+4 ▶10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		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 (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SANDER A FLAUM 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 5.00	0.	0.	0.
MECHELE FLAUM 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
TERRY WACHALTER 100 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10017	TRUSTEE 10.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

Form **990-PF** (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	372,042.
b	Average of monthly cash balances	1b	24,325.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	396,367.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	396,367.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,946.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	390,421.
6	**Minimum investment return** Enter 5% of line 5	6	19,521.

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	19,521.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 422.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	422.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	19,099.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,099.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	19,099.

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	1a	78,317.
b	Program-related investments - total from Part IX-B	1b	0.
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)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,317.
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	5	422.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	77,895.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					19,099.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009	27,927.				
c From 2010	40,399.				
d From 2011	67,390.				
e From 2012	56,226.				
f **Total** of lines 3a through e		191,942.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 78,317.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					19,099.
e Remaining amount distributed out of corpus		59,218.			
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		251,160.			
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 instr				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		251,160.			
10 Analysis of line 9					
a Excess from 2009	27,927.				
b Excess from 2010	40,399.				
c Excess from 2011	67,390.				
d Excess from 2012	56,226.				
e Excess from 2013	59,218.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

SANDER A FLAUM

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY (EASTERN DIVISION) 2 LYON PLACE WHITE PLAINS, NY 10601	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
AMERICAN INSTITUTE FOR STUTTERING 27 WEST 20TH ST. SUITE 1203 NEW YORK, NY 10011	NONE	PUBLIC CHARITY	SEE STATEMENT A	27,950.
AMERICAN JEWISH CONGRESS 233 PARK AVE S NEW YORK, NY 10003	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
ANTI DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
CHILDREN'S HEALTH FUND 215 WEST 125TH STREET SUITE 301 NEW YORK, NY 10027	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	74,450.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	6.	
4 Dividends and interest from securities			14	13,002.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,974.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		43,982.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 43,982.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Michele Flaum | 5/14/14 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY MULCAHY, CPA, PARTNER	Timothy W Mulcahy	5/13/14		P00027747
Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP			Firm's EIN ▶ 39-0859910	
Firm's address ▶ 125 BAYLIS ROAD MELVILLE, NY 11747-3823			Phone no (631) 752-7400	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	MORGAN STANLEY SMITH BARNEY (SEE ATTACHED)	P		
b	MORGAN STANLEY SMITH BARNEY (SEE ATTACHED)	P		
c	728 SHS OF ALTRIA GROUP	D		
d	118 SHS OF BP PLC ADS	D		
e	147 SHS OF INTEL CORP	D		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,996.		2,573.	423.
b	67,817.		49,883.	17,934.
c	26,157.		12,028.	14,129.
d	5,518.		4,542.	976.
e	3,494.		2,069.	1,425.
f	79.			79.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				423.
b				17,934.
c				14,129.
d				976.
e				1,425.
f				79.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	34,966.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HCRI 7851 ENON DRIVE ROANOKE, VA 24019	NONE	PUBLIC CHARITY	SEE STATEMENT A	5,000.
NATIONAL STUTTERING ASSOCIATION 119 W. 40TH STREET, 14TH FL NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	5,000.
P.E.F. ISRAEL ENDOWMENT FUND 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
SPECIAL OLYMPICS 1133 19TH STREET NW - 12TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SEE STATEMENT A	500.
THE FRESH AIR FUND 633 THIRD AVE - 14TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
THE JED FOUNDATION 1140 BROADWAY - SUITE 803 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,500.
THE OHIO STATE UNIVERSITY ENARSON HALL 154 W 12 AVENUE COLUMBUS, OH 43210	NONE	PUBLIC CHARITY	SEE STATEMENT A	21,000.
THE STUTTERING FOUNDATION P.O. BOX 11749 MEMPHIS, TN 38111-0749	NONE	PUBLIC CHARITY	SEE STATEMENT A	1,000.
UJA FEDERATION OF NEW YORK 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	SEE STATEMENT A	2,500.
Total from continuation sheets				43,500.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PEACEWORKS FOUNDATION P.O. BOX 1393-OCS NEW YORK, NY 10113	NONE	PUBLIC CHARITY		4,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY SMITH BARNEY (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,996.	2,573.	0.	0.	423.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY SMITH BARNEY (SEE ATTACHED)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,817.	49,883.	0.	0.	17,934.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
728 SHS OF ALTRIA GROUP	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,157.	13,468.	0.	0.	12,689.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
118 SHS OF BP PLC ADS	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,518.	6,276.	0.	0.	<758.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
147 SHS OF INTEL CORP	DONATED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,494.	2,887.	0.	0.	607.

CAPITAL GAINS DIVIDENDS FROM PART IV	79.
TOTAL TO FORM 990-PF, PART I, LINE 6A	30,974.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY	6.	6.	
TOTAL TO PART I, LINE 3	6.	6.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY	13,081.	79.	13,002.	13,002.	
TO PART I, LINE 4	13,081.	79.	13,002.	13,002.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,375.	0.		3,375.
TO FORM 990-PF, PG 1, LN 16B	3,375.	0.		3,375.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY	292.	0.		0.
FOREIGN TAXES	81.	81.		0.
TO FORM 990-PF, PG 1, LN 18	373.	81.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	78.	0.		78.
INVESTMENT FEES	5,729.	5,729.		0.
NYS FILING FEE	100.	0.		100.
SUPPLIES	314.	0.		314.
TO FORM 990-PF, PG 1, LN 23	6,221.	5,729.		492.

FOOTNOTES STATEMENT 7

STATEMENT A

FORM 990-PF, PART XV,LINE 3,PURPOSE OF GRANT OR CONTRIBUTION

ALL CONTRIBUTIONS WERE MADE TO THE RESPECTIVE CHARITIES FOR CHARITABLE PROGRAMS. ALL CONTRIBUTIONS WERE MADE FOR PURPOSES ALLOWABLE UNDER SECTION 501(C)(3) AND WERE CONSISTENT WITH THE PURPOSES FOR WHICH EACH OF THE CHARITIES WAS GRANTED TAX-EXEMPT STATUS.

Account Detail

Portfolio Management Active Assets Account 723-057791-222

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

Investment Objectives† Income, Aggressive Income

Investment Advisory Account

† See the Expanded Disclosures for more information about investment objectives Please review for accuracy and inform us if your investment objectives change

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates Actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Refer to the Expanded Disclosures for additional information

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
ABBVIE INC COM (ABBV)	6/21/10	157 000	$25 097	$3,940 20	$8,291 17
	1/3/11	40 000	24 951	998 05	2,112 40
	Purchases	197 000		4,938 25	10,403 57
Short Term Reinvestments		2 000		96 50	105 62
	Total	199 000		5,034 75	10,509 19

Share Price $52 810, Next Dividend Payable 02/2014

Account Detail

Portfolio Management Active Assets Account 723-057791-222
THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
ALTRIA GROUP INC (MO)	11/20/08	747 000	18 50	13 819 50	28,677 33
	Purchases	747 000		13,819 50	28,677 33
Short Term Reinvestments		15 000		521 34	575 85
	Total	762 000		14,340 84	29,253 18
Share Price $38 390, Next Dividend Payable 01/10/14					
AMERICAN ELECTRIC POWER CO (AEP)		—	0 000	0 00	0 00
Short Term Reinvestments		3 000		139 52	140 22
	Total	3 000		139 52	140 22
Share Price $46 740; Next Dividend Payable 03/2014					
BP PLC ADS (BP)	10/10/08	448 000	53 19	23 829 12	21,777 28
	Purchases	448 000		23 829 12	21,777 28
Long Term Reinvestments		46 000		2,039 14	2,236 06
Short Term Reinvestments		29 000		1,249 93	1,409 69
	Total	523 000		27,118 19	25,423 03
Share Price $48 610					
CHEVRON CORP (CVX)	6/21/10	103 000	75 537	7,780 31	12,865 73
	Purchases	103 000		7,780.31	12,865 73
Short Term Reinvestments		2 000		245 31	249 82
	Total	105 000		8,025 62	13,115 55
Share Price $124 910, Next Dividend Payable 03/2014					
CHUBB CORP (CB)	6/21/10	130 000	52 667	6,846 73	12,561 90
Share Price $96.630, Next Dividend Payable 01/07/14					
CISCO SYS INC (CSCO)	8/16/12	22 000	18.700	411 40	493 46
	11/19/13	356 000	21 380	7,611 28	7,985 08
	Total	378 000		8,022 68	8,478 54
Share Price $22 430, Next Dividend Payable 01/2014					
CLOROX CO DE (CLX)	6/21/10	105 000	64 719	6,795 50	9,739 80
	Purchases	105 000		6,795 50	9,739 80
Short Term Reinvestments		1 000		92 61	92 76
	Total	106 000		6,888 11	9,832 56
Share Price $92 760; Next Dividend Payable 02/2014					

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Account Detail

Portfolio Management Active Assets Account 723-057791-222

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
COCA COLA CO (KO)	6/21/10	326 000	26 209	8,543 99	13,467 06
	Purchases	326 000		8,543 99	13,467 06
Short Term Reinvestments		4 000		154 83	165 24
	Total	330 000		8,698 82	13,632 30
Share Price $41 310, Next Dividend Payable 03/2014					
COLGATE PALMOLIVE CO (CL)	6/21/10	210 000	40 576	8,520 96	13,694 10
	Purchases	210 000		8,520.96	13,694 10
Short Term Reinvestments		1 000		65 58	65 21
	Total	211 000		8,586 54	13,759 31
Share Price· $65 210, Next Dividend Payable 02/2014					
GENERAL MILLS INC (GIS)	6/21/10	225 000	37 868	8,520 30	11,229 75
	Purchases	225 000		8,520 30	11,229 75
Short Term Reinvestments		1 000		50 54	49 91
	Total	226 000		8,570 84	11,279 66
Share Price $49 910, Next Dividend Payable 02/2014					
GENL DYNAMICS CORP (GD)	6/21/10	108 000	66 704	7,204 06	10,319 40
Share Price $95 550, Next Dividend Payable 02/2014					
ILL TOOL WORKS INC (ITW)	6/21/10	165 000	45 989	7,588 11	13,873 20
	Purchases	165 000		7,588 11	13,873 20
Short Term Reinvestments		1 000		75 10	84 08
	Total	166 000		7,663 21	13,957 28
Share Price $84 080, Next Dividend Payable 01/07/14					
INTEL CORP (INTC)	1/12/09	91 000	19 64	1,787 24	2,361 90
	4/15/09	500 000	19 64	9,820 00	12,977 49
	Purchases	591 000		11,607 24	15,339 39
Short Term Reinvestments		6 000		143.65	155 72
	Total	597 000		11,750 89	15,495 13
Share Price $25 955, Next Dividend Payable 03/2014					
INTL BUSINESS MACHINES CORP (IBM)	6/21/10	69 000	130 660	9,015 54	12,942 33
Share Price $187 570, Next Dividend Payable 03/2014					

Account Detail

Portfolio Management Active Assets Account
723-057791-222

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
JOHNSON & JOHNSON (JNJ)	6/21/10	133 000	59 027	7,850 61	12,181 47
	1/11/11	39 000	62 210	2,426 19	3,572 01
	Purchases	172 000		10,276 80	15,753 48
Short Term Reinvestments		2 000		181 15	183 18
	Total	174 000		10,457 95	15,936 66
Share Price $91 590, Next Dividend Payable 03/2014					
KIMBERLY CLARK CORP (KMB)	6/21/10	136 000	62 598	8,513 33	14,206 56
	Purchases	136 000		8,513 33	14,206 56
Short Term Reinvestments		1 000		94 22	104 46
	Total	137 000		8,607 55	14,311 02
Share Price $104 460, Next Dividend Payable 01/03/14					
LOCKHEED MARTIN CORP (LMT)	6/21/10	98 000	79 858	7,826 13	14,568 68
	Purchases	98 000		7,826 13	14,568 68
Short Term Reinvestments		2 000		276 20	297 32
	Total	100 000		8,102 33	14,866 00
Share Price $148 660, Next Dividend Payable 03/2014					
LORILLARD INC (LO)	8/14/13	249 000	43.285	10,777 98	12,619 32
	Purchases	249 000		10,777 98	12,619 32
Short Term Reinvestments		6 000		284 90	304 08
	Total	255 000		11,062.88	12,923.40
Share Price $50 680, Next Dividend Payable 03/2014					
MC DONALDS CORP (MCD)	6/21/10	119 000	69 928	8,321 49	11,546 57
	Purchases	119 000		8,321 49	11,546 57
Short Term Reinvestments		1 000		94 44	97 03
	Total	120 000		8,415 93	11,643 60
Share Price $97 030, Next Dividend Payable 03/2014					
PEPSICO INC NC (PEP)	6/21/10	116 000	63 876	7,409 62	9,621 04
Share Price $82 940, Next Dividend Payable 01/02/14					
PHILLIPS 66 COM (PSX)	4/12/13	125 000	60 736	7,592 05	9,641 25
Share Price $77 130, Next Dividend Payable 03/2014					

Account Detail

Portfolio Management Active Assets Account 723-057791-222

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
PROCTER & GAMBLE (PG)	6/21/10	111.000	60 966	6,767 25	9,036 51
Share Price $81 410, Next Dividend Payable 02/2014					
ROYAL DUTCH SHELL PLC (RDS'A)	6/21/10	149 000	54 043	8,052 38	10,619 23
	Purchases	149 000		8,052 38	10,619 23
Long Term Reinvestments		3 000		81 69	213 81
	Total	152.000		8,134 07	10,833 04
Share Price $71 270					

	Percentage of Assets %	Total Cost	Market Value
STOCKS	87 8%	$214,455 97	$309,512 10

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
JOHN HANCOCK ALT AST ALLOC I (JAAIX)	8/2/12	456 537	$14 150	$6,460 00	$6,724 79
	9/12/12	271 596	14 450	3,924 56	4,000 61
	Purchases	728 133		10,384 56	10,725 40
Long Term Reinvestments		13 932		201 19	205 22
Short Term Reinvestments		18 856		277 75	277 75
	Total	760 921		10,863 50	11,208 37
Total Purchases vs Market Value				10,384 56	11,208 37
Net Value Increase/(Decrease)					823 81
Share Price $14 730, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					
JOHN HANCOCK GLB ABS RET STR I (JHAIX)	2/26/13	342 896	10 820	3,710 14	3,795 86
	2/27/13	461 255	10 840	5,000 00	5,106 09
	Purchases	804 151		8,710 14	8,901 95
Short Term Reinvestments		11 646		128 45	128 92

Account Detail

Portfolio Management Active Assets Account
723-057791-222

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value
	Total	815 797		8,838 59	9,030 87
Total Purchases vs Market Value				8,710 14	9,030 87
Net Value Increase/(Decrease)					320 73
Share Price $11 070, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					
LOOMIS SAYLES STRAT ALPHA Y (LASYX)	3/24/11	968 747	10 130	9,813 41	9,735 91
	Purchases	968.747		9,813 41	9,735 91
Long Term Reinvestments		113 457		1,104 51	1,140 24
Short Term Reinvestments		27 059		271 55	271 94
	Total	1,109 263		11,189.47	11,148 09
Total Purchases vs Market Value				9,813 41	11,148 09
Net Value Increase/(Decrease)					1,334 68
Share Price $10 050, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest					

	Percentage of Assets %	Total Cost	Market Value
MUTUAL FUNDS	8 9%	$30,891 56	$31,387 33

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

	Percentage of Assets %	Total Cost	Market Value
TOTAL MARKET VALUE	100 0%	$245,347 53	$340,899 43

TOTAL VALUE (includes accrued interest)

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

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FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	214,456.	309,512.
TOTAL TO FORM 990-PF, PART II, LINE 10B	214,456.	309,512.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	30,892.	31,387.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,892.	31,387.

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B
NEW YORK NY 10065-6560

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 27-0285998
Account Number 723 057791 222

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN ELECTRIC POWER CO	**CUSIP:** 025537101		**Symbol (Box 1d):** AEP					
	3 000	09/10/13	11/18/13	$144 10	$127 51	$0 00	$16 59	$0 00
BP PLC ADS	**CUSIP:** 055622104		**Symbol (Box 1d):** BP					
	0 891	03/28/13	03/28/13	$37 39	$37 31	$0 00	$0 08	$0 00
	0 734	06/21/13	06/21/13	$30 64	$31 72	$0 00	($1 08)	$0 00
	0 186	09/20/13	09/20/13	$7 91	$7 68	$0 00	$0 23	$0 00
	0 808	12/20/13	12/20/13	$38 38	$37 39	$0 00	$0 99	$0 00
Security Subtotal	**2.619**			**$114.32**	**$114.10**	**$0.00**	**$0.22**	**$0.00**
LORILLARD INC	**CUSIP:** 544147101		**Symbol (Box 1d):** LO					
	48 000	08/14/13	12/02/13	$2,463 31	$2,077 68	$0 00	$385 63	$0 00
MERCK & CO INC NEW COM	**CUSIP:** 58933Y105		**Symbol (Box 1d):** MRK					
	1 000	10/07/13	12/02/13	$49 91	$48 16	$0 00	$1 75	$0 00
NATIXIS ASG GLOBAL ALTERNAT Y	**CUSIP:** 63872T885		**Symbol (Box 1d):** GAFYX					
	2 486	04/09/13	12/02/13	$29 66	$27 15	$0 00	$2 51	$0 00
	4 285	04/09/13	12/02/13	$51 12	$46 79	$0 00	$4 33	$0 00
	12 054	04/09/13	12/02/13	$143 80	$131 63	$0 00	$12 17	$0 00
Security Subtotal	**18.825**			**$224.58**	**$205.57**	**$0.00**	**$19.01**	**$0.00**
Total Short Term Covered Securities				**$2,996.22**	**$2,573.02**	**$0.00**	**$423.20**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

THE ROSE FLAUM FOUNDATION
630 PARK AVENUE APT 9B
NEW YORK NY 10065-6560

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 27-0285998
Account Number 723 057791 222

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	**CUSIP:** 002824100		**Symbol (Box 1d):** ABT					
	40 000	01/03/11	03/20/13	$1,345 65	$920 35	$0 00	$425 30	$0 00
AMERICAN ELECTRIC POWER CO	**CUSIP:** 025537101		**Symbol (Box 1d):** AEP					
	344 000	09/20/11	11/18/13	$16,523 54	$13,235 47	$0 00	$3,288 07	$0 00
BRISTOL MYERS SQUIBB CO	**CUSIP:** 110122108		**Symbol (Box 1d):** BMY					
	7 000	08/02/12	12/02/13	$360 21	$232 37	$0 00	$127 84	$0 00
MERCK & CO INC NEW COM	**CUSIP:** 58933Y105		**Symbol (Box 1d):** MRK					
	157 000	01/03/11	12/02/13	$7,836 50	$5,730 03	$0 00	$2,106 47	$0 00
Total Long Term Covered Securities				**$26,065.90**	**$20,118.22**	**$0.00**	**$5,947.68**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	CUSIP: 002824100	Symbol (Box 1d): ABT						
	124 000	06/21/10	03/05/13	$4,300 22	$2,869 74	$0 00	$1,430 48	$0 00
	84 000	06/21/10	03/20/13	$2,825 85	$1,944 02	$0 00	$881 83	$0 00
Security Subtotal	**208.000**			**$7,126.07**	**$4,813.76**	**$0.00**	**$2,312.31**	**$0 00**
ABBVIE INC COM	CUSIP: 00287Y109	Symbol (Box 1d): ABBV						
	51 000	06/21/10	12/02/13	$2,461 21	$1,279 94	$0 00	$1,181 27	$0 00
CHEVRON CORP	CUSIP: 166764100	Symbol (Box 1d): CVX						
	20 000	06/21/10	12/02/13	$2,452 55	$1,510 74	$0 00	$941 81	$0 00
CLOROX CO DE	CUSIP: 189054109	Symbol (Box 1d): CLX						
	27 000	06/21/10	12/02/13	$2,498 80	$1,747 41	$0 00	$751 39	$0 00
GENL DYNAMICS CORP	CUSIP: 369550108	Symbol (Box 1d): GD						
	27 000	06/21/10	12/02/13	$2,479 09	$1,801 01	$0 00	$678 08	$0 00
ILL TOOL WORKS INC	CUSIP: 452308109	Symbol (Box 1d): ITW						
	31 000	06/21/10	12/02/13	$2,465 07	$1,425 64	$0 00	$1,039 43	$0 00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTL BUSINESS MACHINES CORP	CUSIP: 459200101	Symbol (Box 1d): IBM						
	8 000	06/21/10	12/02/13	$1,424 93	$1,045 28	$0 00	$379 65	$0 00
JOHNSON & JOHNSON	CUSIP: 478160104	Symbol (Box 1d): JNJ						
	37 000	06/21/10	12/02/13	$3,479 78	$2,184 00	$0 00	$1,295 78	$0 00
LOCKHEED MARTIN CORP	CUSIP: 539830109	Symbol (Box 1d): LMT						
	28 000	06/21/10	12/02/13	$3,948 21	$2,236 04	$0 00	$1,712 17	$0 00
NATIXIS ASG GLOBAL ALTERNAT Y	CUSIP: 63872T885	Symbol (Box 1d): GAFYX						
	343 850	03/25/10	02/26/13	$3,710 14	$3,589 17	$0 00	$120 97	$0 00
	52 687	03/25/10	12/02/13	$628 56	$549 96	$0 00	$78 60	$0 00
	0 010	04/13/10	12/02/13	$0 12	$0 11	$0 00	$0 01	$0 00
	563 097	05/26/10	12/02/13	$6,717 75	$5,650 78	$0 00	$1,066 97	$0 00
	31 572	12/31/10	12/02/13	$376 65	$339 41	$0 00	$37 24	$0 00
	37 042	12/31/10	12/02/13	$441 91	$398 23	$0 00	$43 68	$0 00
	3 776	04/12/11	12/02/13	$45 05	$41 24	$0 00	$3 81	$0 00
	6.087	04/12/11	12/02/13	$72.62	$66 48	$0.00	$6.14	$0.00
Security Subtotal	**1,038.121**			**$11,992.80**	**$10,635.38**	**$0.00**	**$1,357.42**	**$0.00**

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Continued) (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PEPSICO INC NC	CUSIP: 713448108		Symbol (Box 1d): PEP					
	17 000	06/21/10	12/02/13	$1,422 36	$1,085 89	$0 00	$336 47	$0 00
Total Long Term Noncovered Securities				41,750.87	29,765.09		11,985.78	
Total Long Term Covered and Noncovered Securities				67,816.77	49,883.31		17,933.46	

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS