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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012 or tax year beginning , and ending**

Name of foundation Tillie & William Blumstein Family Foundation, Inc		A Employer identification number 13-2608346
Number and street (or P.O. box number if mail is not delivered to street address) c/o Poalino, CPA, 40 Woodstock Ave		B Telephone number (see instructions) 802-422-4404
City or town, state, and ZIP code Rutland VT 05701		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 283,695	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	7	7		
4 Dividends and interest from securities	9,186	9,186		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	6,529			
b Gross sales price for all assets on line 6a 125,598				
7 Capital gain net income (from Part IV, line 2)		6,529		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	15,722	15,722		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,195	1,465		730
c Other professional fees (attach schedule)	993	993		
17 Interest				
18 Taxes (attach schedule) (see instructions)	271	171		100
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	48	30		18
24 Total operating and administrative expenses. Add lines 13 through 23	3,507	2,659		848
25 Contributions, gifts, grants paid	8,400			8,400
26 Total expenses and disbursements. Add lines 24 and 25	11,907	2,659		9,248
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,815			
b Net investment income (if negative, enter -0-)		13,063		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	64,393	122,283	122,283
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	51,210		
	c Investments—corporate bonds (attach schedule)	50,021		
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	107,616	154,772	161,228
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>Accrued Income on Securities</u>)	1,180	184	184
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	274,420	277,239	283,695
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	258,350	258,350	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,070	18,889	
	30 Total net assets or fund balances (see instructions)	274,420	277,239	
	31 Total liabilities and net assets/fund balances (see instructions)	274,420	277,239	

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	274,420
2 Enter amount from Part I, line 27a	2	3,815
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	278,235
5 Decreases not included in line 2 (itemize) ▶ <u>Accrued Income on Securities</u>	5	996
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	277,239

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 Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				

(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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	6,529
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	9,093	273,672	0.033226
2010	8,618	276,441	0.031175
2009	8,316	277,146	0.030006
2008	7,989	276,265	0.028918
2007	10,132	284,129	0.035660

2 Total of line 1, column (d)	2	0.158985
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	0.031797
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	273,153
5 Multiply line 4 by line 3	5	8,685
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131
7 Add lines 5 and 6	7	8,816
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	9,248

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 ☐ 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
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
- 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments
- a 2012 estimated tax payments and 2011 overpayment credited to 2012
- b Exempt foreign organizations—tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached
- 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
- 11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ☐ **Refunded** ☐

1	131	
2		
3	131	
4		
5	131	
6a		
6b		
6c	131	
6d		
7	131	
8		
9		
10		
11		

Part VII-A Statements Regarding Activities

- 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?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
- c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____
- 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
- 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
- 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
- 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?
- 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
- 8 a 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
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Timmie Rome Located at ► P.O. Box 275 Killington VT	Telephone no ►	802-422-4404	
		ZIP+4 ►	05751-0275	
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 11, 20, 20, 20	<input checked="" type="checkbox"/> Yes <input 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)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20, 20, 20, 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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?☐ 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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
Timmie Rome PO Box 275 Killington, VT 05751	Director 2.00			

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				

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

▶

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
NONE		
Total number of others receiving over \$50,000 for professional services		

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 (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	

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	
b	Average of monthly cash balances	1b	65,333
c	Fair market value of all other assets (see instructions)	1c	211,980
d	Total (add lines 1a, b, and c)	1d	277,313
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	277,313
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,160
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	273,153
6	Minimum investment return. Enter 5% of line 5	6	13,658

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	13,658
2a	Tax on investment income for 2012 from Part VI, line 5	2a	131
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	131
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,527
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,527
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	13,527

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	9,248
b	Program-related investments—total from Part IX-B	1b	
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	9,248
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	131
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,117

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				13,527
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			9,474	
b Total for prior years 20 <u>08</u> , 20 <u>09</u> , 20 <u>10</u>		5,054		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>9,248</u>				
a Applied to 2011, but not more than line 2a			9,248	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		5,054		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		5,054		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			226	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				13,527
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alzheimers Association 360 Lexington Ave , 4th Floor New York, NY 10017		Public Charity	Providing support services	300
American Parkinson Disease Foundation 135 Parkinson Ave Staten Island, NY 10305		Public Charity	Providing support services	200
American Red Cross 2025 E Street, NW Washington, DC 20006		Public Charity	Providing support services	400
Brady Campaign to Prevent Gun Violence 1225 Eye St, NW, Suite 1100 Washington, DC 20005		Public Charity	Supports emergency response services	50
NARAL 1156 Fifteenth St, NW, Ste 700 Washington, DC 20005		Public Charity	Supports educational services	50
Doctors Without Borders, USA 333 Seventh Ave, 2nd Floor New York, NY 10001		Public Charity	Supporting humanitarian and health care services	200
Dana-Farber Cancer Institute 10 Brookline Place West, 6th Floor Brookline, MA 02445		Public Charity	Support cancer research	300
Amnesty International 5 Penn Plaza New York, NY 10001		Public Charity	Support humanitarian services	75
Vermont Foodbank 33 Parker Road Barre, VT 05670		Public Charity	Provide food assistance to needy families	100
Guiding Eyes for the Blind 611 Granite Springs Road Yorktown Heights, NY 10598		Public Charity	Provide assistance with research and education	250
Americans for the Arts 1000 Vermont Ave, NW, 6th Floor Washington, DC 20005		Public Charity	Support and promotion of the Arts	50
Total See Attached Statement			► 3a	8,400
b <i>Approved for future payment</i>				
Total			► 3b	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

International Rescue Committee

Street

122 East 42nd Street

City

New York

State

NY

Zip Code

10168

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support humanitarian services

Amount

200

Name

Jewish Guild for the Blind

Street

15 West 65th Street

City

New York

State

NY

Zip Code

10023

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Provide assistance with research and education

Amount

200

Name

United States Fund for UNICEF

Street

125 Maiden Lane

City

New York

State

NY

Zip Code

10038

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Provide humanitarian services

Amount

400

Name

Rutland Dismas House

Street

103 Park Avenue

City

Rutland

State

VT

Zip Code

05701

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support human assistance programs

Amount

150

Name

Rutland County Women's Network & Shelter

Street

Grove Street

City

Rutland

State

VT

Zip Code

05701

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support assistance for mothers and children

Amount

100

Name

The Museum of Modern Art

Street

11 West 53 Street

City

New York

State

NY

Zip Code

10019

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support Arts and related education programs

Amount

80

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THIRTEEN

Street

450 West 33rd Street

City

New York

State

NY

Zip Code

10001

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting educational TV programming

Amount

60

Name

World Jewish Congress Foundation

Street

501 Madison Ave

City

New York

State

NY

Zip Code

10022

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting humanitarian services

Amount

50

Name

Town of Palm Beach United Way

Street

44 Cocoanut Row, M201

City

Palm Beach

State

FL

Zip Code

33480

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting local human needs programs

Amount

300

Name

Community Service Society

Street

105 East 22nd Street

City

New York

State

NY

Zip Code

10010

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support human assistance programs

Amount

100

Name

Special Olympics Vermont

Street

368 Avenue D, Suite 30

City

Williston

State

VT

Zip Code

05495

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support programs and activities for special needs individuals

Amount

100

Name

Killington Music Festival

Street

PO Box 386

City

Rutland

State

VT

Zip Code

05702

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting local music and arts programs

Amount

100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Public Citizen

Street

1600 20th Street, NW

City

Washington

State

DC

Zip Code

20009

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of human rights advocacy programs

Amount

150

Name

Rutland Health Foundation

Street

160 Allen Street

City

Rutland

State

VT

Zip Code

05701

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of health research activities

Amount

200

Name

Rutland Area Art Association, Inc

Street

PO Box 1447

City

Rutland

State

VT

Zip Code

05701

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of local arts and cultural programs

Amount

200

Name

Calvin Coolidge Memorial Foundation

Street

PO Box 97

City

Plymouth Notch

State

VT

Zip Code

05056

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

General support of program activities

Amount

25

Name

United Hospital Fund

Street

1411 Broadway, 12th Floor

City

New York

State

NY

Zip Code

10018

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Assistance with medical care of needy

Amount

150

Name

Hospice of Palm Beach County Foundation

Street

5300 East Ave

City

West Palm Beach

State

FL

Zip Code

33407

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Assistance with medical care of needy

Amount

300

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

New York Society for Ethical Culture

Street

Two West 64th Street

City

New York

State

NY

Zip Code

10023

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Assist with educational and cultural related programs

Amount

250

Name

Mass General Hospital - Lurie Autism Center Fund

Street

165 Cambridge St, Suite 600

City

Boston

State

MA

Zip Code

02114

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of autism research activities

Amount

300

Name

JDRF New York Chapter

Street

432 Park Ave South, 15th Floor

City

New York

State

NY

Zip Code

10016

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supports juvenile research activities

Amount

300

Name

Anti-Defamation League

Street

605 Third Ave

City

New York

State

NY

Zip Code

10158

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of anti-bigotry programs

Amount

100

Name

Boys and Girls Club of Rutland County

Street

71-77 Merchants Row

City

Rutland

State

VT

Zip Code

05701

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of programs encouraging youth participation

Amount

100

Name

The Fresh Air Fund

Street

633 Third Ave, 14th Floor

City

New York

State

NY

Zip Code

10017

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of youth and educational programs

Amount

300

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jewish Federation of Palm Beach County

Street

4601 Community Drive

City

West Palm Beach

State

FL

Zip Code

33417

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting humanitarian services

Amount

200

Name

Metropolitan Museum of Art

Street

1000 Fifth Avenue

City

New York

State

NY

Zip Code

10028

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support Arts and related education programs

Amount

100

Name

New York Public Library

Street

476 Fifth Avenue

City

New York

State

NY

Zip Code

10018

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support cultural and educational programs

Amount

250

Name

Pentangle Arts Council

Street

31 The Green

City

Woodstock

State

VT

Zip Code

05091

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support arts programs

Amount

100

Name

People for the American Way Foundation

Street

2000 M Street, NW, Ste 400

City

Washington

State

DC

Zip Code

20036

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support educational and research activities

Amount

100

Name

Smile Train

Street

41 Madison Ave , 28th Floor

City

New York

State

NY

Zip Code

10010

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Assist with facial reconstruction surgery

Amount

200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

Stanley M Isaacs Neighborhood Center

Street

415 East 93rd Street

City

New York

State

NY

Zip Code

10128

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Supporting humanitarian services

Amount

350

Name

Vermont Public Radio

Street

365 Troy Avenue

City

Colchester

State

VT

Zip Code

05446

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support public media programming

Amount

150

Name

Vermont Public Television

Street

204 Ethan Allen Ave

City

Colchester

State

VT

Zip Code

05446

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support public media programming

Amount

60

Name

American Foundation for AIDS Research

Street

120 Wall Street, 13th Floor

City

New York

State

NY

Zip Code

10005

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Funding AIDS research

Amount

200

Name

American Civil Liberties Union

Street

125 Broad St , 18th Floor

City

New York

State

NY

Zip Code

10004

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support protection of civil liberties

Amount

200

Name

National Glaucoma Research

Street

22512 Gateway Center Drive

City

Clarksburg

State

MD

Zip Code

20871

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support glaucoma research

Amount

100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Simon Wiesenthal Center

Street

1399 South Roxbury

City

Los Angeles

State

CA

Zip Code

90035

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Support of world Jewry

Amount

100

Name

Vermont Disaster Relief Fund

Street

PO Box 843

City

Montpelier

State

VT

Zip Code

05601

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution

Storm Irene support and assistance

Amount

100

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									125,598	119,069	6,529
	Short Term CG Distributions	253											
1	X	Citigroup, Inc			9/2/2008	P	2/21/2012	50,000	50,022				
2	X	Artis Global High Income Fund			2/1/2011	P	4/17/2012	3,445	3,719				
3	X	PIMCO FDS PAC INVT MGMT			10/22/2009	P	10/18/2012	9,000	8,380				
4	X	PIMCO FDS PAC INVT MGMT			6/21/2010	P	10/18/2012	3,035	2,812				
5	X	PIMCO FDS PAC INVT MGMT			4/21/2011	P	10/18/2012	2,965	2,926				
6	X	LM Blumstein, Inc			6/30/1969	P	12/18/2012	56,900	51,210				5,690

Part I, Line 16b (990-PF) - Accounting Fees

		2,195	1,465	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Michael A Poalino, CPA, PC	2,195	1,465	
2				

Part I, Line 16b (990-PF) - Accounting Fees

730	
	Disbursements for Charitable Purposes (Cash Basis Only)
1	730
2	

Part I, Line 16c (990-PF) - Other Professional Fees

		993	993	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	U S Trust - Investment Fees	993	993	

Part I, Line 16c (990-PF) - Other Professional Fees

	Disbursements for Charitable Purposes (Cash Basis Only)
1	

Part I, Line 18 (990-PF) - Taxes

		271	171	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Tax on investment income	171	171	
2	State Annual Report Fee	100		

Part I, Line 18 (990-PF) - Taxes

100	
	Disbursements for Charitable Purposes
1	
2	100

Part I, Line 23 (990-PF) - Other Expenses

		48	30	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Postage	18		
2	Bank and related fees	30	30	

Part I, Line 23 (990-PF) - Other Expenses

	Disbursements for Charitable Purposes	18
1		18
2		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		51,210		51,210		51,210	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
1	LM Blumstein, Inc Preferred Stock	569	51,210		51,210		

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		50,021		50,279	
		Book Value	Book Value	FMV	FMV
		Beg of Year	End of Year	Beg of Year	End of Year
1	Citigroup Inc Global Sr Note	50,021		50,279	
		6.00%	2/21/2012		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Columbia Div Inc Fund CL Z	AT COST	3,311	3,311	3,769
2	Columbia Sel Lrg Cap Grwth	AT COST	4,065	4,065	4,995
3	IShares DJ Select Div Index FD	AT COST	12,080	12,080	12,879
4	IShares TR S&P Index Fund	AT COST	4,513	4,513	5,010
5	CMG Ultra S/T Bond Fund	AT COST	20,719	20,719	20,373
6	PIMCO All Asset Fund	AT COST	30,055	15,937	17,207
7	Vanguard Mid-Cap ETF	AT COST	1,555	1,555	2,061
8	Vanguard Small-Cap ETF	AT COST	1,481	1,481	2,022
9	Columbia Acorn Intl Fund CL Z	AT COST	1,801	1,801	2,066
10	Wisdomtree Emerg Mkts SC Div FD	AT COST	2,006	2,006	2,225
11	Market Vectors ETF TR AgriBusiness	AT COST	1,928	1,928	1,847
12	IShares IBoxx Inv Gr Corp Bond Fund	AT COST	14,817	14,817	16,333
13	PIMCO Foreign Bond Fund Unhedged Instl	AT COST	3,720	3,720	3,801
14	Artio Global High Income Fund	AT COST	3,720		
15	PowerShares High Yield Corp BD Port	AT COST	1,845	1,839	1,925
16	Columbia Strategic Income Fund	AT COST		50,000	49,843
17	Principal Preferred Securities Fund	AT COST		15,000	14,872

Part II, Line 15 (990-PF) - Other Assets

		1,180	184	184
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Accrued Income on Securities	1,180	184	184

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount												
Long Term CG Distributions		253												
Short Term CG Distributions														
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FM V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	Citigroup, Inc	172967B39	P	9/2/2008	2/21/2012	50,000			50,022	-22				-22
2	Astro Global High Income Fund	04315J660	P	2/1/2011	4/1/2012	3,445			3,719	-274				-274
3	PIMCO FDS PAC INVT MGMT SER AL	722005626	P	10/22/2009	10/18/2012	9,000			8,380	620				620
4	PIMCO FDS PAC INVT MGMT SER AL	722005626	P	6/21/2010	10/18/2012	3,035			2,812	223				223
5	PIMCO FDS PAC INVT MGMT SER AL	722005626	P	4/21/2011	10/18/2012	2,965			2,926	39				39
6	LM Blumstein, Inc		P	6/30/1969	12/18/2012	56,900			51,210	5,690				5,690
											6,276			6,276

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account -
1	Timmie Rome		PO Box 275	Killington	VT	05751		Director	2 00			