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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MATHEW & JOSEPHINE BIRNBAUM FOUNDATION		A Employer identification number 13-6947903
Number and street (or P.O. box number if mail is not delivered to street address) 350 LODGE ROAD	Room/suite 319	B Telephone number 802-458-3299
City or town, state, and ZIP code MIDDLEBURY, VT 05753		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 506,012.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2.	2.		STATEMENT 1
4 Dividends and interest from securities		9,954.	9,954.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		23,986.			
b Gross sales price for all assets on line 6a 177,018.					
7 Capital gain net income (from Part IV, line 2)			23,986.		
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		382.	382.		STATEMENT 3
12 Total. Add lines 1 through 11		34,324.	34,324.		
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		3,483.	0.		3,483.
c Other professional fees STMT 5		8,850.	8,850.		0.
17 Interest					
18 Taxes STMT 6		106.	6.		100.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		33.	0.		33.
24 Total operating and administrative expenses. Add lines 13 through 23		12,472.	8,856.		3,616.
25 Contributions, gifts, grants paid		29,852.			29,852.
26 Total expenses and disbursements. Add lines 24 and 25		42,324.	8,856.		33,468.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<8,000.>			
b Net investment income (if negative, enter -0-)			25,468.		
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				
	2	Savings and temporary cash investments		33,627.	30,471.	30,471.
	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 9	387,534.	378,523.	475,541.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		421,161.	408,994.	506,012.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		502,664.	502,664.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		<81,503.>	<93,670.>	
30	Total net assets or fund balances		421,161.	408,994.		
31	Total liabilities and net assets/fund balances		421,161.	408,994.		

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	421,161.
2	Enter amount from Part I, line 27a	2	<8,000.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	413,161.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,167.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	408,994.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		
b SEE ATTACHED SCHEDULE	P		
c SEE ATTACHED SCHEDULE	P		
d SEE ATTACHED SCHEDULE	P		
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 55,364.		44,883.	10,481.
b 18,816.		25,860.	<7,044.>
c 102,456.		81,907.	20,549.
d 382.		382.	0.
e			

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			10,481.
b			<7,044.>
c			20,549.
d			0.
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	23,986.
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))
2011	30,798.	519,191.	.059319
2010	36,816.	481,746.	.076422
2009	32,807.	359,972.	.091138
2008	33,411.	30,957.	1.079271
2007	47,160.	775,629.	.060802

2 Total of line 1, column (d)	2	1.366952
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	.273390
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	493,341.
5 Multiply line 4 by line 3	5	134,874.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	255.
7 Add lines 5 and 6	7	135,129.
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	33,468.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	509.
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	509.
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	509.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,400.		
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	2,400.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,891.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,891. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOSEPHINE BIRNBAUM Telephone no. ► 802.458.3299 Located at ► 350 LODGE ROAD #319, MIDDLEBURY, VT ZIP+4 ► 05753			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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FOUNDATION**

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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?

If "Yes" to 6b, file Form 8870.

6b

X

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
JOSEPHINE BIRNBAUM 350 LODGE ROAD #319 MIDDLEBURY, VT 05753	TRUSTEE 1.00	0.	0.	0.
RAOUL BIRNBAUM 375 SUMMIT RD WATSONVILLE, CA 90576	TRUSTEE 0.50	0.	0.	0.
MICHAEL BIRNBAUM 311 WOODCOCK RD PLAINFIELD, VT 05667	TRUSTEE 0.50	0.	0.	0.

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

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

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

0

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Part 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.

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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	467,854.
b Average of monthly cash balances	1b	33,000.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	500,854.
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	500,854.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,513.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	493,341.
6 Minimum investment return. Enter 5% of line 5	6	24,667.

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	24,667.
2a Tax on investment income for 2012 from Part VI, line 5	2a	509.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	509.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	24,158.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	24,158.	
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	24,158.	

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	33,468.
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	33,468.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,468.

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.

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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				24,158.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	9,707.			
b From 2008	32,071.			
c From 2009	14,893.			
d From 2010	13,588.			
e From 2011	6,885.			
f Total of lines 3a through e	77,144.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	33,468.			
a Applied to 2011, 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 2012 distributable amount				24,158.
e Remaining amount distributed out of corpus	9,310.			
5 Excess distributions carryover applied to 2012 (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:	86,454.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	9,707.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	76,747.			
10 Analysis of line 9:				
a Excess from 2008	32,071.			
b Excess from 2009	14,893.			
c Excess from 2010	13,588.			
d Excess from 2011	6,885.			
e Excess from 2012	9,310.			

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 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NONE

- 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 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	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 Paid during the year				
ADDISON COUNTY HOME HEALTH AND HOSPICE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	25.
AGAINST MALARIA FOUNDATION	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	4,000.
AMERICAN CANCER SOCIETY (NEW ENGLAND DIVISION)	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	250.
BARRE OPERA HOUSE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
BLYTHEDALE CHILDREN'S HOSPITAL	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				29,852.
b Approved for future payment				
NONE				
Total ▶ 3b				0

MATHEW & JOSEPHINE BIRNBAUM
FOUNDATION

13-6947903

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
CALICO CENTER	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	250.
COMMUNITY FOUNDATION OF SANTA CRUZ/HOSPICE OF SANTA CRUZ COUNTY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	500.
CUTLER MEMORIAL LIBRARY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
DOCTORS WITHOUT BOARDERS	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	100.
EARTH ISLAND INSTITUTE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	300.
ELDERLY SERVICES	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	100.
FAYUN MONASTERY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	1,500.
FORESTS FOREVER FOUNDATION	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	500.
FREE SPEECH TV	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
FRIENDS OF THE ART MUSEUM OF MIDDLEBURY COLLEGE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	100.
Total from continuation sheets				15,377.

MATHEW & JOSEPHINE BIRNBAUM
FOUNDATION

13-6947903

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
GODDARD COLLEGE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
GREEN MOUNTAIN FILM FESTIVAL	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
HOMELESS SERVICES CENTER	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	1,250.
HONDURAN GIRLS EDUCATION PROJECT (INSTITUTE FOR HUMAN UNDERSTANDING)	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	2,000.
JORU FOUNDATION - FOR SCHOOL IN EASTERN TIBET	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	500.
KELLOGG-HUBBARD LIBRARY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
KIM SON MONASTERY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	500.
LINK MEDIA INC	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
MAITRI HOSPICE	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	600.
NATURAL RESOURCES DEFENSE COUNCIL	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	300.
Total from continuation sheets				

MATHEW & JOSEPHINE BIRNBAUM
FOUNDATION

13-6947903

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
SANGHAPALA FOUNDATION/ABHAYAGIRI MONASTERY	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	1,000.
SECOND HARVEST FOOD BANK	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	1,500.
SHELBOURNE MUSEUM	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	50.
SOUTHERN POVERTY LAW CENTER	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	1,500.
SUPPORT FOR PEOPLE WITH ORAL AND HEAD AND NECK CANCER	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
TOWN HALL THEATER	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	50.
TWINFIELD TOGETHER MENTORING PROGRAM	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
UCSC FOUNDATION SCHOLARSHIPS FOR REGENTS SCHOLARS	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	400.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	200.
VERMONT FOOD BANK	NO RELATIONSHIP	PUBLIC CHARITY	UNRESTRICTED	25.
Total from continuation sheets				

13-6947903

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

SOURCE	AMOUNT
NATIONAL BANK OF MIDDLEBURY	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEUBERGER BERMAN	9,954.	0.	9,954.
TOTAL TO FM 990-PF, PART I, LN 4	9,954.	0.	9,954.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTIONS	382.	382.	
TOTAL TO FORM 990-PF, PART I, LINE 11	382.	382.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2,905.	0.		2,905.
BOOKKEEPING SERVICES	578.	0.		578.
TO FORM 990-PF, PG 1, LN 16B	3,483.	0.		3,483.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	8,850.	8,850.			0.
TO FORM 990-PF, PG 1, LN 16C	8,850.	8,850.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE OF NEW YORK	100.	0.			100.
FOREIGN TAX	6.	6.			0.
TO FORM 990-PF, PG 1, LN 18	106.	6.			100.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	33.	0.			33.
TO FORM 990-PF, PG 1, LN 23	33.	0.			33.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION					AMOUNT
CURRENT YEAR FEDERAL INCOME TAX PAID IN CURRENT YEAR					2,399.
PRIOR YEAR FEDERAL INCOME TAX PAID IN CURRENT YEAR					1,500.
ACCRUED DIVIDEND AT 12.31.12					268.
TOTAL TO FORM 990-PF, PART III, LINE 5					4,167.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
700 SYMANTEC CORP	10,883.	13,174.
1000 COVANTA HOLDING CORP	14,310.	18,420.
1250 OGX PETROLEO	0.	0.
150 BERKSHIRE HATHAWAY INC	10,124.	13,455.
150 INTL BUSINESS MACHINE CORP	3,440.	28,733.
200 AMGEN	0.	0.
100 DEVON ENERGY CORP	6,739.	5,204.
200 DISCOVERY COMMUNICATIONS	0.	0.
2100 XEROX CORP	21,702.	14,322.
100 ABBOTT LABORATORIES	4,143.	6,550.
300 ANADARKO PETROLEUM CORP	6,583.	22,293.
300 INTEL CORP	5,979.	6,186.
900 MICROSOFT CORP	25,286.	24,039.
300 ORACLE CORP	10,346.	9,996.
300 PACKAGING CORP AMERICA	8,127.	11,541.
350 OCCIDENTAL PETE CORP	26,567.	26,814.
550 VIACOM INC	14,369.	29,007.
400 ENSCO INTERNATIONAL INC	22,872.	23,712.
400 NEWS CORPORATION CLASS A	0.	0.
225 PIONEER NATURAL RESOURCES	6,882.	23,983.
450 METLIFE INC	19,615.	14,823.
450 TRAVELERS COMPANIES INC	21,424.	32,319.
50 APACHE CORP	3,247.	3,925.
500 PFIZER INC	8,616.	12,540.
550 ACTIVISION BLIZZARD INC	6,090.	5,841.
550 SEADRILL LIMITED SHS	0.	0.
900 UNUM GROUP	19,051.	18,738.
850 ROWAN COMPANIES INC	29,267.	26,580.
650 HEWLETT PACKARD CO	0.	0.
800 COMCAST CORP NEW	0.	0.
150 BAXTER INTERNATIONAL INC	8,229.	9,999.
450 CABOT OIL & GAS	13,953.	22,383.
200 CARDINAL HEALTH INC	7,905.	8,236.
300 POTASH CORP OF SASKATCHEWAN INC	12,421.	12,210.
1800 SCORPIO TANKERS INC	10,980.	12,798.
400 SEADRILL LIMITED SHS	14,331.	14,720.
800 TSAKOS ENERGY NAVIG	5,042.	3,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	378,523.	475,541.

W. Sharon Iseli @ Genomus Inc

(561) 368-4641

BIRNBAUM MATHEW & JOSEPHINE Acct #: XXX-XX150 Phone #: 914-287-0037
5/7/2013 Foundation - Corporate Cash NonTaxable Domestic VT IA Fee=Y FI Acct=N Capital Appreciation and Income IPO=Y

Capital Gains

MATHEW & JOSEPHINE BIRNBAUM FOUNDATION
350 LODGE ROAD-APT 319
MIDDLEBURY VT 05753-4510

Capital Gains Summary From 01/01/2012 To 12/31/2012

Description	Totals
Short Term Gain/Loss	10,481.35
Long Term Gain/Loss	13,505.30
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	23,986.65
Adjusted Basis	153,031.40
Proceeds	177,018.05
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbl	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/18/2011	02/18/2012	150.00	0.00	CMCSK	COMCAST CORPORATIO	20.474	27.766	3,071.06	4,164.87	ST	1,083.81	0.00	3,071.06	0.00	0.00
04/21/2011	02/28/2012	150.00	0.00	SDRL	NEW SPL CLASS A	35.827	41.342	5,373.98	6,201.12	ST	827.14	0.00	5,373.88	0.00	0.00
08/16/2011	04/05/2012	200.00	0.00	DISCK	SEADRILL LIMITED SHS	38.130	48.055	7,225.96	9,510.78	ST	2,384.82	0.00	7,225.98	0.00	0.00
11/01/2011	05/04/2012	100.00	0.00	R626004	US LISTED DISCOVERY COMMUNICATI	32.402	34.030	3,240.21	3,403.00	ST	162.79	0.00	3,240.21	0.00	0.00
05/17/2012	05/18/2012	200.00	0.00	F8	ROWAN COMPANIES INC	38.000	38.879	7,800.00	7,775.65	ST	175.65	0.00	7,800.00	0.00	0.00
02/10/2012	08/19/2012	150.00	0.00	COG	FACEBOOK INC CL A	33.170	36.833	4,975.57	5,524.88	ST	549.31	0.00	4,975.57	0.00	0.00



04/27/2012	06/20/2012	250.00	0.00	CVH	COVENTRY HEALTH CARE INC	29.300	41.521	7,325.08	10,380.07	ST	3,054.99	0.00	7,325.08	0.00	0.00
06/04/2012	08/20/2012	200.00	0.00	CVH	COVENTRY HEALTH CARE INC	30.356	41.521	6,071.22	8,304.05	ST	2,232.84	0.00	6,071.22	0.00	0.00
ST - TERM TOTAL		1,400.00													
01/11/2011	08/11/2012	250.00	0.00	SYMC	SYMANTEC CORP	17.074	19.011	4,268.59	4,752.57	LT	0.00	483.98	4,268.59	0.00	0.00
01/11/2011	09/20/2012	350.00	0.00	NWSA	NEWS CORPORATIO N CLASS A	14.368	24.960	5,028.78	8,735.69	LT	0.00	3,706.91	5,028.78	0.00	0.00
04/21/2011	10/03/2012	250.00	0.00	HPQ	HEWLETT PACKARD CO	40.862	18.289	10,238.03	4,072.08	LT	0.00	-5,166.95	10,238.03	0.00	0.00
02/09/2011	12/05/2012	600.00	0.00	OGXPY	OGX PETROLEO E GAS PARTICIPACOE S SA SPONSORED ADR	10.541	2.093	6,324.82	1,255.83	LT	0.00	-5,088.89	6,324.82	0.00	0.00
LT - TERM TOTAL SECTION TOTAL		1,450.00 2,850.00						25,860.22 70,743.30	18,816.17 74,180.60	LT LT	0.00 10,481.35	-7,044.05 -7,044.05	25,860.22 70,743.30	0.00 0.00	0.00 0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
07/08/2010	01/13/2012	100.00	0.00	AMGN	AMGEN CORP	51.332	67.108	5,133.21	8,710.71	LT	0.00	1,577.50	5,133.21	0.00	0.00
11/30/2009	02/09/2012	150.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	15.772	16.141	2,365.85	2,421.15	LT	0.00	55.30	2,365.85	0.00	0.00
05/14/2009	02/08/2012	100.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	14.433	16.141	1,443.33	1,614.10	LT	0.00	170.77	1,443.33	0.00	0.00
10/20/2009	02/18/2012	100.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14.701	27.766	1,470.14	2,776.58	LT	0.00	1,306.44	1,470.14	0.00	0.00
03/17/2010	02/16/2012	100.00	0.00	DVN	DEVON ENERGY CORPORATIO N NEW	67.386	73.944	6,738.57	7,394.24	LT	0.00	655.67	6,738.57	0.00	0.00

04/17/2009	03/28/2012	100.00	0.00	ABT	ABBOTT LABORATORIE S	43.436	61.050	4,343.55	6,104.86	LT	0.00	1,761.31	4,343.55	0.00	0.00
10/20/2008	03/28/2012	100.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14.701	29.697	1,420.14	2,989.64	LT	0.00	1,499.50	1,470.14	0.00	0.00
07/08/2010	04/30/2012	100.00	0.00	AMGN	AMGEN CORP	51.332	71.098	5,133.22	7,108.59	LT	0.00	1,976.37	5,133.22	0.00	0.00
05/07/2004	05/03/2012	200.00	0.00	PXD	PIONEER NATURAL RESOURCES CO	30.436	115.822	6,117.16	23,123.88	LT	0.00	17,006.72	6,117.16	0.00	0.00
11/02/2010	05/04/2012	400.00	0.00	R628004	ROWAN COMPANIES INC	31.783	34.030	12,713.36	13,612.00	LT	0.00	898.64	12,713.36	0.00	0.00
04/17/2009	06/18/2012	50.00	0.00	ABT	ABBOTT LABORATORIE S	43.436	82.646	2,171.78	3,132.25	LT	0.00	960.47	2,171.78	0.00	0.00
11/04/2009	06/18/2012	50.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	13.782	30.640	688.12	1,531.94	LT	0.00	842.82	688.12	0.00	0.00
10/29/2009	08/18/2012	150.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	14.701	30.640	2,205.21	4,595.84	LT	0.00	2,390.63	2,205.21	0.00	0.00
11/04/2008	08/02/2012	250.00	0.00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	13.782	33.338	3,445.62	8,334.28	LT	0.00	4,888.67	3,445.62	0.00	0.00
12/17/2009	08/11/2012	100.00	0.00	SYMC	SYMANTEC CORP	17.558	19.011	1,755.85	1,901.03	LT	0.00	145.18	1,755.85	0.00	0.00
11/22/2000	08/20/2012	50.00	0.00	NWSA	NEWS CORPORATIO N CLASS A	14.875	24.960	743.75	1,247.96	LT	0.00	504.21	743.75	0.00	0.00
08/08/2010	10/03/2012	150.00	0.00	HPQ	HEWLETT PACKARD CO	42.708	16.289	6,405.98	2,443.26	LT	0.00	-3,982.73	6,405.98	0.00	0.00
10/01/2010	10/03/2012	100.00	0.00	HPQ	HEWLETT PACKARD CO	40.972	16.289	4,097.21	1,628.83	LT	0.00	-2,468.38	4,097.21	0.00	0.00
08/25/2010	10/03/2012	150.00	0.00	HPQ	HEWLETT PACKARD CO	38.357	16.289	5,753.49	2,443.26	LT	0.00	-3,310.23	5,753.49	0.00	0.00
12/14/2010	12/05/2012	650.00	0.00	OGXPY	OGX PETROLEO E GAS	11.852	2.093	7,710.00	1,380.49	LT	0.00	-6,349.51	7,710.00	0.00	0.00
LT - TERM TOTAL		3,150.00			PARTICIPACOE SSA SPONSORED ADR			81,908.54	102,455.89	LT	0.00	20,548.35	81,908.54	0.00	0.00

SECTION
TOTAL

3,150.00

81,906.54

102,455.89

0.00

20,549.35

81,906.54

0.00

0.00

CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unlt. Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
11/17/2011	01/05/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.146	0.041	20.62	20.62		0.00	0.00	20.62	0.00	0.00
05/14/2009	01/05/2012	600.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.475	0.041	24.75	24.75		0.00	0.00	24.75	0.00	0.00
11/30/2009	01/05/2012	150.00	0.00	CVA	COVANTA HOLDING CORPORATIO	15.814	0.041	6.19	6.19		0.00	0.00	6.19	0.00	0.00
05/14/2009	04/12/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.433	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
11/17/2011	04/12/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.105	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
05/14/2009	07/06/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.361	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
11/17/2011	07/06/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.022	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
11/17/2011	10/17/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	13.840	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
05/14/2009	10/17/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.268	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
05/14/2009	12/26/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	14.186	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
11/17/2011	12/26/2012	500.00	0.00	CVA	COVANTA HOLDING CORPORATIO	13.857	0.083	41.25	41.25		0.00	0.00	41.25	0.00	0.00
								<u>41.25</u>	<u>41.25</u>		0.00	0.00	<u>41.25</u>	<u>0.00</u>	<u>0.00</u>
								<u>381.56</u>	<u>381.56</u>						

SECTION
TOTAL

5,250.00

381.56

381.56

0.00

381.56

0.00

0.00

Indicators

ST - Short Term
LT - Long Term
WO - Written Option
SS - Short Sale
P - Purchase includes option premium
S - Sale includes option premium
B - Purchase & sale include option premium

PLEASE CONSULT YOUR TAX ADVISOR REGARDING THE USE OF THIS REPORT.

This supplemental report is provided for informational purposes only; please refer to your account statements or other information provided by your custodian for the official records of your account(s). This is not a substitute Form 1099 and you should not provide this report to the Internal Revenue Service. This report is not an official tax record for your account. Please contact your custodian with any questions regarding tax reporting information and/or the methodology used to calculate and report associated gain/loss computations.

Pursuant to Treasury regulations effective for the 2011 tax year, your custodian will be sending certain additional information regarding your security sales to the IRS on Form 1099-B. You will receive Form 1099-B from your custodian with information pertaining to security sales. The Form 1099-B may contain additional tax reporting information necessary to complete your tax return. Please see Form 1099-B for disallowed losses due to wash sales (Box 5) and other pertinent information which may not be included in this summary.

The sale of securities acquired prior to January 1, 2011, will be reported on Form 1099-B as "noncovered" securities and, as a result, the Form 1099-B sent to you and the IRS will not include any tax cost information.

The tax cost and gain information for the sale of "covered securities" will be reported to the IRS on Form 1099-B.

LT is the designation for a gain/loss on a security held for more than twelve (12) months.

ST is the designation for a gain/loss on a security held for twelve (12) months or less.

Transactions in this report are not adjusted for the following rules (if applicable):

Internal Revenue Code:

SECTION 1091 - Wash Sales

SECTION 1092 - Straddles

SECTION 1259 - Constructive Sales

SECTION 852(b)(4) - Mutual Fund (& Closed-End Fund) Transactions

Closing transactions due to taxable merger involving cash and stock may be reflected differently on the above Capital Gains Schedule and on the Form 1099 you will or have received at the end of the year.

The cost basis used to determine Gains/Losses as listed in this report for Master Limited Partnerships (MLP), Original Issue Discount (OID) and certain municipal bonds may have

been adjusted for reallocated income, gains, losses or return of capital. For master limited partnership (MLP) holdings, please refer to the applicable Schedule K-1 for allocated income, gain, loss, deduction, and credits as well as for information pertaining to gain or loss on disposition.

For securities not purchased through Neuberger Berman but purchased elsewhere and later transferred in, you will need to supply relevant information to your tax advisor. It is your responsibility to ensure the accuracy of this information since Neuberger Berman has no knowledge of such assets cost basis.

Exchange rates used to derive foreign exchange gains and losses may be provided from various outside sources and may not reflect realizable rates. Neuberger Berman does not warrant the accuracy of these sources and is not responsible for inaccuracies. Rates may also be subject to change without notice.

Certain investments, such as Real Estate Investment Trusts, commonly known as REITs pay distributions throughout the year and reallocate these distributions at year-end as all or some of the following: Return of Capital, Short Term Gain, Long Term Gain, and Regular Income. Due to this late reallocation, these entries may be posted to your account in the beginning of the following year resulting in a revised Capital Gains Schedule.

Mortgage backed factors are updated on the 8th business day of the month.

This report contains information supplied by third parties, including but not limited to the client. This report is based upon information that we consider reliable, but we do not represent that it is accurate or complete, and it should not be relied upon as such. Information contained herein should not be considered legal, tax, investment, financial or other professional advice. Neuberger Berman LLC and its employees do not provide tax or legal advice. You should consult your accountant, tax adviser and/or attorney for advice concerning your particular circumstances.

IRS Circular 230 Disclosure:

Neuberger Berman LLC and its affiliates do not provide tax advice. Accordingly, any discussion of U.S. tax matters contained herein, including any attachments, is not intended or written to be used, and cannot be used, by any taxpayer for the purpose of avoiding U.S. tax related penalties.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MATHEW & JOSEPHINE BIRNBAUM FOUNDATION	Employer identification number (EIN) or 13-6947903
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O LEONARD A. GERONEMUS CPA PA 2505 NW BOCA RATON	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOCA RATON, FL 33431-6652	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JOSEPHINE BIRNBAUM

- The books are in the care of ► **350 LODGE ROAD #319 - MIDDLEBURY, VT 05753**

Telephone No. ► **802.458.3299**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 509.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 2,400.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)