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

2002

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2002, or tax year beginning **APR 1, 2002**, and ending **MAR 31, 2003**

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization DOROT FOUNDATION	A Employer identification number 13-6116927
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O MARKS PANETH ET AL - 622 THIRD AVE	B Telephone number 212-503-8800
	City or town, state, and ZIP code NEW YORK, NY 10017-6701	C If exemption application is pending check here <input type="checkbox"/> 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	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 38,759,771. (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B	2,684,093.		N/A	
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	112,463.	112,463.		STATEMENT 2
4 Dividends and interest from securities	525,063.	525,063.		STATEMENT 3
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	<482,821.>			STATEMENT 1
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV line 2)			0.	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	2,838,798.	637,526.		
13 Compensation of officers, directors, trustees, etc.	226,372.	0.		226,372.
14 Other employee salaries and wages	216,065.	0.		216,065.
15 Pension plans, employee benefits	47,988.	0.		47,988.
16a Legal fees STMT 4	97,624.	48,812.		48,812.
b Accounting fees STMT 5	101,780.	50,890.		50,890.
c Other professional fees STMT 6	404,799.	389,024.		15,775.
17 Interest				
18 Taxes STMT 7	36,082.	9,337.		26,745.
19 Depreciation and depletion	2,810.	0.		
20 Occupancy	64,614.	0.		64,614.
21 Travel, conferences, and meetings	44,285.	0.		44,285.
22 Printing and publications				
23 Other expenses STMT 8	145,118.	4,154.		110,098.
24 Total operating and administrative expenses Add lines 13 through 23	1,387,537.	502,217.		851,644.
25 Contributions, gifts, grants paid	3,656,898.			3,656,898.
26 Total expenses and disbursements. Add lines 24 and 25	5,044,435.	502,217.		4,508,542.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<2,205,637.>			
b Net investment income (if negative enter -0-)		135,309.		
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	4,609,081.	91,248.	91,248.
	2 Savings and temporary cash investments	87,620.	6,928,045.	6,928,045.
	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 - US and state government obligations			
	b Investments - corporate stock STMT 10	34,519,598.	30,035,392.	31,738,978.
	c Investments - corporate bonds			
Liabilities	11 Investments land buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 49,423.			
	Less accumulated depreciation STMT 11 ▶ 49,423.	3,414.		
	15 Other assets (describe ▶ SECURITY DEPOSIT)	1,500.	1,500.	1,500.
	16 Total assets (to be completed by all filers)	39,221,213.	37,056,185.	38,759,771.
	17 Accounts payable and accrued expenses			
	18 Grants payable	1,881,095.	1,185,183.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 12)	133.	40,742.		
23 Total liabilities (add lines 17 through 22)	1,881,228.	1,225,925.		
Net Assets or Fund Balances	Organizations 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			
	Organizations 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	37,339,985.	35,830,260.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	37,339,985.	35,830,260.		
31 Total liabilities and net assets/fund balances	39,221,213.	37,056,185.		

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	37,339,985.
2 Enter amount from Part I, line 27a	2	<2,205,637.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	695,912.
4 Add lines 1, 2, and 3	4	35,830,260.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,830,260.

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 STATEMENT A			
b SEE STATEMENT A			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<1,552,519.>
b			1,069,698.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			<1,552,519.>
b			1,069,698.
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	<482,821.>
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

1 Enter the appropriate amount in each column for each year, see 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))
2001	12,871,442.	50,907,016.	.2528422
2000	3,780,929.	44,362,710.	.0852276
1999	3,755,372.	39,947,304.	.0940081
1998	3,610,886.	36,699,239.	.0983913
1997	3,594,921.	35,936,112.	.1000364

2 Total of line 1, column (d)	2	.6305056
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	.1261011
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	41,471,758.
5 Multiply line 4 by line 3	5	5,229,634.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,353.
7 Add lines 5 and 6	7	5,230,987.
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	4,508,542.

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 letter _____ (attach copy of ruling letter if necessary-see instructions)		1	2,706.
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	2,706.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	2,706.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2002 estimated tax payments and 2001 overpayment credited to 2002	6a	96,099.	
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	96,099.
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	93,393.
11 Enter the amount of line 10 to be Credited to 2003 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>		X
c Did the organization 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 organization <input type="checkbox"/> \$ 0. (2) On organization managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ 0.		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NEW YORK, RHODE ISLAND</u>		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/> <u>N/A</u>		N/A
12 The books are in care of <input type="checkbox"/> <u>DOROT FOUNDATION</u> Telephone no <input type="checkbox"/> <u>212-503-8800</u> Located at <input type="checkbox"/> <u>C/O MARKS PANETH & SHRON LLP</u> ZIP+4 <input type="checkbox"/> <u>10017</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> <u>13</u> <input type="checkbox"/> <u>N/A</u>		

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

Table with columns for question descriptions, Yes/No checkboxes, and a Yes/No grid. Rows include questions 1a through 6b regarding disqualifying activities, tax distribution, and charitable purposes.

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
JEANE UNGERLEIDER C/O M.P.S. LLP 622 THIRD AVENUE NEW YORK, N.Y. 10017	PRESIDENT P/T	0.	0.	0.
STEVEN UNGERLEIDER C/O M.P.S. LLP 622 THIRD AVENUE NEW YORK, N.Y. 10017	VICE PRESIDENT P/T	0.	0.	0.
STEVEN C. BAUM C/O M.P.S. LLP 622 THIRD AVENUE NEW YORK, N.Y. 10017	SEC/TREAS P/T	0.	0.	0.
ERNEST S. FRERICHS C/O M.P.S. LLP 622 THIRD AVENUE NEW YORK, N.Y. 10017	DIRECTOR FULL	226,372.	28,000.	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

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
MARKS, PANETH & SHRON LLP 622 THIRD AVENUE NY NY 10017	ACCOUNTING	101,780.
VINSON & ELKINS LLB 666 FIFTH AVENUE NY NY 10103	LEGAL	56,716.
FIRST MANHATTAN 437 MADISON AVENUE, NY NY 10022	ADVISORY FEES	147,857.
NEUBERGER & BERMAN 605 THIRD AVE, NY NY 10158	ADVISORY FEES	106,811.
GREENHAVEN 3 MANHATTANVILLE ROAD, PURCHASE NY 10577	ADVISORY FEES	134,356.

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 NONE	
2	
All other program-related investments See instructions	
3	
Total Add lines 1 through 3	0.

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	37,579,158.
b Average of monthly cash balances	1b	4,522,650.
c Fair market value of all other assets	1c	1,500.
d Total (add lines 1a, b, and c)	1d	42,103,308.
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	42,103,308.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	631,550.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,471,758.
6 Minimum investment return Enter 5% of line 5	6	2,073,588.

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	2,073,588.
2a Tax on investment income for 2002 from Part VI, line 5	2a	2,706.
b Income tax for 2002 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,706.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,070,882.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
b Income distributions from section 4947(a)(2) trusts	4b	0.
c Add lines 4a and 4b	4c	0.
5 Add lines 3 and 4c	5	2,070,882.
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	2,070,882.

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	4,508,542.
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	4,508,542.
5 Organizations 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	4,508,542.

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 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				2,070,882.
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2002				
a From 1997	1,994,316.			
b From 1998	1,849,587.			
c From 1999	1,848,147.			
d From 2000	1,637,020.			
e From 2001	10,468,133.			
f Total of lines 3a through e	17,797,203.			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$	4,508,542.			
a Applied to 2001, 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 2002 distributable amount				2,070,882.
e Remaining amount distributed out of corpus	2,437,660.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,234,863.			
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 2001. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2002. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2003				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7	1,994,316.			
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	18,240,547.			
10 Analysis of line 9:				
a Excess from 1998	1,849,587.			
b Excess from 1999	1,848,147.			
c Excess from 2000	1,637,020.			
d Excess from 2001	10,468,133.			
e Excess from 2002	2,437,660.			

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 2002, enter the date of the ruling

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

Table with 5 columns: (a) 2002, (b) 2001, (c) 2000, (d) 1999, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a 'Assets' alternative test; 3 b 'Endowment' alternative test; 3 c 'Support' alternative test.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the 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))

JEANE UNGERLEIDER

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 [X] if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization 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 of the person to whom applications should be addressed
N/A

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

c Any submission deadlines
N/A

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

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				
GRANT PROGRAMS				506,686.
SEE STATEMENT B				3,150,212.
Total			▶ 3a	3,656,898.
b Approved for future payment				
SEE STATEMENT D				1,185,183.
Total			▶ 3b	1,185,183.

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other Transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee: <i>Julie Ungerbader</i> Date: _____		Title: <i>MEMBER, DIRECTOR</i>	
	Paid Preparer's Use Only	Preparer's signature: <i>Steven Pan</i>	Date: <i>7/28/03</i>	Check if self-employed: <input type="checkbox"/>
Firm's name (or yours if self-employed) and address and ZIP code: <i>MARKS PANETH & SHRON LLP 622 THIRD AVENUE NEW YORK, NEW YORK 10017</i>			EIN: _____	Phone no: _____

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	FURNITURE & FIXTURES	071595200DB	7.00	17	1,020.				1,020.	944.		76.
2	FURNITURE & FIXTURES	101595200DB	7.00	17	2,740.				2,740.	2,405.		335.
3	FURNITURE & FIXTURES	011596200DB	7.00	17	3,786.				3,786.	3,189.		597.
4	EQUIPMENT	071095200DB	5.00	17	850.				850.	800.		50.
5	EQUIPMENT	081595200DB	5.00	17	726.				726.	672.		54.
6	EQUIPMENT	090195200DB	5.00	17	3,991.				3,991.	3,659.		332.
7	EQUIPMENT	100395200DB	5.00	17	10,360.				10,360.	9,323.		1,037.
8	EQUIPMENT	031596200DB	5.00	17	477.				477.	386.		91.
9	SOFTWARE	021496SL	3.00	16	11,500.				11,500.	11,500.		0.
10	EQUIPMENT	090196200DB	5.00	17	10,483.				10,483.	10,446.		37.
11	EQUIPMENT	090197200DB	5.00	17	3,490.				3,490.	3,289.		201.
	* TOTAL 990-PF PG 1				49,423.			0.	49,423.	46,613.	0.	2,810.
	DEPR											

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT A			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	<1,552,519.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT A			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	1,069,698.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<482,821.>

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

SOURCE	AMOUNT
CHASE MANHATTAN	1,776.
FIRST MANHATTAN	38,803.
GREENHAVEN	20,629.
NUEBERGER & BERMAN	6,290.
RI SAVINGS	1,998.
US TREASURY	38,481.
VISTA FUND	4,486.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	112,463.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN	129,424.	0.	129,424.
GREENHAVEN	214,131.	0.	214,131.
NUEBERGER & BERMAN	181,508.	0.	181,508.
TOTAL TO FM 990-PF, PART I, LN 4	525,063.	0.	525,063.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VINSON & ELKINS LLB	97,624.	48,812.		48,812.
TO FM 990-PF, PG 1, LN 16A	97,624.	48,812.		48,812.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARKS PANETH & SHRON LLP	101,780.	50,890.		50,890.
TO FORM 990-PF, PG 1, LN 16B	101,780.	50,890.		50,890.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	389,024.	389,024.		0.
CONSULTING FEE	15,775.	0.		15,775.
TO FORM 990-PF, PG 1, LN 16C	404,799.	389,024.		15,775.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	9,337.	9,337.		0.
PAYROLL FICA	18,627.	0.		18,627.
PROVIDENCE TAX	1,044.	0.		1,044.
PAYROLL MEDICARE	6,408.	0.		6,408.
RHODE ISLAND UNEMPLOYMENT	666.	0.		666.
TO FORM 990-PF, PG 1, LN 18	36,082.	9,337.		26,745.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS & MAINTENANCE	3,683.	0.		3,683.
BOOKKEEPER	8,309.	4,154.		4,155.
PAYROLL SERVICE	1,473.	0.		1,473.
STAFF DEVELOPMENT	1,954.	0.		1,954.
NYS FILING FEES	775.	0.		775.
BANK CHARGES	888.	0.		888.
DUES & SUBSCRIPTIONS	7,327.	0.		7,327.
INSURANCE	57,845.	0.		57,845.
OFFICE EXPENSE	15,067.	0.		15,067.
POSTAGE	846.	0.		846.
COMPUTER EXPENSES	15,600.	0.		15,600.
EDUCATION	485.	0.		485.
MISCELLANEOUS	30,866.	0.		0.
TO FORM 990-PF, PG 1, LN 23	145,118.	4,154.		110,098.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
NET DECREASE IN OUTSTANDING PLEDGES		695,912.
TOTAL TO FORM 990-PF, PART III, LINE 3		695,912.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT C	30,035,392.	31,738,978.
TOTAL TO FORM 990-PF, PART II, LINE 10B	30,035,392.	31,738,978.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	1,020.	1,020.	0.
FURNITURE & FIXTURES	2,740.	2,740.	0.
FURNITURE & FIXTURES	3,786.	3,786.	0.
EQUIPMENT	850.	850.	0.
EQUIPMENT	726.	726.	0.
EQUIPMENT	3,991.	3,991.	0.
EQUIPMENT	10,360.	10,360.	0.
EQUIPMENT	477.	477.	0.
SOFTWARE	11,500.	11,500.	0.
EQUIPMENT	10,483.	10,483.	0.
EQUIPMENT	3,490.	3,490.	0.
TOTAL TO FM 990-PF, PART II, LN 14	49,423.	49,423.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION		AMOUNT
PENSION PLAN PAYABLE		40,697.
PAYROLL TAXES PAYABLE		45.
TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B		40,742.

REALIZED GAINS AND LOSSES
DOROT FOUNDATION
CONSOLIDATED

From 04-01-02 Through 03-31-03

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-19-01	04-04-02	8,500 000	NABORS INDS INC	244,161 96	356,732 46	112,570 50	
07-30-01	04-04-02	10,000 000	OLD REP INTERNATIONAL CORP	256,022 00	324,490 20	68,468.20	
12-13-00	04-04-02	5,000 000	TEEKAY SHIPPING	174,125 05	188,044 32		13,919 27
06-06-01	04-04-02	20,000 000	BERGESEN DY CL B	405,602 79	343,789 59	-61,813 20	
03-08-99	04-09-02	3,900 000	SNAP-ON INC	116,567 64	131,997 05		15,429 41
07-27-00	04-09-02	2,100 000	SNAP-ON INC	61,461 90	71,075 34		9,613 44
05-28-01	04-11-02	4,000 000	U S BANCORP NEW	89,994 10	91,152 84	1,158 74	
11-18-98	04-12-02	12,900 000	RALCORP HOLDINGS NEW	202,364 32	364,894 30		162,529 98
04-27-98	04-15-02	0 500	D R HORTON INC	5 14	11 75		6 61
08-15-01	04-22-02	11,100 000	D R HORTON INC	178,316.32	275,532 54	97,216 22	
08-13-01	04-22-02	7,650 000	D R HORTON INC	120,269 22	189,894 04	69,624 82	
08-08-01	04-22-02	17,100 000	ROWAN COS INC	309,351 44	428,077 56	118,726 12	
08-07-01	04-22-02	19,900 000	ROWAN COS INC	359,882 19	498,172 14	138,289 95	
02-06-02	04-23-02	5,000 000	LENNAR CORP COM	269,729 00	277,030 15	7,301 15	
01-04-02	04-23-02	5,000 000	LENNAR CORP COM	231,204 50	277,030 15	45,825 65	
06-19-01	05-12-02	20,000 000	OCEAN ENERGY INC	383,651 57	446,032 51	62,380 94	
06-30-97	05-23-02	1,200 000	CLEVELAND CLIFFS INC	49,232 28	33,235 99		-15,996.29
06-30-97	05-31-02	6,300 000	CLEVELAND CLIFFS INC	258,469 47	185,222 60		-73,246 87
01-03-02	06-03-02	22,000 000	PRUDENTIAL FINANCIAL INC	687,660 60	760,572 04	72,911 44	
12-13-01	06-03-02	2,000 000	PRUDENTIAL FINANCIAL INC	55,000 00	69,142 91	14,142 91	
12-06-99	06-06-02	74,954 000	METHANEX CORP	190,476 85	631,101 18		440,624 33
05-28-01	06-11-02	21,000 000	U S BANCORP NEW	472,469 01	481,110 15		8,641 14
10-01-01	06-14-02	8,900 000	WENDYS INTL INC COM	233,512 70	345,760 71	112,248 00	
11-07-97	07-01-02	30,000 000	ABITIBI-CONSOLIDATED INC	429,588 00	268,734 86		-160,853 14
12-04-97	07-01-02	8,300 000	ABITIBI-CONSOLIDATED INC	117,569 50	74,349 98		-43,219 52
09-30-99	07-01-02	5,000 000	ABITIBI-CONSOLIDATED INC	60,387 50	44,789 14		-15,598 36
01-13-98	07-01-02	11,700 000	ABITIBI-CONSOLIDATED INC	140,855 13	104,806 60		-36,048 53
05-24-01	07-01-02	18,200 000	HEARST-ARGYLE TELEVISION INC	387,274 78	407,007 03		19,732.25
03-27-01	07-09-02	20,000 000	NOVA CHEMICALS CORP COM	395,506 00	449,132 00		53,626 00
08-16-01	07-17-02	10,000 000	BRASCAN CORP LTD VTG SHS CL A	182,200 00	213,543 54	31,343 54	
07-15-02	08-14-02	0 447	MONSANTO CO	6.20	7 50	1 30	
07-15-02	08-14-02	1,279 000	MONSANTO CO	17,733 07	20,615 66	2,882 59	
02-01-02	08-20-02	75,000 000	CHARTER COMMUNICATIONS	898,057 50	162,437.36	-735,620 14	
09-17-01	08-21-02	2,041 000	TRAVELERS PROPERTY CASUALTY CLASS B	38,954 22	38,043 08	-911 14	
09-17-01	08-26-02	0 699	TRAVELERS PROPERTY CASUALTY NEW CLASS A	12.36	10 03	-2.33	

STATEMENT A

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REALIZED GAINS AND LOSSES
DOROT FOUNDATION
CONSOLIDATED

From 04-01-02 Through 03-31-03

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-17-01	08-26-02	0 609	TRAVELERS PROPERTY CASUALTY CLASS B	11 62	9 23	-2 39	
02-06-01	08-26-02	10,000 000	LOEWS CORP COM	498,378 00	527,471 09		29,093 09
06-03-02	08-27-02	5,000 000	EL PASO CORPORATION	138,031 50	88,480 32	-49,551 18	
12-13-00	09-01-02	1,000 000	TEEKAY SHIPPING	34,825 01	31,954 83		-2,870 18
12-14-00	09-01-02	6,500 000	TEEKAY SHIPPING	221,094 12	207,706 43		-13,387 69
12-17-00	09-01-02	7,500 000	TEEKAY SHIPPING	248,217 96	239,661 26		-8,556 70
01-03-02	09-04-02	9,500 000	MONSANTO CO	302,299 50	168,992 28	-133,307 22	
04-01-02	09-04-02	17,500 000	MONSANTO CO	549,766 00	311,301 58	-238,464 42	
05-08-00	09-11-02	21,900 000	NORTH FORK BANCORP NY COM	349,896 77	874,133 47		524,236 70
11-17-99	09-25-02	0 950	CHARTER ONE FINL INC COM	20 32	28 52		8 20
08-28-01	10-03-02	8,700 000	WYETH	500,962 36	292,883 03		-208,079.33
05-02-02	10-08-02	2,900 000	HOUSEHOLD INTERNATIONAL INC COM	164,855 05	65,468 63	-99,386 42	
05-09-00	10-08-02	2,800 000	HOUSEHOLD INTERNATIONAL INC COM	113,270 24	63,211 10		-50,059 14
05-09-00	10-09-02	5,800 000	HOUSEHOLD INTERNATIONAL INC COM	234,631 22	131,115.21		-103,516 01
11-18-98	10-22-02	5,900 000	RALCORP HOLDINGS NEW	92,554 22	127,568 94		35,014 72
05-08-00	10-22-02	16,900 000	RALCORP HOLDINGS NEW	231,594 15	365,409.33		133,815 18
07-12-01	10-23-02	7,360 000	ENCANA CORP COM	195,234 50	220,965 60		25,731 10
08-13-01	10-23-02	9,160 000	ENCANA CORP COM	229,715 62	275,006 10		45,290 47
08-13-01	11-06-02	12,500 000	ENCANA CORP COM	313,476 56	361,975 00		48,498 44
02-15-02	11-06-02	520	LIBERTY MEDIA CORP RTS EXP 12/02/02	2,272 27	1,732 17	-540 10	
04-04-02	11-06-02	2,680	LIBERTY MEDIA CORP RTS EXP 12/02/02	10,817 78	8,927.34	-1,890 44	
01-02-96	11-11-02	6,000 000	MBIA INC COM	150,113 65	253,660 94		103,547 29
05-10-02	11-12-02	15,000 000	EL PASO CORPORATION	526,825 50	109,219 16	-417,606.34	
06-18-02	11-12-02	9,000 000	EL PASO CORPORATION	199,522 80	65,531 50	-133,991.30	
02-08-02	11-21-02	4,700 000	EOG RESOURCES INC	148,890 08	187,415 80	38,525 72	
09-26-01	11-21-02	3,300 000	EOG RESOURCES INC	87,566.22	131,589 81		44,023 59
02-14-00	11-21-02	7,500 000	GRACO INC	101,869 77	213,175 74		111,305 97
06-24-02	11-25-02	5,000 000	EL PASO CORPORATION	108,398 00	54,026 36	-54,371 64	
07-09-02	11-25-02	15,000 000	EL PASO CORPORATION	295,036 50	162,079 09	-132,957 41	
09-04-02	01-01-03	10,000 000	HOUSEHOLD INTERNATIONAL INC COM	340,965 00	274,905 69	-66,059 31	
07-09-02	01-22-03	10,000 000	EL PASO CORPORATION	196,691 00	97,588 04	-99,102 96	
01-19-01	01-31-03	7,050 000	FMC TECHNOLOGIES INC	138,668 59	137,796 66		-871 93
04-20-01	01-31-03	3,611 000	FMC TECHNOLOGIES INC	70,981 73	70,579 25		-402 48
12-19-00	01-31-03	6,707 000	FMC TECHNOLOGIES INC	124,682 15	131,092 51		6,410 36

STATEMENT A

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REALIZED GAINS AND LOSSES
DOROT FOUNDATION
CONSOLIDATED

From 04-01-02 Through 03-31-03

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-30-01	01-31-03	8,255 000	FMC TECHNOLOGIES INC	150,720 45	161,349 15		10,628 70
09-11-02	02-06-03	10,500 000	ADVANCE PCS	223,968 15	292,498 06	68,529 91	
01-01-03	02-06-03	15,000 000	HOME DEPOT INC COM	360,300 00	325,301 16	-34,998 84	
06-03-02	03-06-03	37,360 000	LIBERTY MEDIA CORP A	449,573 46	341,539.37	-108,034 09	
07-15-02	03-06-03	7,500 000	PHARMACIA INC COM	273,068 36	304,429 04	31,360 68	
06-03-02	03-10-03	16,240 000	LIBERTY MEDIA CORP A	195,424 86	146,835 14	-48,589 72	
07-11-02	03-10-03	17,900 000	LIBERTY MEDIA CORP A	144,380 41	161,844 15	17,463 74	
12-02-02	03-10-03	2,860 000	LIBERTY MEDIA CORP A	6,497 04	25,858 89	19,361 85	
07-11-97	03-11-03	11,007 000	GENERAL MTRS CL H	206,743 61	104,343 18		-102,400 43
01-02-02	03-12-03	3,320 000	ENPRO INDS INC COM	17,534.23	12,858 70		-4,675 53
01-15-02	03-12-03	1,200 000	ENPRO INDS INC COM	6,194.23	4,647 72		-1,546 51
07-01-02	03-12-03	26,000 000	CIT GROUP INC CL A	598,000 00	421,366 63	-176,633.37	
04-06-01	03-19-03	300 000	DOW CHEM CO COM	9,797 07	8,577 61		-1,219 46
04-06-01	03-19-03	2,500 000	DOW CHEM CO COM	81,642 25	71,480 09		-10,162 16
10-11-02	03-19-03	2,000 000	AMERADA HESS CORP COM	127,617 80	87,257.36	-40,360 44	
06-19-02	03-19-03	2,000 000	AON CORP COM	61,209 40	39,018 81	-22,190 59	
02-13-03	03-19-03	10,000 000	CENDANT CORP	110,789 00	128,814 09	18,025 09	
09-17-01	03-19-03	5,800 000	CITIGROUP INC	209,572 68	201,949 90		-7,622 78
06-05-02	03-19-03	3,800 000	CENTEX CORP	195,371.30	201,577 84	6,206 54	
04-27-98	03-19-03	13,645 000	D R HORTON INC	140,381 29	259,368 59		118,987.30
01-01-03	03-19-03	1,800 000	EVEREST RE GROUP LTD	99,184 86	98,822 95	-361 91	
12-06-00	03-19-03	1,500 000	INTERNATIONAL BUSINESS MACHINES	147,062 80	122,096.32		-24,966 48
12-27-95	03-19-03	1,400 000	INTERNATIONAL BUSINESS MACHINES	31,672.21	113,956 56		82,284 35
06-03-01	03-19-03	3,800 000	KERR MCGEE CORP COM	264,891 76	147,853 53		-117,038.23
10-01-98	03-19-03	3,800 000	LENNAR CORP COM	75,307 42	201,445 98		126,138 56
02-27-03	03-19-03	2,000 000	MACK CALI REALTY CORP	57,062 40	58,500.23	1,437 83	
08-16-01	03-19-03	7,800	NEWS CORP LTD ADR NEW	236,628 60	160,863 11		-75,765 49
07-30-01	03-19-03	5,000 000	OLD REP INTERNATIONAL CORP	128,011 00	132,821 98		4,810 98
08-22-01	03-19-03	2,600 000	PULTE CORP	93,397 46	129,509 11		36,111 65
02-25-01	03-19-03	6,248 000	VALERO ENERGY CORP	245,502 83	253,348 75		7,845 92
05-17-99	03-19-03	400 000	AMERICAN NATL INS CO	27,845 52	30,559 08		2,713 56
05-17-99	03-19-03	500 000	AMERICAN NATL INS CO	34,754 86	38,198 84		3,443 98
08-16-01	03-19-03	5,000 000	BRASCAN CORP LTD VTG SHS CL A	91,100 00	97,597 04		6,497 04
12-24-02	03-19-03	9,000 000	SINCLAIR BROADCAST GROUP INC CL A	105,334 20	71,097 83	-34,236.37	
09-17-01	03-19-03	993 000	TRAVELERS PROPERTY CASUALTY NEW CLASS A	17,562 21	14,043 77		-3,518 44
09-10-02	03-19-03	5,500 000	TRAVELERS PROPERTY CASUALTY NEW CLASS A	77,502 15	77,785 24	283 09	
02-15-02	03-19-03	13,000 000	LIBERTY MEDIA GROUP SER A	168,216 23	122,287.28		-45,928 95

STATEMENT A

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REALIZED GAINS AND LOSSES
DOROT FOUNDATION
CONSOLIDATED
From 04-01-02 Through 03-31-03

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		
						Short Term	Long Term	
04-04-02	03-19-03	7,000 000	LIBERTY MEDIA GROUP SER A	83,669 88	65,846 99	-17,822 89		
01-19-01	03-19-03	2,705 000	ANADARKO PETROLEUM CORP	152,447 37	119,136 77		-33,310 60	
TOTAL GAINS						1,156,286 53	2,230,559 57	
TOTAL LOSSES						-2,708,806 16	-1,160,861 24	
TOTAL REALIZED GAIN/LOSS				-482,821 31	20,645,749.46	20,162,928 15	-1,552,519.64	1,069,698.33

STATEMENT A

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DOROT FOUNDATION

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED MARCH 31, 2003

GRANTS PAID

<u>NAME</u>	<u>Date of Grant</u>	<u>Total Grant</u>
Alliance For Jewish Renewal	06/20/02	\$ 15,000
Alliance For Justice	06/20/02	90,000
American Friends Of Neve Shalom	03/14/03	25,000
American Jewish World Service	06/20/02	20,000
American Parkinson Disease Association	11/08/02	100,000
Avodah: The Jewish Services Corps	11/12/02	25,000
Cambridge College	11/12/02	50,000
Camp Jori	06/20/02	10,000
Center For Defense Information	11/12/02	25,000
Center For Independent Documentary	03/14/03	10,000
Citizens Schools	11/12/02	50,000
Congregation Shaari Tikva	06/20/02	3,000
Doernbecher Children Hospital Foundation	Various	75,000
Dorot, Inc	11/12/02	25,000
God's Love We Deliver	11/12/02	50,000
Jewish Book Council	11/12/02	2,000
Jewish Community Center In Manhattan	11/13/02	50,000
Jewish Community Center Of Greater Boston	11/13/02	10,000
Jewish Family & Children's Service - Boston	08/30/02	20,000
Jewish Federation Of Lane County	11/08/02	5,000
Jewish Fund For Justice	08/22/02	300
Jewish Organization Initiative	11/13/02	25,000
Jewish Women's Archive	Various	150,000
Joshua Venture	11/13/02	25,000
Justice For Athletes	11/13/02	200,000
Landmines Survivor Network	11/13/02	25,000

STATEMENT B1/2

DOROT FOUNDATION

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED MARCH 31, 2003

GRANTS PAID (Continued)

<u>NAME</u>	<u>Date of Grant</u>	<u>Total Grant</u>
National Foundation For Jewish Culture	Various	75,000
New York University - Dorot Professorship	06/03/02	50,000
New Israel fund - Joint Venture	Various	835,000
P E F	Various	327,912
Schechter Inst Jewish	08/30/02	35,000
Seeds Of Peace	03/14/03	25,000
Temple Israel Boston	11/13/02	10,000
The Boston Jewish Film Festival	11/13/02	5,000
The Family Center	06/20/02	48,000
The Greystone Foundation	06/20/02	10,000
The Jewish Braille Institute Of America	07/02/02	50,000
The Jewish Museum	Various	135,000
The New York Foundation For The Arts	03/14/03	50,000
The Skirball Cultural Center	11/13/02	100,000
The United State Holocaust Museum	11/13/02	26,000
The Washington Institute For Jewish Leadership And Values	10/03/02	20,000
University Of California Los Angeles	07/16/02	3,000
University Of Judaism	06/20/02	50,000
University Of Michigan - Carbonized Petra Papyri Project	06/20/02	5,000
University Of Oregon Hillel	Various	70,000
University Of Texas	Various	60,000
W.F Albright Institute Of Archaeological Research	06/20/02	15,000
Working Films	06/20/02	45,000
Yeshiva University	09/05/02	<u>15,000</u>
TOTAL GRANTS PAID		<u><u>\$3,150,212</u></u>

STATEMENT B

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DOROT FOUNDATION

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED MARCH 31, 2003

INVESTMENTS

No of Shares or Amount of Bonds	Security	Cost or Basis	Market Price 3/31/03	Market Value	Increase (Decrease)
19,000	Abbott Labs Com	\$ 608,523	37 61	\$ 714,590	\$ 106,067
22,500	Agilent Technologies	265,548	13 15	295,875	30,327
22,500	Alcan Aluminum Ltd	738,606	27 90	627,750	(110,856)
31,000	Alcoa Inc	897,959	19 38	600,780	(297,179)
44,700	Algorex Corp	-	-	-	-
6,000	Amerada Hess Corp Com	382,853	44 26	265,560	(117,293)
2,800	American Natl Ins Co	192,564	77 93	218,204	25,640
8,000	Anadarko Petroleum Corp	415,737	45 50	364,000	(51,737)
6,000	Aon Corp Com	183,628	20 68	124,080	(59,548)
4,000	Beazer Homes Usa	250,235	58 81	235,240	(14,995)
15,000	Brascan Corp Ltd Vtg Shs Cl A	273,300	19.90	298,500	25,200
30,000	Cendant Corp	332,367	12 70	381,000	48,633
58,700	Centex Corp	1,864,597	54 36	3,190,932	1,326,335
17,500	Century Aluminum Co	290,938	6 30	110,250	(180,688)
27,319	Charter One Finl Inc Com	578,488	27 66	755,644	177,156
17,200	Citigroup Inc	621,491	34 45	592,540	(28,951)
40,800	D R Horton Inc	406,121	19 20	783,360	377,239
45,000	Deere & Co Com	1,575,195	39.26	1,766,700	191,505
48,700	Denison International Plc	678,893	15.83	770,921	92,028
20,400	Diebold Inc	537,874	33.94	692,376	154,502
17,500	Edwards Lifesciences Com	231,732	27.40	479,500	247,768
30,000	El Paso Corporation	285,753	6 05	181,500	(104,253)
22,500	Encana Corp Com	557,722	32 36	728,100	170,378
8,000	Eog Resources Inc	212,282	39 56	316,480	104,198
5,200	Everest Re Group Ltd	286,534	57 21	297,492	10,958
14,900	F M C Corp Com New	544,866	15 68	233,632	(311,234)
32,300	Goodrich B F Co Com	716,751	14 06	454,138	(262,613)
8,600	International Business Machines	194,558	78 43	674,498	479,940
11,200	Kerr Mcgee Corp Com	780,734	40.61	454,832	(325,902)
25,000	Laboratory Crp Of Amer Hldgs	563,023	29 65	741,250	178,227
11,200	Lennar Corp Com	221,959	53.55	599,760	377,801

STATEMENT C1/2

DOROT FOUNDATION

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED MARCH 31, 2003

INVESTMENTS (Continued)

No. of Shares or Amount of Bonds	Security	Cost or Basis	Market Price 3/31/03	Market Value	Increase (Decrease)
60,000	Liberty Media Group Ser A	717,170	9 73	583,800	(133,370)
6,000	Mack Cali Realty Corp	171,187	30 97	185,820	14,633
9,800	Marsh & McLennan Cos Com	491,439	42 63	417,774	(73,665)
17,000	Mccormick & Co Inc	389,754	24 14	410,380	20,626
25,000	Monsanto Co	390,905	16 40	410,000	19,095
18,200	Moore Corp Ltd	284,919	10 47	190,554	(94,365)
8,500	Nestle Sa-Sponsored Adr	504,425	49.48	420,606	(83,819)
39,300	Ohio Casualty Corp	661,435	12 92	507,756	(153,679)
15,000	Old Rep International Corp	384,033	26 75	401,250	17,217
15,400	Popular Inc	425,959	33 94	522,676	96,717
13,900	Precision Castparts Corp	285,588	23.83	331,237	45,649
32,900	Pulte Corp	965,684	50.15	1,649,935	684,251
24,000	Reckitt Benckiser Plc Shs	371,676	17.18	412,320	40,644
53,500	Ryder Sys Inc	1,254,215	20.51	1,097,285	(156,930)
27,000	Sinclair Broadcast Group Inc Cl A	316,003	7.86	212,220	(103,783)
15,000	Snap-On Inc	421,611	24 76	371,400	(50,211)
15,000	Teekay Shipping	462,380	38 80	582,000	119,621
31,500	Tenet Healthcare Corp Com	509,076	16.70	526,050	16,974
19,500	Travelers Property Casualty New Class A	274,780	14 09	274,755	(25)
45,000	Unumprovident Corp Com	947,940	9.80	441,000	(506,940)
18,700	Valero Energy Corp	667,459	41.38	773,806	106,347
63,000	Wabtech Inc	1,067,662	11 61	731,430	(336,232)
12,300	Wendys Intl Inc Com	325,621	27 51	338,373	12,752
11,100	Yum Brands Inc	264,227	24 33	270,063	5,836
23,200	News Corp Ltd Adr New	578,775	21.39	496,248	(82,527)
21,900	Post Properties Inc	507,906	24 15	528,885	20,979
655,000	United States Treasury Notes Due 11/15/2004	702,733	107 16	701,872	(861)
		<u>\$ 30,035,392</u>		<u>\$ 31,738,978</u>	<u>\$ 1,703,586</u>

STATEMENT C2/2

DOROT FOUNDATION

SUPPLEMENTAL SCHEDULES

FOR THE YEAR ENDED MARCH 31, 2003

PLEDGES PAYABLE

Bet Tzedek Legal Services	\$ 80,000
Jewish Family & Children's Service – Boston	20,000
Jewish National and University Library	333,333
Jewish Women's Archive	100,000
National Foundation for Jewish Culture	100,000
New Center for Arts	10,000
New Israel Fund – Joint Ventures	125,000
Society for the Protection of Nature in Israel	25,000
Temple Beth Israel	250,000
The Skirball Culture Center	100,000
UCLA	17,000
W F Albright Institute of Archaeological	<u>24,850</u>
Total Pledges Payable	<u><u>\$ 1,185,183</u></u>

STATEMENT 0