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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ZUCKERMAN FAMILY FOUNDATION		A Employer identification number 20-2955094
Number and street (or P.O. box number if mail is not delivered to street address) 8600 E. ROCKCLIFF RD.		B Telephone number (520) 749-8866
City or town, state, and ZIP code TUCSON, AZ 85750		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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) \$ 8,701,433.	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		132,176.	128,316.		STATEMENT 1
4 Dividends and interest from securities		284,413.	274,011.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		143,148.			
b Gross sales price for all assets on line 6a 9,577,269.					
7 Capital gain net income (from Part IV, line 2)			143,148.		
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		723.	723.		STATEMENT 3
12 Total. Add lines 1 through 11		560,460.	546,198.		
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		2,400.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		2,466.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		70,262.	68,462.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		75,128.	68,462.		0.
25 Contributions, gifts, grants paid		786,954.			786,954.
26 Total expenses and disbursements. Add lines 24 and 25		862,082.	68,462.		786,954.
27 Subtract line 26 from line 12		-301,622.			
a Excess of revenue over expenses and disbursements			477,736.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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	82,384.	22,287.	22,287.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	3,448,486.	3,562,187.	3,562,187.
	c Investments - corporate bonds STMT 9	6,430,396.	3,941,054.	3,941,054.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	239,627.	1,175,905.	1,175,905.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	10,200,893.	8,701,433.	8,701,433.	
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	10,200,893.	8,701,433.		
30 Total net assets or fund balances	10,200,893.	8,701,433.		
31 Total liabilities and net assets/fund balances	10,200,893.	8,701,433.		

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	10,200,893.
2 Enter amount from Part I, line 27a	2	-301,622.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,899,271.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,197,838.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,701,433.

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 REALIZED GAIN/LOSS	P		
b PROSHARES ULTRASHORT SILVER K-1	P		
c CAPITAL GAINS DIVIDENDS			
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 9,533,135.		9,434,121.	99,014.
b 31,400.			31,400.
c 12,734.			12,734.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			99,014.
b			31,400.
c			12,734.
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	143,148.
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 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))
2010	1,155,597.	10,224,013.	.113028
2009	767,340.	9,226,645.	.083166
2008	544,894.	10,509,863.	.051846
2007	1,088,310.	12,086,406.	.090044
2006	499,542.	12,026,557.	.041537

2 Total of line 1, column (d)	2	.379621
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	.075924
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,566,564.
5 Multiply line 4 by line 3	5	726,332.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,777.
7 Add lines 5 and 6	7	731,109.
8 Enter qualifying distributions from Part XII, line 4	8	786,954.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	4,777.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	4,777.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,777.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	3,800.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	99.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,076.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) <input type="checkbox"/> <u>AZ</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 2011 or the taxable year beginning in 2011 (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

N/A

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 ► R & A CPAS Telephone no ► 520 881-4900 Located at ► 4542 E. CAMP LOWELL DRIVE, SUITE 100, TUCSON, AZ ZIP+4 ► 85712			
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 2011, 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 2011?		1c
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b
		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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	9,083,554.
b	Average of monthly cash balances	1b	628,694.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,712,248.
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	9,712,248.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	145,684.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,566,564.
6	Minimum investment return. Enter 5% of line 5	6	478,328.

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	478,328.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,777.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,777.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	473,551.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	473,551.
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	473,551.

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	786,954.
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	786,954.
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	4,777.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	782,177.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				473,551.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	386,354.			
b From 2007	853,309.			
c From 2008	238,009.			
d From 2009	406,716.			
e From 2010	652,568.			
f Total of lines 3a through e	2,536,956.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 786,954.				
a Applied to 2010, 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 2011 distributable amount				473,551.
e Remaining amount distributed out of corpus	313,403.			
5 Excess distributions carryover applied to 2011 (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	2,850,359.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	386,354.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,464,005.			
10 Analysis of line 9.				
a Excess from 2007	853,309.			
b Excess from 2008	238,009.			
c Excess from 2009	406,716.			
d Excess from 2010	652,568.			
e Excess from 2011	313,403.			

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 2011, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 2e					
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))

SEE STATEMENT 12

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 of the person to whom applications should be addressed:

SEE STATEMENT 13

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTIVE RE-ENTRY INDEPENDENT LIVING PROGRAMS 10 S. FAIRGROUNDS ROAD MOAB, UT 84532	NONE	501(C)(3)	SUPPORT	500.
AMERICAN ISRAEL FRIENDSHIP LEAGUE 4729 E. SUNRISE DRIVE TUCSON, AZ 85718	NONE	501(C)(3)	ONE AMBASSADORSHIP	1,163.
ANGEL CHARITY FOR CHILDREN P.O. BOX 13318 TUCSON, AZ 85732	NONE	501(C)(3)	SUPPORT	23,200.
ARA PARSEGHIAN MEDICAL RESEARCH FOUNDATION 3530 E. CAMPO ABUERTO #105 TUCSON, AZ 85718	NONE	501(C)(3)	MEDICAL RESEARCH	25,000.
BERKSHIRE MUSEUM'S CAPITAL CAMPAIGN 39 SOUTH STREET PITTSFIELD, MA 01201	NONE	501(C)(3)	SUPPORT	20,000.
Total	SEE CONTINUATION SHEET(S)			786,954.
b Approved for future payment				
NONE				
Total				0.

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
CANYON RANCH INSTITUTE 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	MEMBERS OF BOARD IN COMMON	501(C)(3)	SUPPORT	125,071.
CHARLEY'S FUND, INC P.O. BOX 83 STOCKBRIDGE, MA 01262	NONE	501(C)(3)	SUPPORT	10,000.
CONGREGATION ANSHEI ISRAEL 5550 E. FIFTH STREET TUCSON, AZ 85711	NONE	501(C)(3)	SUPPORT	32,200.
FILM FORUM 209 W. HOUSTON STREET NEW YORK, NY 10014	NONE	501(C)(3)	SUPPORT	2,000.
GREATER TUCSON LEADERSHIP 5151 E. BROADWAY TUCSON, AZ 85711	NONE	501(C)(3)	SUPPORT	3,000.
GRAND CANYON ASSOCIATION P.O. BOX 399 GRAND CANYON, AZ 86023	NONE	501(C)(3)	CELEBRATION OF ART SPONSORSHIP	1,000.
PAN-MASS CHALLENGE P.O. BOX 415590 BOSTON, MA 02241	NONE	501(C)(3)	SUPPORT	1,000.
FRIENDS OF THE ARAVA INSTITUTE 14 SHADED GLEN CT. OWINGS MILLS, MD	NONE	501(C)(3)	SUPPORT	250.
HUMANE SOCIETY 3450 N. KELVIN BLVD TUCSON, AZ 85716	NONE	501(C)(3)	SUPPORT	15,000.
JACOB'S PILLOW DANCE 358 GEORGE CARTER ROAD BECKET, MA 01223	NONE	501(C)(3)	SUPPORT	2,000.
Total from continuation sheets				717,091.

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
JEWISH FAMILY AND CHILDREN'S SERVICES 4301 E. 5TH STREET TUCSON, AZ 85711	NONE	501(C)(3)	DONATION - MATZA & MORE 2011	500.
JEWISH FEDERATION OF SOUTHERN ARIZONA 3822 E. RIVER ROAD, SUITE 100 TUCSON, AZ 85718	NONE	501(C)(3)	SUPPORT	150,000.
MUSEUM OF CONTEMPORARY ART 265 E. CHURCH AVENUE TUCSON, AZ 85701	NONE	501(C)(3)	SUPPORT	20,000.
NATIONAL JEWISH MEDICAL AND RESEARCH CENTER 1400 JACKSON STREET DENVER, CO 80206	NONE	501(C)(3)	SUPPORT	25,000.
HILLEL FOUNDATION - UNIVERSITY OF ARIZONA 1245 E. SECOND STREET TUCSON, AZ 85719	NONE	501(C)(3)	SUPPORT	500.
TMC FOUNDATION 5301 E. GRANT ROAD TUCSON, AZ 85712	NONE	501(C)(3)	SUPPORT	25,000.
PIMA COUNTY LIBRARY FOUNDATION P.O. BOX 13245 TUCSON, AZ 85732	NONE	501(C)(3)	SUPPORT	1,000.
AUTISM SPEAKS 1 EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	NONE	501(C)(3)	SUPPORT	500.
SAN MIGUEL HIGH SCHOOL PO BOX 22199 TUCSON, AZ 85734	NONE	PUBLIC SCHOOL	SUPPORT	25,000.
SONORAN INSTITUTE 7650 E. BROADWAY, SUITE 203 TUCSON, AZ 85710	NONE	501(C)(3)	SUPPORT	10,000.
Total from continuation sheets				

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
SOUTHERN ARIZONA RESCUE ASSOCIATION PO BOX 12892 TUCSON, AZ 85732	NONE	501(C)(3)	SUPPORT	75,000.
SOUTHWEST TORAH INSTITUTE 5150 E. 5TH STREET TUCSON, AZ 85711	NONE	501(C)(3)	SUPPORT	5,000.
SPRINGFIELD COLLEGE 263 ALDEN STREET SPRINGFIELD, MA 01109	NONE	501(C)(3)	SUPPORT	50,000.
STEPHEN M. GOOTTER FOUNDATION PO BOX 64583 TUCSON, AZ 85728	NONE	501(C)(3)	SUPPORT	15,000.
THE MOAB CANCER TREATMENT & RESOURCE CENTER PO BOX 934 MOAB, UT 84532	NONE	501(C)(3)	SUPPORT	1,250.
TUCSON JEWISH COMMUNITY CENTER 3800 EAST RIVER ROAD TUCSON, AZ 85718	NONE	501(C)(3)	SUPPORT	6,000.
U OF A FOUNDATION - MASH BASH P.O. BOX 210109 TUCSON, AZ 85721	NONE	EDUCATIONAL INSTITUTION	SUPPORT	2,500.
U OF A FOUNDATION - UA PRESENTS P.O. BOX 210109 TUCSON, AZ 85721	NONE	501(C)(3)	SUPPORT	10,000.
U OF A FOUNDATION/DRC 1224 E. LOWELL STREET TUCSON, AZ 85721	NONE	501(C)(3)	SUPPORT	1,500.
UA FOUNDATION - HISPANIC ALUMNI ASSOCIATION P.O. BOX 210109 TUCSON, AZ 85721	NONE	501(C)(3)	SUPPORT	10,000.
Total from continuation sheets				

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
TUCSON COMMUNITY FOOD BANK P.O. BOX 26767 TUCSON, AZ 85726	NONE	501(C)(3)	SUPPORT	2,500.
TUCSON HEBREW ACADEMY 3888 EAST RIVER ROAD TUCSON, AZ 85718	NONE	501(C)(3)	SUPPORT	57,000.
AMERICAN ASSOCIATION OF PEOPLE WITH DISABILITIES 1629 K ST NW SUITE 950 WASHINGTON, DC 20006	NONE	501(C)(3)	SUPPORT	500.
TUCSON VALUES TEACHERS 4400 E. BROADWAY, SUITE 307 TUCSON, AZ 85711	NONE	501(C)(3)	SUPPORT	2,500.
B'NAI B'RITH INTERNATIONAL 2020 K STREET, NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	501(C)(3)	SUPPORT	120.
UCLA FOUNDATION ART OF THE BRAIN 710 WESTWOOD PLAZA, RNRC#1-230 LOS ANGELES, CA 90095	NONE	501(C)(3)	SUPPORT	1,000.
CONGREGATION BETH ADAM 10001 LOVELAND-MADIERA ROAD LOVELAND, OH 45140	NONE	501(C)(3)	SUPPORT	1,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 3877 N. 7TH STREET, SUITE 300 PHOENIX, AZ 85014	NONE	501(C)(3)	SUPPORT	2,000.
UNIVERSITY OF ARIZONA FOUNDATION - TRAUMA/DEPARTMENT OF SURGERY 1501 N. CAMPBELL AVENUE TUCSON, AZ 85724	NONE	501(C)(3)	SUPPORT	20,500.
THERAPUTIC RIDING OF TUCSON 8920 E. WOODLAND TUCSON, AZ 85749	NONE	501(C)(3)	SUPPORT HORSES & HEARTS GALA	500.
Total from continuation sheets				

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
PROSHARES ULTRASHORT SILVER	1.
RBC DAIN RAUSCHER	45,971.
RBC DAIN RAUSCHER - OID	5,078.
RBC DAIN RAUSCHER - REIMC	81,126.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	132,176.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS FOREIGN TAX EXPENSE	-182.	0.	-182.
RBC DAIN RAUSCHER	297,329.	12,734.	284,595.
TOTAL TO FM 990-PF, PART I, LN 4	297,147.	12,734.	284,413.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	723.	723.	
TOTAL TO FORM 990-PF, PART I, LINE 11	723.	723.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,400.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,400.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	2,456.	0.		0.	
ARIZONA CORPORATION COMMISSION TAX	10.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,466.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	68,410.	68,410.		0.	
OTHER DEDUCTIONS - PROSHARES					
ULTRASHORT SILVER	52.	52.		0.	
MISCELLANEOUS	1,800.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	70,262.	68,462.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
UNREALIZED LOSS ON INVESTMENT SECURITIES		1,197,838.	
TOTAL TO FORM 990-PF, PART III, LINE 5		1,197,838.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
US & INTERNATIONAL EQUITIES	3,562,187.	3,562,187.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,562,187.	3,562,187.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	3,941,054.	3,941,054.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,941,054.	3,941,054.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	COST	1,175,905.	1,175,905.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,175,905.	1,175,905.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MEL ZUCKERMAN 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	PRESIDENT 4.00	0.	0.	0.
ENID ZUCKERMAN 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	VICE PRESIDENT 2.00	0.	0.	0.
JAY ZUCKERMAN 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	VICE PRESIDENT 2.00	0.	0.	0.
JERROLD COHEN 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	SECRETARY/TREASURER 2.00	0.	0.	0.
AMY ZUCKERMAN 8600 E. ROCKCLIFF ROAD TUCSON, AZ 85750	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

JAY ZUCKERMAN
AMY ZUCKERMAN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAY OR AMY ZUCKERMAN
8600 E. ROCKCLIFF ROAD
TUCSON, AZ 85750

TELEPHONE NUMBER

(520) 749-9655

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY, A COMPLETED APPLICATION FORM AND A SITE VISIT WILL BE
REQUIRED OF GRANT APPLICANTS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	ZUCKERMAN FAMILY FOUNDATION	<input checked="" type="checkbox"/> 20-2955094	
	Number, street, and room or suite no. If a P.O. box, see instructions. 8600 E. ROCKCLIFF RD.	Social security number (SSN) <input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. TUCSON, AZ 85750			

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

R & A CPAS

- The books are in the care of **4542 E. CAMP LOWELL DRIVE, SUITE 100 - TUCSON, AZ 85712**
Telephone No. **520 881-4900** FAX No. **520 881-1475**
- 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.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.
- 5 For calendar year **2011**, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE COMPLETE AND ACCURATE FINANCIAL STATEMENTS BEFORE THE TAX RETURN CAN BE FILED.

8a 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.	8a	\$	3,800.
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 and any amount paid previously with Form 8868.	8b	\$	3,800.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶ CPA

Date ▶

Form 8868 (Rev. 1-2012)