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

2011

Department of the Treasury
Internal Revenue Service

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 TZEDAKAH FOUNDATION		A Employer identification number 23-3090755
Number and street (or P.O. box number if mail is not delivered to street address) 42 W. LANCASTER AVENUE, 2ND FLOOR		B Telephone number 610-795-1000
City or town, state, and ZIP code ARDMORE, PA 19003-1311		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,026,654. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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		137,747.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		520.	520.		STATEMENT 1
4 Dividends and interest from securities		36,783.	36,783.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		39,785.			
b Gross sales price for all assets on line 6a		642,118.			
7 Capital gain net income (from Part IV, line 2)			39,785.		
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		6,985.	6,985.		STATEMENT 3
12 Total. Add lines 1 through 11		221,820.	84,073.		
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					
c Other professional fees					
17 Interest					
18 Taxes		1,293.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,068.	1,068.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,361.	1,068.		0.
25 Contributions, gifts, grants paid		289,652.			289,652.
26 Total expenses and disbursements. Add lines 24 and 25		292,013.	1,068.		289,652.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<70,193.>			
b Net investment income (if negative, enter -0-)			83,005.		
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	251,601.	169,426.	169,426.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	34,833.		
	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 ▶ 405,667.			
	Less: allowance for doubtful accounts ▶ 0.	211,667.	405,667.	405,667.
	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 6	515,933.	378,219.	287,094.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	357,056.	347,585.	164,467.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		1,371,090.	1,300,897.	1,026,654.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ 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	1,371,090.	1,300,897.	
	30 Total net assets or fund balances	1,371,090.	1,300,897.	
31 Total liabilities and net assets/fund balances		1,371,090.	1,300,897.	

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	1,371,090.
2 Enter amount from Part I, line 27a	2	<70,193.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,300,897.
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	1,300,897.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 642,118.		602,333.	39,785.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			39,785.

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	39,785.
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	366,465.	1,177,888.	.311120
2009	293,538.	1,406,616.	.208684
2008	372,988.	2,215,846.	.168328
2007	497,961.	2,617,387.	.190251
2006	568,802.	2,616,668.	.217376

2 Total of line 1, column (d)	2	1.095759
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	.219152
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	762,257.
5 Multiply line 4 by line 3	5	167,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	830.
7 Add lines 5 and 6	7	167,880.
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	289,652.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	830.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	830.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	830.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	567.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,567.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	5.
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	732.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 732. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
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

Form 990-PF (2011)

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STEVEN H. ERLBAUM</u> Telephone no. ► <u>610-795-1000</u> Located at ► <u>42 W. LANCASTER AVENUE, 2ND FLOOR, ARDMORE, PA</u> ZIP+4 ► <u>19003-1311</u>			
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 <u>N/A</u>			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ►	☐ Yes ☒ 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?	☐ Yes ☒ 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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

Form 990-PF (2011)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN H. ERLBAUM	CO-TRUSTEE			
42 W. LANCASTER AVENUE 2ND FLOOR				
ARDMORE, PA 190031311	1.00	0.	0.	0.
AMY ERLBAUM	CO-TRUSTEE			
922 MT. PLEASANT ROAD				
BRYN MAWR, PA 190101825	0.50	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				
	0.00	0.	0.	0.

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

0

Form 990-PF (2011)

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
N/A		0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3 NOT APPLICABLE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	552,724.
b	Average of monthly cash balances	1b	221,141.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	773,865.
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	773,865.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,608.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	762,257.
6	Minimum investment return. Enter 5% of line 5	6	38,113.

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	38,113.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	830.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	830.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,283.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,283.
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	37,283.

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	289,652.
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	289,652.
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	830.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	288,822.

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.

Form 990-PF (2011)

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				37,283.
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	451,079.			
b From 2007	378,649.			
c From 2008	262,363.			
d From 2009	223,713.			
e From 2010	309,007.			
f Total of lines 3a through e	1,624,811.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	289,652.			
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				37,283.
e Remaining amount distributed out of corpus	252,369.			
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	1,877,180.			
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	451,079.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,426,101.			
10 Analysis of line 9:				
a Excess from 2007	378,649.			
b Excess from 2008	262,363.			
c Excess from 2009	223,713.			
d Excess from 2010	309,007.			
e Excess from 2011	252,369.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

STEVEN H. ERLBAUM

- 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:

- 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				
SEE STATEMENT ATTACHED	SEE SCHEDULE	IRC SECTION 501(C)(3)	UNRESTRICTED CHARITABLE CONTRIBUTIONS	289,652.
Total			3a	289,652.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
Enter gross amounts unless otherwise indicated.				
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments		14	520.	
4 Dividends and interest from securities		14	36,783.	
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18	39,785.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a LOAN INTEREST -				
b LUBAVITCH HOUSE		01	6,985.	
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)	0.		84,073.	0.
13 Total. Add line 12, columns (b), (d), and (e)				84,073.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

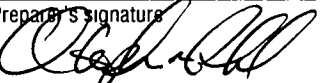
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a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

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		Date <u>11/15/12</u>		Title <u>President</u>		
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER M. PEKULA		Preparer's signature 		Date <u>11/13/2012</u>	Check ☐ if self-employed	PTIN P00734965
	Firm's name ▶ MCGLADREY LLP					Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 751 ARBOR WAY, SUITE 200 BLUE BELL, PA 19422					Phone no. 215.641.8600	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

TZEDAKAH FOUNDATION**23-3090755**

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

TZEDAKAH FOUNDATION**23-3090755****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>STEVEN ERLBAUM</u> <u>42 W. LANCASTER AVE., 2ND FLOOR</u> <u>ARDMORE, PA 19003</u>	\$ <u>65,100.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>STEVEN ERLBAUM</u> <u>42 W. LANCASTER AVE., 2ND FLOOR</u> <u>ARDMORE, PA 19003</u>	\$ <u>72,647.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TZEDAKAH FOUNDATION**23-3090755****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>4,000 SHARES OF PENNSYLVANIA REAL ESTATE INVESTMENT TRUST</u>	\$ <u>65,100.</u>	<u>07/08/11</u>
<u>2</u>	<u>16,875 SHARES OF MERITOR SAVINGS BANK</u>	\$ <u>72,647.</u>	<u>12/29/11</u>
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

TZEDAKAH FOUNDATION**23-3090755****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Tzedakah Foundation
2011 - 990PF
23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Aids Alive and Speak Up 1084 East Lancaster Avenue Rosemont, PA 19010-1515	None - IRS Section 501(c)(3)	Charitable contribution	1,500 00
All4Israel 53 Dewhurst Street Staten Island, NY 10314	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
American Heart Association PO Box 163549 Columbus, OH 43216-3549	None - IRS Section 501(c)(3)	Charitable contribution	200 00
Andrew McDonough B+ Foundation 101 Rockland Circle Wilmington, DE 19803	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Auerbach CAIE 7607 Old York Road Melrose Park, PA 19027	None - IRS Section 501(c)(3)	Charitable contribution	3,333 00
Carmelite Monastery 5206 Center Drive Latrobe, PA 15650	None - IRS Section 501(c)(3)	Charitable contribution	100 00
Chai Lifeline 151 W 30th Street New York, NY 10001	None - IRS Section 501(c)(3)	Charitable contribution	3,000 00
Comcast Spectacor Charities 3601 S Broad Street Philadelphia, PA 19148	None - IRS Section 501(c)(3)	Charitable contribution	4,350 00
Comcast Spectacor Foundation Attn: Mary Ann Saleski 3601 S Broad Street Philadelphia, PA 19148	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
Damon Runyan Cancer Research Foundation 55 Broadway Ste 302 New York, NY 10006	None - IRS Section 501(c)(3)	Charitable contribution	15,000 00
David Horowitz Freedom Center 14148 Magnolia Blvd Suite 103 Sherman Oaks, CA 91423	None - IRS Section 501(c)(3)	Charitable contribution	3,750 00
Gan Israel Country Day Camp Attn: Rabbi Gerber 1360 West Indian Creek Drive Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	23,800 00
Guideline Services Attn: Menachem Schmidt 754 South 9th Street Philadelphia, PA 19147	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00
Headstrong Foundation 466 Hutchinson Terrace Holmes, PA 19043	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Hospice of Palm Beach County 5300 East Ave West Palm Beach, FL 33409	None - IRS Section 501(c)(3)	Charitable contribution	100 00
Ir David Foundation c/o Morris Willner 123 Coulter Ave Suite 200 Ardmore, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00
J H University-Kimmel Cancer Center C/O Floors USA 555 S Henderson Rd King of Prussia, PA 19406	None - IRS Section 501(c)(3)	Charitable contribution	16,667 00
JAFCO 4200 University Drive Sunrise, FL 33351	None - IRS Section 501(c)(3)	Charitable contribution	1,800 00

Tzedakah Foundation
2011 - 990PF
23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Jewish Federation of Greater Philadelphia 2100 Arch Street Philadelphia, PA 19103	None - IRS Section 501(c)(3)	Charitable contribution	25,000 00
Jewish Heritage Programs 4037 Pine Street Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	800 00
JRA 125 Montgomery Avenue Suite A3 Bala Cynwyd, PA 19004	None - IRS Section 501(c)(3)	Charitable contribution	25,400 00
Juvenile Diabetes Research Association C/O Harmelin Family Team 120 Old Gulph Road Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Kaiserman JCC 45 Haverford Road Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Ken's Crew Inc 130 W 29th Street Suite 501 New York, NY 10001	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
LaSalle University 1900 West Olney Ave Philadelphia, PA 19141	None - IRS Section 501(c)(3)	Charitable contribution	2,300 00
Little Sisters of the Poor 5300 Chester Avenue Philadelphia, PA 19143	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Living Beyond Breast Cancer 354 W Lancaster Ave Ste 224 Haverford, PA 19041	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Lubavitch House at Penn Attn: Rabbi Ephraim Levin 4037 Pine Street Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	13,755 00
Minding Your Mind 42 W Lancaster Avenue, Floor 2 Ardmore, PA 19003	Common management-IRS Section 501(c)(3)	Charitable contribution	12,703 93
Mission Kids PO Box 413 Blue Bell, PA 19422	None - IRS Section 501(c)(3)	Charitable contribution	1,900 00
Morty Frank Memorial Golf Outing 444 E 82nd Street Apt 4B New York, NY 10028	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
NJ Mystics 16U 152 Hartford Rd Medford, NJ 08055	None - IRS Section 501(c)(3)	Charitable contribution	500 00
NTAF Mid-Atlantic Spinal Cord Injury Fund 150 N Radner Chester Road Radnor Chester Road Suite F-120 Radnor, PA 19087	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
PMC-Jimmy Fund c/o The Shapiros 905 Randolph Street Canton, MA 02021	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
RSVP of Montgomery County 350 Sentry Parkway Building 640 Suite 100 Blue Bell, PA 19422	None - IRS Section 501(c)(3)	Charitable contribution	300 00
Simon's Fund PO Box 61 Lafayette Hill, Pa 19444	None - IRS Section 501(c)(3)	Charitable contribution	300 00

Tzedakah Foundation
2011 - 990PF
23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
South Jersey Gator Softball 10U 22 Buckley La Marlton, NJ 08053	None - IRS Section 501(c)(3)	Charitable contribution	500 00
TD Bank N.A. PO Box 23072 Columbus, GA 31902-3072	None - IRS Section 501(c)(3)	Charitable contribution	100 00
Temple Beth Hillel-Beth El 1001 Remington Road Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	6,600 00
The Chambers Foundation PO Box 223 Wallingford, PA 19086	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
The Chevra 2002 Ludlow St Philadelphia, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00
The Investigative Project 5505 Connecticut Avenue NW Suite 341 Washington, DC 20015	None - IRS Section 501(c)(3)	Charitable contribution	12,500 00
The Schuylkill Center 8480 Hag's Mill Road Philadelphia, PA 19128	None - IRS Section 501(c)(3)	Charitable contribution	1,260 00
Tikvah/AJMI PO Box 52730 Philadelphia, PA 19115	None - IRS Section 501(c)(3)	Charitable contribution	600 00
Trustees of the U of Pennsylvania Center Neurobiology and Behavior 125 S 31st Street Room 2206 Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00
Urban Blazers Foundation 2929 Arch Street Suite 1600 Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
AFMDA 3572 Sipler Lane Huntingdon Valley, PA 19006	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
PA Ballet Assoc 1819 JFK Blvd, Suite 210 Philadelphia, PA 19103	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Crohns & Colitis Foundation 367 East Street Road Trevose, PA 19053-7711	None - IRS Section 501(c)(3)	Charitable contribution	730 00
Cancer Research 100 Throckmorton Street, Ste 1800 Fort Worth, TX 76102-2802	None - IRS Section 501(c)(3)	Charitable contribution	253 00
American Diabetes 1701 North Beauregard Street Alexandria, VA 22311	None - IRS Section 501(c)(3)	Charitable contribution	100 00
JED Foundation 247 Centre Street, 7th Floor New York, NY 10013	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00

Tzedakah Foundation
2011 - 990PF
23-3090755

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
American Cancer Society P O Box 22718 Oklahoma City, OK 73123-1718	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Amer Found of Suicide Prevention 120 Wall Street, 29th Floor New York, NY 10005	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
NYU Langone Medical Center-Violet Ball 550 First Avenue New York, NY 10016	None - IRS Section 501(c)(3)	Charitable contribution	4,500 00
Hospice of Palm Beach IMO Thelma Spiegel 5300 East Ave W Palm Bch, FL 33407	None - IRS Section 501(c)(3)	Charitable contribution	100 00
U of Penn - Dr Lazar-Obesity and Diabetes 3615 Chestnut Street Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
U of Penn 3615 Chestnut Street Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	100 00
Breastcancer.org 7 East Lancaster Avenue, 3rd Flr Ardmore, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Middle East Forum 1500 Walnut Street, Suite 1050 Philadelphia, PA 19102	None - IRS Section 501(c)(3)	Charitable contribution	500 00
B+ Foundation The Andrew McDonough B+ Foundation 101 Rockland Circle Wilmington, DE 19803	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Arthritis Foundation P O Box 96280 Washington, DC 20077	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Jewish National Fund 78 Randall Avenue Rockville Centre, NY 11570	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Thomas Jefferson University Foundation 925 Chestnut Street, Suite 110 Philadelphia, PA 19107	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Firstgiving.com 34 Farnsworth Street, 3rd Floor Boston, MA 02210	None - IRS Section 501(c)(3)	Charitable contribution	250 00
United Mitochondrial Disease Foundation 8085 Saltsburg Road, Suite 201 Pittsburgh, PA 15239	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
Total			<u>\$ 289,651 93</u>

TZEDAKAH FOUNDATION

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	TWO HARBORS INVT CORP	P	09/24/10	02/23/11
b	TWO HARBORS INVT CORP	P	03/11/11	04/14/11
c	ANNALY CAPITAL MGMT	P	05/28/10	04/25/11
d	FOX CHASE BANCORP INC	P	VARIOUS	07/12/11
e	PFIZER INC COM	P	12/14/10	10/04/11
f	FOX CHASE BANCORP INC	P	12/20/10	10/04/11
g	ONSTREAM MEDIA CORP	P	04/09/10	11/11/11
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 116,320.		100,010.	16,310.
b 98,536.		99,723.	<1,187.>
c 206,319.		199,107.	7,212.
d 94,040.		78,957.	15,083.
e 103,497.		102,905.	592.
f 23,402.		21,631.	1,771.
g 4.			4.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16,310.
b			<1,187.>
c			7,212.
d			15,083.
e			592.
f			1,771.
g			4.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	39,785.
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

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

SOURCE	AMOUNT
INTEREST INCOME	520.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	520.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTTRADE	36,783.	0.	36,783.
TOTAL TO FM 990-PF, PART I, LN 4	36,783.	0.	36,783.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOAN INTEREST - LUBAVITCH HOUSE	6,985.	6,985.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,985.	6,985.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,293.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,293.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	275.	275.			0.
PORTFOLIO DEDUCTIONS-K-1-GSC PARTNERS CDO INVESTORS II LP	793.	793.			0.
TO FORM 990-PF, PG 1, LN 23	1,068.	1,068.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ONSTREAM MEDIA CORP	52,159.	2,328.		
STATE OF ISRAEL BONDS	10,000.	10,000.		
ANNALY CAPITAL MANAGEMENT	178,313.	159,600.		
FOX CHASE BANCORP	0.	0.		
TWO HARBORS INVT CORP	0.	0.		
PFIZER INC COM	0.	0.		
PENNSYLVANIA REIT	65,100.	41,760.		
MERITOR SAVINGS BANK	72,647.	73,406.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	378,219.	287,094.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
GSC PARTNERS CDO INVESTORS II LP	FMV	347,585.	164,467.	
TOTAL TO FORM 990-PF, PART II, LINE 13		347,585.	164,467.	

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

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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	TZEDAKAH FOUNDATION	☒ 23-3090755
	Number, street, and room or suite no. If a P.O. box, see instructions. 42 W. LANCASTER AVENUE, 2ND FLOOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ARDMORE, PA 19003-1311	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-BL	02
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.

STEVEN H. ERLBAUM - 42 W. LANCASTER AVENUE, 2ND FLOOR -

- The books are in the care of **ARDMORE, PA 19003-1311**

Telephone No **610-795-1000**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

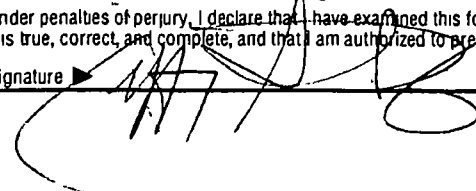
7 State in detail why you need the extension

TRUSTEE HAS BEEN NOTIFIED THAT THE FOUNDATION WILL NOT RECEIVE A K-1 REQUIRED TO COMPLETE THE RETURN BEFORE AUGUST 15, 2012.

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	\$	1,427.
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	\$	1,427.
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 **CFA**

Date **7/24/12**

Form 8868 (Rev. 1-2012)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	TZEDAKAH FOUNDATION	☒ 23-3090755
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	42 W. LANCASTER AVENUE, 2ND FLOOR	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ARDMORE, PA 19003-1311	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

STEVEN H. ERLBAUM - 42 W. LANCASTER AVENUE, 2ND FLOOR -

- The books are in the care of ► **ARDMORE, PA 19003-1311**

Telephone No. ► **610-795-1000**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,427.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	427.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,000.

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

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

Form 8868 (Rev. 1-2012)