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HURRICANE ISAAC
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 JEROME S. GLAZER FOUNDATION, INC. (THE "SUCCESSOR FOUNDATION")		A Employer identification number 31-1787788						
Number and street (or P.O. box number if mail is not delivered to street address) 9200 FLORAL AVENUE	Room/suite	B Telephone number 513-936-4801						
City or town, state, and ZIP code CINCINNATI, OH 45242-6954		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
H Check type of organization: <table style="width: 100%; border: none;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td></td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation							
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,880,016.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Cash</td> <td><input checked="" type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table>		<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Accrual							
<input type="checkbox"/> 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)
Revenue	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				
	4 Dividends and interest from securities	93,753.	93,753.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<34,941.>			
	b Gross sales price for all assets on line 6a	496,854.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	66,557.	66,557.		STATEMENT 2	
12 Total. Add lines 1 through 11	125,369.	160,310.			
Operating and Administrative Expenses	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	7,503.	0.		7,503.
	c Other professional fees	19,980.	19,980.		0.
	17 Interest	2.	0.		0.
	18 Taxes	3,390.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	2,550.	0.		2,550.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	302.	0.		302.
	24 Total operating and administrative expenses. Add lines 13 through 23	33,727.	19,980.		10,355.
	25 Contributions, gifts, grants paid	146,975.			146,975.
26 Total expenses and disbursements. Add lines 24 and 25	180,702.	19,980.		157,330.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<55,333.>				
b Net investment income (if negative, enter -0-)		140,330.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	88,143.	163,506.	163,506.
	2 Savings and temporary cash investments	440,573.	586,598.	586,898.
	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 STMT 7	1,307,596.	907,745.	988,085.
	b Investments - corporate stock STMT 8	987,329.	939,972.	1,221,638.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,417,867.	1,600,861.	903,472.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	18,779.	16,417.	16,417.
	16 Total assets (to be completed by all filers)	4,260,287.	4,215,099.	3,880,016.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	5,100.	15,245.	
23 Total liabilities (add lines 17 through 22)	5,100.	15,245.		
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	4,255,187.	4,199,854.		
30 Total net assets or fund balances	4,255,187.	4,199,854.		
31 Total liabilities and net assets/fund balances	4,260,287.	4,215,099.		

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	4,255,187.
2 Enter amount from Part I, line 27a	2	<55,333.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,199,854.
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	4,199,854.

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 STATEMENTS				
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	496,854.	531,795.	<34,941.>	
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			<34,941.>	
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
				<34,941.>
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	125,524.	4,394,202.	.028566
2009	178,971.	4,246,144.	.042149
2008	181,169.	4,450,418.	.040708
2007	136,332.	4,556,937.	.029917
2006	126,208.	4,409,442.	.028622
2 Total of line 1, column (d)			2
			.169962
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
			.033992
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
			3,584,458.
5 Multiply line 4 by line 3			5
			121,843.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
			1,403.
7 Add lines 5 and 6			7
			123,246.
8 Enter qualifying distributions from Part XII, line 4			8
			157,330.

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.

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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	1,403.
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	1,403.
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	1,403.
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 2,800.	7	5,932.
b Exempt foreign organizations - tax withheld at source	6b	8	17.
c Tax paid with application for extension of time to file (Form 8868)	6c 3,132.	9	
d Backup withholding erroneously withheld	6d	10	4,512.
7 Total credits and payments. Add lines 6a through 6d		11	3,072.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,440. Refunded <input checked="" type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" type="checkbox"/> OH		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRADFORD A. GLAZER</u> Telephone no. ► <u>513-936-4801</u> Located at ► <u>9200 FLORAL AVE., CINCINNATI, OH</u> ZIP+4 ► <u>45242-6954</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	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 <u>N/A</u> <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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.) <u>N/A</u>	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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 12		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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]**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.

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	2,718,539.
b	Average of monthly cash balances	1b	554,755.
c	Fair market value of all other assets	1c	365,750.
d	Total (add lines 1a, b, and c)	1d	3,639,044.
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	3,639,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,586.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,584,458.
6	Minimum investment return. Enter 5% of line 5	6	179,223.

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	179,223.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,403.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,403.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	177,820.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	177,820.
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	177,820.

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	157,330.
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	157,330.
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	1,403.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,927.

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.

JEROME S. GLAZER FOUNDATION, INC.
(THE "SUCCESSOR FOUNDATION")

Form 990-PF (2011)

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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				177,820.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			91,421.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 157,330.				
a Applied to 2010, but not more than line 2a			91,421.	
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				65,909.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				111,911.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

BRADFORD A. GLAZER

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:

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

JEROME S. GLAZER FOUNDATION, INC.
(THE "SUCCESSOR FOUNDATION")

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PARK CENTER, LLC K-1		PUBLIC	GENERAL USE OF DONEE	125.
SEE ATTACHED SCHEDULE		PUBLIC	GENERAL USE OF DONEE	146,850.
Total			▶ 3a	146,975.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

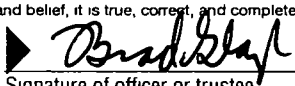
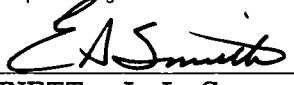
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a 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.		

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

2a Is the 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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 	Date 12/31/12	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name ERIC D. SMITH	Preparer's signature 	Date DEC 03 2012	Check <input type="checkbox"/> if self-employed	PTIN P00007773
	Firm's name ► BOURGEOIS BENNETT, L.L.C.			Firm's EIN ► 72-0136870	
	Firm's address ► 111 VETERANS BLVD. 17TH FLOOR METAIRIE, LA 70005			Phone no. 504.831.4949	

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	1500 SHARES - WESTERN UNION	P	11/20/09	01/04/11
b	600 SHARES - GLAZOSMITHKLINE	P	03/20/06	01/20/11
c	200 SHARES - ZIMMER HOLDINGS	P	11/15/07	02/09/11
d	200 SHARES - ZIMMER HOLDINGS	P	01/23/08	02/09/11
e	300 SHARES - CBS CORP CL B COM	P	12/20/04	05/06/11
f	100 SHARES - CBS CORP CL B COM	P	12/20/04	06/27/11
g	100 SHARES - CBS CORP CL B COM	P	12/29/05	06/27/11
h	300 SHARES - CBS CORP CL B COM	P	01/31/06	06/27/11
i	700 SHARES - CAPLEASE INC	P	06/07/07	07/12/11
j	2500 SHARES - CAPLEASE INC	P	06/07/07	09/01/11
k	800 SHARES CAPLEASE INC	P	02/11/08	09/01/11
l	600 SHARES - INGERSOLL RAND PLC	P	07/15/11	11/08/11
m	700 SHARES - KELLOGG CO	P	05/12/06	12/29/11
n	300 SHARES - KELLOGG CO	P	03/05/07	12/29/11
o	1150 SHARES - US BANCORP	P	10/19/01	12/29/11

(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 27,749.		28,492.	<743.>
b 22,038.		32,819.	<10,781.>
c 11,784.		13,448.	<1,664.>
d 11,783.		13,262.	<1,479.>
e 7,979.		8,524.	<545.>
f 2,708.		2,841.	<133.>
g 2,708.		2,616.	92.
h 8,125.		8,020.	105.
i 3,462.		7,862.	<4,400.>
j 10,042.		28,079.	<18,037.>
k 3,213.		6,787.	<3,574.>
l 18,892.		27,159.	<8,267.>
m 35,370.		32,632.	2,738.
n 15,158.		14,958.	200.
o 30,843.		19,394.	11,449.

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			<743.>
b			<10,781.>
c			<1,664.>
d			<1,479.>
e			<545.>
f			<133.>
g			92.
h			105.
i			<4,400.>
j			<18,037.>
k			<3,574.>
l			<8,267.>
m			2,738.
n			200.
o			11,449.

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

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

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	125,000 - US TREASURY NOTES	P	06/27/07	05/02/11
b	125,000 - US TREASURY NOTES	P	06/27/07	08/01/11
c	35,000 - US TREASURY NOTES	P	06/27/07	08/31/11
d				
e				
f				
g				
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 125,000.		124,912.	88.
b 125,000.		125,000.	0.
c 35,000.		34,990.	10.
d			
e			
f			
g			
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			88.
b			0.
c			10.
d			
e			
f			
g			
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	<34,941.>
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	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER DIVIDEND INCOME	33,071.	0.	33,071.
OTHER INTEREST INCOME	60,220.	0.	60,220.
PARK CENTER LLC INTEREST	462.	0.	462.
TOTAL TO FM 990-PF, PART I, LN 4	93,753.	0.	93,753.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL - PARK CENTER LLC	66,557.	66,557.	
TOTAL TO FORM 990-PF, PART I, LINE 11	66,557.	66,557.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,503.	0.		7,503.
TO FORM 990-PF, PG 1, LN 16B	7,503.	0.		7,503.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	19,980.	19,980.		0.
TO FORM 990-PF, PG 1, LN 16C	19,980.	19,980.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAXES	595.	0.		0.	
EXCISE TAX	2,795.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,390.	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	
OFFICE EXPENSES	302.	0.		302.	
TO FORM 990-PF, PG 1, LN 23	302.	0.		302.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
TREASURY NOTES	X		564,716.	633,270.	
AGENCY NOTES	X		215,134.	221,459.	
MORTGAGE PASS THRU NOTES	X		127,895.	133,356.	
U.S. TREASURY BILLS - 1ST MANHATTAN	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			907,745.	988,085.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			907,745.	988,085.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED 1ST MANHATTAN SCHEDULE	939,972.	1,221,638.
TOTAL TO FORM 990-PF, PART II, LINE 10B	939,972.	1,221,638.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARK CENTER, LLC	COST	1,168,011.	472,531.
INVESTMENT IN WEST VIRGINIA LAND	COST	25,000.	25,000.
INVESTMENT IN MINERAL INTEREST	COST	750.	750.
STATE OF ISRAEL BONDS	COST	365,000.	365,000.
MUTUAL FUNDS - CHARLES SCHWAB	COST	42,100.	40,191.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,600,861.	903,472.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	14,136.	11,117.	11,117.
PREPAID TAXES	2,143.	2,800.	2,800.
PORTRAIT	2,500.	2,500.	2,500.
TO FORM 990-PF, PART II, LINE 15	18,779.	16,417.	16,417.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CERTIFICATE OF MEMBERSHIP	2.	2.
VOUCHERS PAYABLE	5,098.	15,243.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,100.	15,245.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALFRED H. MOSES	CHAIRMAN OF BD 0.50	0.	0.	0.
BRADFORD A. GLAZER	PRES & TREAS 0.50	0.	0.	0.
DAVID H. GLAZER	VICE PRESIDENT 0.50	0.	0.	0.
SUSAN F GLAZER	DIRECTOR 0.50	0.	0.	0.
MELISSA A. GLAZER	DIRECTOR 0.50	0.	0.	0.
JILL N. GLAZER	DIRECTOR 0.50	0.	0.	0.
MICHELLE B. GLAZER	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Jerome S. Glazer Foundation, Inc.
31-1787788
Contributions
12/31/2011

Date	Donee Name and Address	Charity Type	Amount
1/7/2011	Chabad House of Cincinnati Cincinnati, OH	R	50,000.00
11/28/2011	Chabad House of Ann Arbor Ann Arbor, MI	R	100.00
2/21/2011	Chabad at Vanderbilt Nashville, TN	R	2,500.00
2/21/2011	Chabad at UC Cincinnati, OH	R	1,000.00
1/24/2011	Congregation Shearith Israel Nashville, TN	R	500 00
1/21/2011	Boy Scouts of America Cincinnati, OH	C, H & E	100 00
11/23/2011	American Friends of Beit HatFutSot New York, NY	O	2,500 00
12/29/2011	American Friends of Magen David Adom New York, NY	O	2,500.00
9/21/2011	Beth Israel Synagogue Hamilton, OH	R	150 00
1/24/2011	Next Generation Dance Company Cincinnati, OH	C, H & E	3,000.00
11/22/2011	Blue Ash Montgomery Rotary Fund Cincinnati, OH	O	300.00
2/2/2011	Adath Israel Synagogue 3201 E. Galbraith Road Cincinnati, OH 45237	R	5,000 00
Various	American Jewish Committee Cincinnati, OH	C, H & E	52,000.00
10/2/2011	American Jewish Committee Miami Miami, FL	C, H & E	1,000 00
1/12/2011	Hillel FDN of Ohio State University Columbus, OH	C, H & E	1,000 00
6/29/2011	Cincinnati Community Kollel Cincinnati, OH	O	150.00
3/11/2011	Federation of Jewish Men's Clubs New York, NY	O	100 00

Jerome S. Glazer Foundation, Inc.
31-1787788
Contributions
12/31/2011

Date	Donee Name and Address	Charity Type	Amount
various	Girls on the run of Cincinnati, Inc. Cincinnati, OH	H & S	200.00
2/7/2011	Hamilton Symphony Orchestra Association Hamilton, OH	C, H & E	500.00
5/26/2011	Jewish Family Service Cincinnati, OH	H & S	500.00
9/6/2011	Kennedy Heights Art Center Cincinnati, OH	C, H & E	300 00
8/24/2011	The Frick Collection New York, NY	o	50.00
7/6/2011	Temple Sinai New Orleans, LA	R	10,000.00
1/17/2011	Jeep Jewish Education for Every Person Cincinnati, OH	R	3,000 00
10/5/2011	Cincinnati Children's Hospital Medical Center Cincinnati, OH	H & S	50.00
1/7/2011	Meharry Medical College Nashville, TN	H & S	10,000.00
7/11/2011	Preservation Society of Newport County Newport, RI	H & S	100.00
8/12/2011	Jewish National Fund New York, NY	C, H & E	250.00
Total Contributions			<u>146,850 00</u>
Summary by Charity Type			
Religious		R	72,250.00
Cultural, Historical, Educational		C, H & E	58,150 00
Health & Services		H & S	10,850.00
Other		O	<u>5,600.00</u>
			<u>146,850.00</u>

FIR T MANHATTAN CO.

437 Madison Ave, New York, N.Y. 10022

ACCOUNT

JEROME S GLAZER FOUNDATION ALFRED H MOSES, CHAIRMAN

PAGE

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ACCOUNT NO.

AS OF

EIN: 31-1787788

54Z-004894-1-030

12/31/2011

NO. OF SHARES OR FACE VALUE OF BONDS		SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
			PER UNIT	TOTAL	PER UNIT*	VALUE		
PREFERRED STOCKS								
1,100	ARCH CAPITAL GROUP LTD		25.67	28,233	25.47	28,017	2,200	7.9
TOTAL PREFERRED STOCKS				28,233		28,017	2,200	7.9
CASH EQUIVALENTS								
1,290	DIVIDENDS RECEIVABLE		1.00	1,290	1.00	1,290		
TOTAL CASH EQUIVALENTS				1,290		1,290		
CASH								
	PRINCIPAL CASH			143,472		143,472	29	
TOTAL CASH				143,472		143,472	29	
TOTAL ACCOUNT				1,084,734		1,366,400	29,171	2.1

*While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

(F2)

FIRST MANHATTAN CO.

437 Madison Ave, New York, N.Y. 10022

ACCOUNT

JEROME S GLAZER FOUNDATION

ALFRED H MOSES, CHAIRMAN

PAGE

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ACCOUNT NO.

AS OF

EIN: 31-1787788

54Z-004894-1-030

12/31/2011

NO. OF SHARES OR FACE VALUE OF BONDS		SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
			PER UNIT	TOTAL	PER UNIT*	VALUE		
COMMON STOCKS								
BANKING								
1,600	SUNTRUST BANKS INC	17.75	28,393	17.70	28,320	320	1.1	
1,200	WELLS FARGO & CO NEW	24.56	29,467	27.56	33,072	576	1.7	
	SUB TOTAL		57,860		61,392	896	1.5	
ENERGY								
700	CONOCOPHILLIPS	66.90	46,827	72.87	51,009	1,848	3.6	
400	HESS CORP COM	74.46	29,784	56.80	22,720	160	.7	
	SUB TOTAL		76,611		73,729	2,008	2.7	
FINANCIAL SERVICES								
750	AMERICAN EXPRESS CO	36.13	27,094	47.17	35,378	540	1.5	
	SUB TOTAL		27,094		35,378	540	1.5	
FOOD								
1,200	KRAFT FOODS INC CL A	28.38	34,060	37.36	44,832	1,392	3.1	
1,250	NESTLE SA-SPONSORED ADR	24.15	30,192	57.71	72,138	2,209	3.1	
	REPSTG REGD ORD							
	SUB TOTAL		64,252		116,970	3,601	3.1	
HEALTH CARE PRODUCTS								
800	BAXTER INTERNATIONAL INC	50.88	40,708	49.48	39,584	1,072	2.7	
600	BECTON DICKINSON & CO	67.32	40,392	74.72	44,832	1,080	2.4	
800	JOHNSON & JOHNSON	59.16	47,326	65.58	52,464	1,824	3.5	
	SUB TOTAL		128,426		136,880	3,976	2.9	
HOTEL/RESTAURANT								
500	MCDONALDS CORPORATION	62.59	31,294	100.33	50,165	1,400	2.8	
	SUB TOTAL		31,294		50,165	1,400	2.8	
MEDIA								

*While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

FIRST MANHATTAN CO.

437 Madison Ave, New York, N.Y. 10022

ACCOUNT

JEROME S GLAZER FOUNDATION

ALFRED H MOSES, CHAIRMAN

PAGE

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ACCOUNT NO.

AS OF

EIN: 31-1787788

54Z-004894-1-030

12/31/2011

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT	TOTAL	PER UNIT*	VALUE		
1,500	CBS CORP CL B COM	21.97	32,960	27.14	40,710	600	1.5
800	SCRIPPS NETWORKS INTERACTIVE	40.16	32,126	42.42	33,936	320	.9
	SUB TOTAL		65,086		74,646	920	1.2
	MISCELLANEOUS						
600	ANHEUSER BUSCH INBEV SA NV	58.61	35,167	60.99	36,594	582	1.6
1,500	BERKSHIRE HATHAWAY INC CL B	45.28	67,914	76.30	114,450		
	SUB TOTAL		103,081		151,044	582	.4
	MISC. CONSUMER						
1,300	RECKITT BENCKISER	9.98	12,968	49.41	64,238	2,444	3.8
600	PROCTER & GAMBLE CO	28.54	17,122	66.71	40,026	1,260	3.1
	SUB TOTAL		30,090		104,264	3,704	3.6
	INDUSTRIAL/MANUFACTURING						
800	TYCO INTL LTD SHS	42.13	33,706	46.71	37,368	640	1.7
2,000	GENERAL ELECTRIC CO	30.56	61,120	17.91	35,820	1,360	3.8
500	3M CO COM	77.53	38,766	81.73	40,865	1,100	2.7
600	UNITED TECHNOLOGIES CORP	62.97	37,781	73.09	43,854	1,152	2.6
	SUB TOTAL		171,373		157,907	4,252	2.7
	RETAIL						
1,500	CVS CAREMARK CORP	17.13	25,692	40.78	61,170	975	1.6
	SUB TOTAL		25,692		61,170	975	1.6
	TECHNOLOGY						
400	INTERNATIONAL BUSINESS MACHINE	127.30	50,920	183.88	73,552	1,200	1.6
2,000	MICROSOFT CORP	26.22	52,440	25.96	51,920	1,600	3.1
	SUB TOTAL		103,360		125,472	2,800	2.2
	UTILITIES						
1,400	AMERICAN WTR WKS CO INC NEW CM	19.66	27,520	31.86	44,604	1,288	2.9
	SUB TOTAL		27,520		44,604	1,288	2.9
	TOTAL COMMON STOCKS		911,739		1,193,621	26,942	2.3

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