Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION
12352 WOODLEY AVE
GRANADA HILLS, CA 91344

A Employer identification number: 91-2161843

B Telephone number (see the instructions): 818-368-5374

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

G Check all that apply: [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,827,534.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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) (see instructions).)*

		(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	43,275.	43,275.	43,275.	
	4 Dividends and interest from securities	16,272.	16,272.	16,272.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	43,366.			
	b Gross sales price for all assets on line 6a 570,727.				
	7 Capital gain net income (from Part IV, line 2)		43,366.		
	8 Net short-term capital gain			51,927.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	102,913.	102,913.	111,474.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	4,200.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	850.			850.
	b Accounting fees (attach sch) See St 2	8,250.			8,250.
	c Other prof fees (attach sch) See St 3	4,280.			4,280.
	17 Interest	33.			33.
	18 Taxes (attach schedule)(see instrs) See Stm 4	532.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	52.			2.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,197.			13,415.
	25 Contributions, gifts, grants paid Part XV	55,000.			55,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	73,197.	0.	0.	68,415.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	29,716.			
	b **Net investment income** (if negative, enter -0-)		102,913.		
	c **Adjusted net income** (if negative, enter -0-)			111,474.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	27,435.	47,639.	17,118.
	2 Savings and temporary cash investments	1,047,438.	1,250,000.	1,280,521.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,922.	6,522.	6,522.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	359,095.	339,444.	302,748.
	c Investments – corporate bonds (attach schedule) Statement 7		200,000.	195,625.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	30,000.	25,000.	25,000.
	14 Land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 9)	370,000.	1.	
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,838,890.	1,868,606.	1,827,534.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,838,890.	1,868,606.	
	30 Total net assets or fund balances (see instructions)	1,838,890.	1,868,606.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,838,890.	1,868,606.	

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	1,838,890.
2	Enter amount from Part I, line 27a	2	29,716.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,868,606.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,868,606.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 10			
b				
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				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	43,366.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	51,927.

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) N/A

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a	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 instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	2,058.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,058.
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	2,058.
6	Credits/Payments			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 2,279.		
b	Exempt foreign organizations — tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,279.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	221.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 221.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► JEFFREY M. STONE Telephone no. ► 818-368-5374

Located at ► 12352 WOODLEY AVE GRANADA HILLS CA ZIP + 4 ► 91344

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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
1 a	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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
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)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
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)*	3b	N/A	
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

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)? (see instructions) ☐ 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)? **5b** 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** No: 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 (see instructions).

(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
SHARON FRIEDMAN 503 NORTH FULLER AVE LOS ANGELES, CA 90036	Secretary 0	1,800.	0.	0.
JEFFREY M. STONE 12352 WOODLEY AVE GRANADA HILLS, CA 91344	President 0	2,400.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		

Total number of others receiving over $50,000 for professional services ►	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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	338,173.
b Average of monthly cash balances		1b	1,580,649.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,918,822.
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	1,918,822.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	28,782.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,890,040.
6 **Minimum investment return.** Enter 5% of line 5		6	94,502.

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	94,502.
2a Tax on investment income for 2011 from Part VI, line 5	2a 2,058.		
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,058.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	92,444.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	92,444.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	92,444.

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	68,415.
b Program-related investments — total from Part IX-B	1b	
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	68,415.
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 (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,415.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					92,444.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	3,988.				
f **Total** of lines 3a through e		3,988.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 68,415.					
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					68,415.
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)*)		3,988.			3,988.
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 instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					20,041.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		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

1a 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

None

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 12				
Total			► **3a**	55,000.
b *Approved for future payment*				
Total			► **3b**	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			3	43,275.	
4 Dividends and interest from securities			3	16,272.	
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					43,366.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				59,547.	43,366.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 102,913.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

Signature of officer or trustee: [signature] Date: 8/11/12 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JEFFREY M. STONE EA	JEFFREY M. STONE EA	8/11/12		P01245167

Firm's name ► Popiel & Associates, An Accountancy Corp. Firm's EIN ► 95-4889582

Firm's address ► 17402 Chatsworth St., Ste. 101, Granada Hills, CA 91344 Phone no (818) 366-1144

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	$ 850.			$ 850.
Total	$ 850.	$ 0.	$ 0.	$ 850.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 8,250.			$ 8,250.
Total	$ 8,250.	$ 0.	$ 0.	$ 8,250.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT AND ADVISORY FEES	$ 4,280.			$ 4,280.
Total	$ 4,280.	$ 0.	$ 0.	$ 4,280.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES PAID	$ 532.			
Total	$ 532.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	$ -20.			$ -20.
CALIFORNIA FILING FEES	20.			
CORPORATE FEES	30.			
POSTAGE	22.			22.
Total	$ 52.	$ 0.	$ 0.	$ 2.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
VARIOUS SEE ATTACHED	Cost	$ 339,444.	$ 302,748.
Total		$ 339,444.	$ 302,748.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
CORPORATE BONDS SEE ATTACHED	Cost	$ 200,000.	$ 195,625.
Total		$ 200,000.	$ 195,625.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
LOAN TO IVDN	Cost	$ 25,000.	$ 25,000.
Total		$ 25,000.	$ 25,000.

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

		Book Value	Fair Market Value
Rounding		$ 1.	
	Total	$ 1.	$ 0.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1 PROPERTY (HOUSE) SALE	Purchased	9/01/2010	1/06/2011
2	4 ISILON SYSTEMS	Purchased	3/24/2010	1/14/2011
3	3000 EATON VANCE	Purchased	2/23/2005	5/27/2011
4	65 INTESA SANPAOLO	Purchased	7/01/2011	7/05/2011
5	24 TELEFONICA BRASIL	Purchased	6/14/2011	10/18/2011
6	.5 CITIGROUP INC	Purchased	5/06/2011	5/06/2011
7	55 TGELE NORTE LEST	Purchased	4/21/2011	4/21/2011
8	10 CHESAPEAKE ENERGY	Purchased	2/10/2011	3/09/2011
9	105 CENTRAIS ELEC	Purchased	3/08/2011	3/09/2011
10	12.5 MOTOROLA	Purchased	1/04/2011	1/04/2011
11	0.2857 MOTOTOLA SOLUTIONS	Purchased	1/07/2011	1/07/2011
12	.8 TELECOMUNICACOB	Purchased	6/14/2011	6/14/2011
13	5 CHEVRON CORP	Purchased	3/18/2010	7/15/2011
14	.1686 TIM PRTICIPACOES	Purchased	10/11/2004	8/09/2011
15	.281 TIM PARTICIPACOES	Purchased	7/10/2008	8/09/2011
16	60 DELL INC	Purchased	8/11/2006	9/29/2011
17	55 DELL INC	Purchased	4/09/2008	9/29/2011
18	20 INTEL CORP	Purchased	3/29/2006	9/26/2011
19	15 AT&T	Purchased	12/01/2004	10/07/2011
20	20 INTEL CORP	Purchased	3/26/2006	10/18/2011
21	10 ELY LILLY & CO	Purchased	8/27/2009	10/13/2011
22	15 NIPPON TELEGRAPH	Purchased	12/04/2001	10/14/2011
23	35 NOKIA CORP	Purchased	9/22/2008	10/12/2011
24	95 NOKIA CORP	Purchased	12/11/2008	10/12/2011
25	25 TELEFONOS DE ME	Purchased	12/04/2001	10/12/2011
26	5 CHEVRON CORP	Purchased	3/18/2010	11/08/2011
27	20 INTEL CORP	Purchased	3/29/2006	11/16/2001
28	15 INTEL CORP	Purchased	11/13/2008	11/16/2011
29	30 DEUTSCHE TELEKO	Purchased	12/04/2001	5/01/2011
30	25 ERICSSON TELE	Purchased	10/24/2007	5/13/2011
31	40 PFIZER INC	Purchased	11/26/2004	5/31/2011
32	5 SAFEWAY	Purchased	6/06/2003	5/25/2011
33	10 SAFEWAY	Purchased	2/06/2004	5/25/2011
34	10 ALCATEL-LUCENT	Purchased	12/04/2001	4/21/2011
35	60 ALCATEL-LUCENT	Purchased	8/10/2004	4/21/2011
36	119.072 ALCATEL-LUCENT	Purchased	5/02/2005	4/21/2011
37	54.928 ALCATEL-LUCENT	Purchased	11/23/2005	4/21/2011
38	35 PFIZER INC	Purchased	11/26/2004	4/29/2011
39	10 TEXAS INSTRUMENTS	Purchased	9/18/2008	4/15/2011
40	30 TEXAS INSTRUMENTS	Purchased	12/11/2008	4/15/2011
41	10 VALERO ENERGY	Purchased	7/30/2009	4/01/2011
42	10 VALERO ENERGY	Purchased	7/31/2009	4/01/2011
43	35 VERIZON COMM	Purchased	11/11/2005	4/27/2011

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
44	10 VERIZON COMM	Purchased	10/01/2009	4/27/2011
45	10 VERIZON COMM	Purchased	11/02/2009	4/27/2011
46	105 ALCATEL-LUCENT	Purchased	12/04/2011	3/04/2011
47	45 DOW CHEMICAL	Purchased	3/20/2009	3/21/2011
48	.428 MOTOROLA SOLUTIONS	Purchased	7/30/2007	3/14/2011
49	13.572 MOTOROLA SOLUTIONS	Purchased	6/19/2008	3/04/2011
50	10 SWISS REINS	Purchased	1/20/2010	3/22/2011
51	10 SWISS REINS	Purchased	2/12/2010	3/22/2011
52	15 SWISS REINS	Purchased	3/11/2010	3/22/2011
53	15 TEXAS INSTRUMENTS	Purchased	9/18/2008	3/03/2011
54	15 VALERO ENERGY	Purchased	7/30/2009	3/31/2011
55	20 TEXAS INSTRUMENTS	Purchased	9/18/2008	2/17/2011
56	40 FIFTH THIRD BANCO	Purchased	1/30/2006	1/06/2011
57	35 FIFTH THIRD BANCO	Purchased	2/09/2007	1/06/2011
58	.5 MOTOROLA MOBILT	Purchased	7/30/2007	1/04/2011
59	30 SUNTRUST BANK	Purchased	11/29/2007	1/03/2011
60	20 VALERO ENERGY	Purchased	2/23/2009	1/31/2011
61	5 VALERO ENERGY	Purchased	7/30/2009	1/31/2011
62	20 DEUTSCHE TELEKO	Purchased	12/04/2001	12/05/2011
63	5 DEUTSCHE TELEKO	Purchased	6/09/2004	12/05/2011
64	5 GLAXOSMITHKLINE	Purchased	2/25/2004	12/16/2011
65	5 GLAXOSMITHKLINE	Purchased	6/04/2007	12/16/2011
66	15 PFIZER INC	Purchased	11/26/2004	12/16/2011
67	10 PFIZER INC	Purchased	11/16/2005	12/16/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	491,020.		439,208.	51,812.				$ 51,812.
2	135.		135.	0.				0.
3	52,185.		60,000.	-7,815.				-7,815.
4	47.		0.	47.				47.
5	673.		0.	673.				673.
6	22.		0.	22.				22.
7	0.		0.	0.				0.
8	336.		210.	126.				126.
9	1.		0.	1.				1.
10	395.		0.	395.				395.
11	11.		0.	11.				11.
12	23.		0.	23.				23.
13	530.		374.	156.				156.
14	4.		0.	4.				4.
15	7.		0.	7.				7.
16	887.		1,270.	-383.				-383.
17	828.		1,032.	-204.				-204.
18	437.		398.	39.				39.
19	428.		333.	95.				95.
20	466.		391.	75.				75.
21	380.		340.	40.				40.
22	374.		285.	89.				89.
23	223.		736.	-513.				-513.
24	607.		1,467.	-860.				-860.
25	393.		229.	164.				164.
26	540.		374.	166.				166.
27	507.		391.	116.				116.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
28	380.		203.	177.				$ 177.
29	503.		512.	-9.				-9.
30	373.		370.	3.				3.
31	846.		1,089.	-243.				-243.
32	121.		97.	24.				24.
33	243.		228.	15.				15.
34	62.		180.	-118.				-118.
35	370.		718.	-348.				-348.
36	734.		1,490.	-756.				-756.
37	338.		842.	-504.				-504.
38	732.		953.	-221.				-221.
39	349.		220.	129.				129.
40	1,048.		462.	586.				586.
41	301.		180.	121.				121.
42	301.		180.	121.				121.
43	1,341.		987.	354.				354.
44	383.		281.	102.				102.
45	383.		274.	109.				109.
46	588.		1,887.	-1,299.				-1,299.
47	1,662.		349.	1,313.				1,313.
48	17.		49.	-32.				-32.
49	544.		436.	108.				108.
50	559.		464.	95.				95.
51	559.		409.	150.				150.
52	839.		702.	137.				137.
53	548.		329.	219.				219.
54	450.		269.	181.				181.
55	728.		439.	289.				289.
56	597.		1,520.	-923.				-923.
57	523.		1,416.	-893.				-893.
58	16.		29.	-13.				-13.
59	902.		630.	272.				272.
60	508.		381.	127.				127.
61	127.		90.	37.				37.
62	248.		341.	-93.				-93.
63	62.		87.	-25.				-25.
64	225.		214.	11.				11.
65	225.		256.	-31.				-31.
66	320.		408.	-88.				-88.
67	213.		217.	-4.				-4.
							Total	$ 43,366.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: SOL & TINA P. WAXMAN FAMILY FOUNDATION
Care Of: JEFFREY M. STONE, PRESIDENT
Street Address: 12352 WOODLEY AVE
City, State, Zip Code: GRANADA HILLS, CA 91344
Telephone:

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Form and Content:	WHAT DOES THE ORGANIZATION DO? HOW MUCH MONEY GETS SPENT ON THE INTENT AND OR PURPOSE OF THE ORGANIZATION COMPARED TO THE ADMINISTRATION EXPENSES? ALL MATERIALS RELAVENT TO THE QUESTIONS JUST ASKED PREVIOUSLY.
Submission Deadlines:	NONE
Restrictions on Awards:	NONE.

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ACCESS LIVING OF METROPOLITAN CHICAGO 115 W CHICAGO AVE CHICAGO, IL 60610	NONE		TO FURTHER THE GOALS OF HELPING THE HANDICAP.	$ 10,000.
SCLERDERMA SUPPORT GROUP 11704 WILSHIRE BLVD SUITE 250 LOS ANGELES, CA 90025	NONE		TO FURTHER THE CAUSE OF THE HANDICAP FROM THE AFFECTS OF THIS DISEASE.	25,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD, 5th FLOOR LOS ANGELES, CA 90024	NONE		TO FURTHER THE REASEARCH IN PREVENTING THIS DISEASE FROM HANDICAPING OTHERS.	10,000.
CONCERN FOUNDATION 1026 SO. ROBERTSON BLVD. LOS ANGELES , CA 90035	NONE		TO FURTHER THE CAUSE OF PREVENTING PEOPLE GETTING THESE DEBILITATING DISEASES.	10,000.
			Total	$ 55,000.

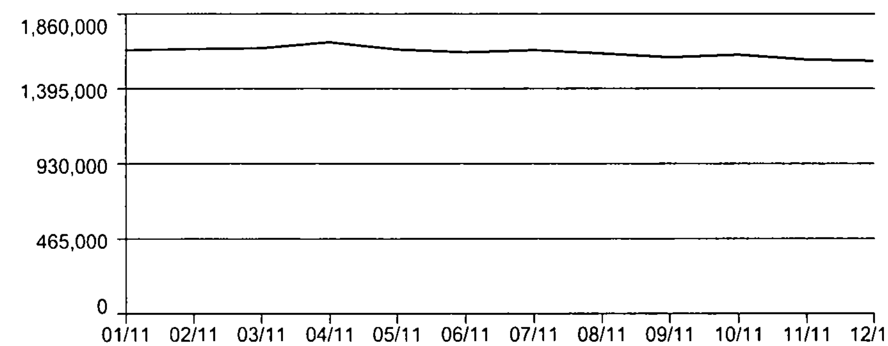
SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8783-0150

Progress summary

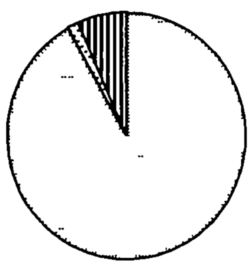
	THIS PERIOD	THIS YEAR
Opening value	**$1,573,054.94**	**$0.00**
Cash deposited	0 00	411,012 79
Securities deposited	0 00	1,233,932 78
Cash withdrawn	0 00	-20,018 36
Securities withdrawn	0 00	-52,200 00
Income earned	135 00	9,470 23
Change in value	-9,847 50	-18,855 00
Closing value	**$1,563,342.44**	**$1,563,342.44**

Value over time



Portfolio summary

CURRENT



ASSETS	ASSET TYPE	PREVIOUS VALUE ON NOV 30	%	CURRENT VALUE ON DEC 31	%	ESTIMATED ANN INCOME
	Cash and sweep balances	194 66	0 01	329 66	0 02	0
	Stocks, options & ETFs	0 00	0 00	0 00	0 00	0
	Fixed income securities	1,445,017 50	91 87	1,435,485 00	91 83	3,750
	Mutual funds	24,615 00	1 56	24,300 00	1 55	1,620
	Other assets #	103,092 78	6 55	103,092 78	6 59	0
	Asset value	**$1,572,919 94**	**100%**	**$1,563,207.44**	**100%**	**$5,370**
	Margin balance	135 00		135 00		
	Net asset value	**$1,573,054.94**		**$1,563,342 44**		

 # Certain assets in this category are not held in your brokerage account at First Clearing and are not protected by SIPC First Clearing is not responsible for the information provided, including valuations Information is provided as a courtesy only If you no longer own any of these investments, please tell us so we can update this section For important additional information please refer to the disclosures contained in this statement

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8783-0150

Cash flow summary

	THIS PERIOD	THIS YEAR
Opening value of cash and sweep balances	**$329.66**	
Deposits	0 00	4,639 08
Income and distributions	135 00	9,470 23
Electronic funds transfers	0 00	400,000 00
Other additions	0 00	6,373 71
Net additions to cash	**$135.00**	**$420,483.02**
Securities purchased	0 00	-400,000 00
Electronic funds transfers	0 00	-20,000 00
Other subtractions	0 00	-18 36
Net subtractions from cash	**$0.00**	**-$420,018.36**
Closing value of cash and sweep balances	**$464.66**	

Income summary

		THIS PERIOD	THIS YEAR
TAXABLE	Money market/sweep funds	0 00	4 04
	Interest	0 00	7,401 21
	Ordinary dividends and ST capital gains	135 00	2,565 00
	Total taxable income	**$135.00**	**$9,970.25**
	Total federally tax-exempt income	**$0.00**	**$0.00**
	Total income	**$135.00**	**$9,970.25**

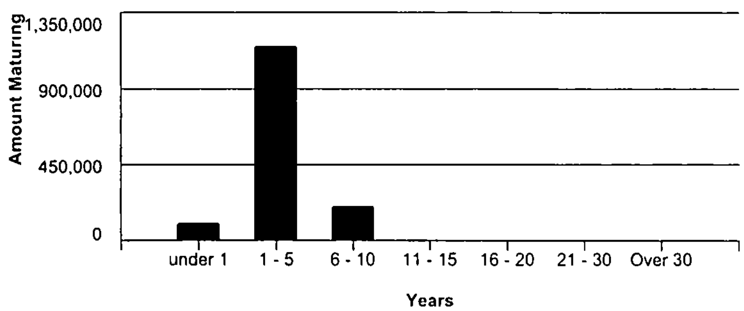
Gain/loss summary

	UNREALIZED	THIS PERIOD REALIZED	THIS YEAR REALIZED
Short term (S)	-21,890 00	0 00	0 00
Long term (L)	1,839 05	0 00	0 00
Total	**-$20,050.95**	**$0.00**	**$0.00**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8783-0150

Bond maturity schedule



MATURING IN	AMOUNT MATURING	CURRENT VALUE	% OF MATURING VALUE
under 1 year	100,000 00	98,500 00	6 90
1 to 5 years	1,150,000 00	1,147,375 00	79 31
6 to 10 years	200,000 00	189,610 00	13 79
11 to 15 years	0 00	0 00	0 00
16 to 20 years	0 00	0 00	0 00
21 to 30 years	0 00	0 00	0 00
over 30 years	0 00	0 00	0 00
Total	**$1,450,000.00**	**$1,435,485.00**	**100.00%**

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP	0 02	0 00	329 66	0.00
Interest Period 12/01/11 - 12/31/11				
Total Cash and Sweep Balances	**0.02**		**$329.66**	**$0.00**
Margin balance	0 00	0 00	135 00	0 00

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER. 8783-0150

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO & CO NOTE LINKED TO S&P 500 INDEX CPN 1 250% DUE 02/07/17 DTD 02/07/11 FC 08/07/11 Moody NR CUSIP 94986RCG4 Acquired 01/31/11 S nc	6 29	100,000	100 00	100,000 00	98 3750	98,375 00	-1,625 00	496 53	1,250 00	1 27
WELLS FARGO 7YR MLN LNKD TO GLOBAL ETF BSKT CPN 1 500% DUE 02/07/18 DTD 02/07/11 FC 08/07/11 CUSIP 94986RCP4 Acquired 01/31/11 S nc	6 22	100,000	100 00	100,000 00	97 2500	97,250 00	-2,750 00	595 83	1,500 00	1 54
Total Corporate Bonds	**12.51**	**200,000**		**$200,000.00**		**$195,625.00**	**-$4,375.00**	**$1,092.36**	**$2,750.00**	**1.41**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Certificates of Deposit

Long-term certificates of deposit (maturity beyond one year from date of issue) are priced using a market value pricing model

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
WELLS FARGO BK NA CD LNKD TO BRIC CURRENCIES FDIC INSURED CPN 0 000% DUE 07/09/12 DTD 01/07/10 CUSIP 94986TAZ0 Acquired 12/30/09 L nc	6 30	100,000	100 00	100,000 00	98 5000	98,500 00	-1,500 00	N/A	N/A	N/A

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8783-0150

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LNKD TO BSKT OF FOREIGN CURRENCIES FDIC INSURED CPN 0 000% DUE 07/08/13 DTD 01/07/10 CUSIP 94986TBA4 Acquired 12/30/09 L nc	6 46	100,000	100 00	100,000 00	101 0000	101,000 00	1,000 00	N/A	N/A	N/A
WELLS FARGO BANK NA CD LNKD TO COMMODITY BSKT VAR RATE FDIC INSURED CPN 0 000% DUE 06/09/14 DTD 06/07/10 FC 06/09/11 CUSIP 94986TDK0 Acquired 05/28/10 L nc	4 63	75,000	100 00	75,000 00	96 5000	72,375 00	-2,625 00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD BNP PARIBAS SPECTRUM L/S STYLE ER INDEX FDIC CPN 0 000% DUE 07/08/14 DTD 01/07/10 CUSIP 94986TBB2 Acquired 12/30/09 L nc	6 20	100,000	100 00	100,000 00	96 8750	96,875 00	-3,125 00	N/A	N/A	N/A
WELLS FARGO BANK NA CD LNKD TO RUSSELL 2000 INDEX FDIC INSURED CPN 1 000% DUE 01/08/15 DTD 01/07/10 FC 07/08/10 CUSIP 94986TBC0 Acquired 12/30/09 L nc	6 35	100,000	100 00	100,000 00	99 2500	99,250 00	-750 00	480 56	1,000 00	1 00
WELLS FARGO BK N A CD LKD TO GLOBAL DEVELOPMNT BASKET FDIC INSURED CPN 0 000% DUE 01/08/15 DTD 01/07/10 CUSIP 94986TBJ5 Acquired 12/30/09 L nc	6 25	100,000	100 00	100,000 00	97 6250	97,625 00	-2,375 00	N/A	N/A	N/A

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LNKD TO DEVELOPED EQUITY BASKET FDIC INSURED CPN 0 000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBG1 Acquired 12/30/09 L nc	6 35	100,000	100 00	100,000 00	99 2500	99,250 00	-750 00	N/A	N/A	N/A
WELLS FARGO BK N A CD LINKD TO GOLD ACT/365 FDIC INSURED CPN 0 000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBH9 Acquired 12/30/09 L nc	7 71	100,000	100 00	100,000 00	120 5000	120,500 00	20,500 00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD TO ROGERS INTL INDEX FDIC INSURED CPN 0 000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBE6 Acquired 12/30/09 L nc	6 81	100,000	100 00	100,000 00	106 5000	106,500 00	6,500 00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD TO SGI WISE US INDEX FDIC INSURED CPN 0 000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBD8 Acquired 12/30/09 L nc	6 08	100,000	100 00	100,000 00	95 0000	95,000 00	-5,000 00	N/A	N/A	N/A
WELLS FARGO BK NA CD LKD TO EMERGING MARKETS BSKT FDIC INSURD CPN 0 000% DUE 02/08/16 DTD 02/07/11 CUSIP 94986TFR3 Acquired 01/31/11 S nc	5 77	100,000	100 00	100,000 00	90 1250	90,125 00	-9,875 00	N/A	N/A	N/A

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 8783-0150

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LKD TO DIVERSFD EMERGING MARKETS BASKET FDIC INSD CPN 0 000% DUE 03/08/16 DTD 09/08/10 CUSIP 94986TEJ2 Acquired 08/31/10 L nc	4 51	75,000	100 00	75,000 00	94 0000	70,500 00	-4,500 00	N/A	N/A	N/A
HSBC BK CD LINKED TO S&P MIDCAP 400 INDEX FDIC INSURED CPN 0 000% DUE 02/05/18 DTD 02/02/11 CUSIP 40431GLE7 Acquired 01/28/11 S nc	5 91	100,000	100 00	100,000 00	92 3600	92,360 00	-7,640 00	N/A	N/A	N/A
Total Certificates of Deposit	**79.32**	**1,250,000**		**$1,250,000 00**		**$1,239,860.00**	**-$10,140.00**	**$480.56**	**$1,000.00**	**0.08**
Total Fixed Income Securities	**91.83**			**$1,450,000.00**		**$1,435,485.00**	**-$14,515.00**	**$1,572.92**	**$3,750.00**	**0.26**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Mutual Funds

Mutual fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return

Closed End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND EVG - HELD IN MARGIN Acquired 02/23/05 L nc	1 55	1,500	19 89 20 00	29,835 95 30,000 00	16 2000	24,300 00	-5,535 95	1,620 00	6 66
Total Closed End Mutual Funds	**1.55**			**$29,835.95** **$30,000.00**		**$24,300.00**	**-$5,535.95**	**$1,620.00**	**6.67**
Total Mutual Funds	**1.55**			**$29,835.95** **$30,000 00**		**$24,300 00**	**-$5,535.95**	**$1,620.00**	**6.67**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Other Assets

Direct Investments

These positions are not held in your account with First Clearing and are not protected by SIPC. First Clearing is not responsible for the information provided, including valuations. The positions and valuations reflect purchases made through us or information supplied to us by the issuer or a third party, they are displayed for information purposes only If you no longer own any of these investments, please tell us so we can update this section See additional information on the 'Specific instructions and disclosures' page

DESCRIPTION	% OF ACCOUNT	# OF UNITS	ESTIMATED UNIT VALUE	ESTIMATED MARKET VALUE
CB RICHARD ELLIS REALTY TRUST Price of interests in an initial offering which closed no more than twelve months prior to the valuation date	6 59	10,309 27800	10 00	103,092 78
Total Direct Investments	**6.59**			**$103,092.78**
Total Other Assets	**6.59**			**$103,092.78**

WELLS FARGO ADVISORS

SNAPSHOT

[redacted]

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

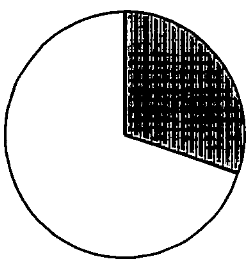
DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 7063-0821

Progress summary

	THIS PERIOD	THIS YEAR
Opening value	**$77,152.92**	**$0.00**
Income earned	0 18	1,630 03
Change in value	17,582 32	93,105 39
Closing value	**$94,735.42**	**$94,735 42**

Portfolio summary

CURRENT



	ASSET TYPE	PREVIOUS VALUE ON NOV 30	%	CURRENT VALUE ON DEC 31	%	ESTIMATED ANN INCOME
ASSETS	Cash and sweep balances	8,621 98	11 18	28,622 16	30 21	2
	Stocks, options & ETFs	68,530 94	88 82	66,113 26	69 79	1,490
	Fixed income securities	0 00	0 00	0 00	0 00	0
	Mutual funds	0 00	0 00	0 00	0 00	0
	Asset value	**$77,152.92**	**100%**	**$94,735.42**	**100%**	**$1,492**

**SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION**

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 7063-0821

Cash flow summary

	THIS PERIOD	THIS YEAR
Opening value of cash and sweep balances	**$8,621.98**	
Income and distributions	0 18	1,630 03
Securities sold and redeemed	0 00	52,184 90
Electronic funds transfers	20,000 00	25,000 00
Other additions	0 00	11,400 52
Net additions to cash	**$20,000.18**	**$90,215.45**
Securities purchased	0 00	-36,593 29
Electronic funds transfers	0 00	-25,000 00
Net subtractions from cash	**$0.00**	**-$61,593.29**
Closing value of cash and sweep balances	**$28,622.16**	

Income summary

		THIS PERIOD	THIS YEAR
TAXABLE	Money market/sweep funds	0 18	3 53
	Qualified dividends	0 00	1,626 72
	Total taxable income	**$0.18**	**$1,630.25**
	Total federally tax-exempt income	**$0.00**	**$0.00**
	Total income	**$0.18**	**$1,630.25**

Gain/loss summary

	THIS PERIOD REALIZED	THIS YEAR REALIZED
Short term/Net lots	0 00	0 40
Long term (L)	0 00	-7,486 99
Total	**$0.00**	**-$7,486.59**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER. 7063-0821

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	0 00	52,320.30

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules For additional information on the Bank Deposit Sweep for your account, please contact Your Investment Professional

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP	0 01	28,622 16	2 86
Interest Period 12/01/11 - 12/31/11			
Total Cash and Sweep Balances		**$28,622.16**	**$2.86**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICAN INTL INDUSTRIES INC (NEW) AMIN Acquired 11/05/10 nc	4	0 59	2 36	0 2400	0 96	-1.40	N/A	N/A
BALTIC TRADING LTD BALT Acquired Net Tax Lots m	2,000	7 33	14,671 00	4 7500	9,500 00	-5,171 00	960 00	10 10
BRENHAM OIL & GAS CORP BRHM Acquired 07/12/11	980	N/A##	N/A	0 0304	29 79	N/A	N/A	N/A
CHINA YUCHAI INTL LTD CYD Acquired Net Tax Lots m	900	19 23	17,320 81	13 7900	12,411 00	-4,909 81	450 00	3 62

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 7063-0821

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
COLUMBIA LAB INC CBRX Acquired 11/05/10 nc	4	1 34	5 36	2 5000	10 00	4 64	N/A	N/A
COMPREHENSIVE CARE CORP PAR $0 01 CHCR Acquired 11/05/10 nc	3	0 26	0 78	0 2150	0 64	-0 14	N/A	N/A
DELTA SEABOARD INTL INC HMDI Acquired 11/05/10 nc	195	0 04	9 26	0 0200	3 90	-5 36	N/A	N/A
INTERDIGITAL INC IDCC Acquired 06/03/11	200	38 61	7,722 00	43 5700	8,714 00	992 00	80 00	0 91
INTERNATIONAL GAME TECHNOLOGY IGT Acquired 11/05/10 nc	3	15 48	46 44	17 2000	51 60	5 16	0 72	1 39
LAS VEGAS SANDS CORP LVS Acquired Net Tax Lots m	500	26 43	13,227 99	42 7300	21,365 00	8,137 01	N/A	N/A
NEKTAR THERAPEUTICS (NEW) NKTR Acquired Net Tax Lots m	2,503	9 66	24,218 93	5 5950	14,004 28	-10,214 65	N/A	N/A
NINETY-NINE CENTS ONLY STORES NDN Acquired 11/05/10 nc	1	15 71	15 71	21 9500	21 95	6 24	N/A	N/A

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 7063-0821

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
4KIDS ENTERTAINMENT INC KIDEQ Acquired 11/05/10 nc	1	0 45	0 45	0 1400	0 14	-0 31	N/A	N/A
Total Stocks and ETFs			**$77,241.09**		**$66,113.26**	**-$11,157.62**	**$1,490.72**	**2.25**
Total Stocks, options & ETFs			**$77,241.09**		**$66,113.26**	**-$11,157.62**	**$1,490.72**	**2.25**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Investment Professional
m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			8,621 98
12/09	Cash	AUTO ACTIVITY		ACH DIRECT WITHDRAWAL TRACE # 121000240008546 NOT ON FILE		20,000 00	28,621 98
12/30	Cash	INTEREST		BANK DEPOSIT SWEEP 123011 28,621		0 18	28,622 16

Cash sweep activity

Our Cash Sweep program allows you to earn a return on the idle cash balances in your account by automatically investing such balances into one of our cash sweep options These 'sweep transactions' may represent a net amount for the day and occur on settlement date The following section displays transfers into and out of your sweep option Transactions displayed here are Transfer To, Transfer From and Reinvested Dividends and Interest These transaction amounts are not included in your cash flow summary

DATE	TRANSACTION	DESCRIPTION	AMOUNT
12/01		BEGINNING BALANCE	8,621 98
12/12	TRANSFER TO	BANK DEPOSIT SWEEP	20,000 00
12/30	REINVEST INT	BANK DEPOSIT SWEEP	0 18
12/31		ENDING BALANCE	28,622 16

WELLS FARGO ADVISORS

SNAPSHOT

[redacted]

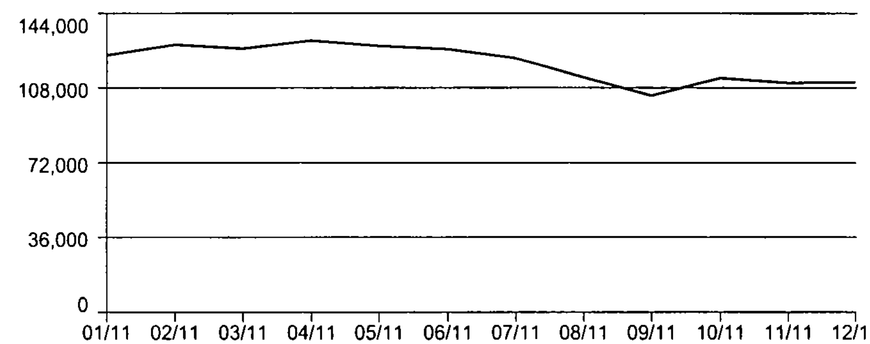
SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Progress summary

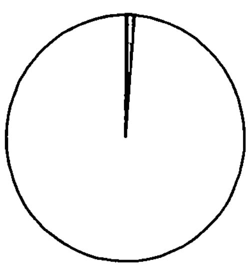
	THIS PERIOD	THIS YEAR
Opening value	**$110,374.56**	**$0.00**
Cash deposited	0 00	4,270 98
Securities deposited	0 00	119,852 22
Cash withdrawn	-23 66	-3,216 63
Securities withdrawn	0 00	0 00
Income earned	483 37	4,668 98
Change in value	-158 42	-14,899 70
Closing value	**$110,675.85**	**$110,675.85**

Value over time



Portfolio summary

CURRENT



	ASSET TYPE	PREVIOUS VALUE ON NOV 30	%	CURRENT VALUE ON DEC 31	%	ESTIMATED ANN INCOME
ASSETS	Cash and sweep balances	1,525 93	1 38	1,434 31	1 30	0
	Stocks, options & ETFs	108,848 63	98 62	109,241 54	98 70	3,951
	Fixed income securities	0 00	0 00	0 00	0 00	0
	Mutual funds	0 00	0 00	0 00	0 00	0
	Asset value	**$110,374.56**	**100%**	**$110,675.85**	**100%**	**$3,951**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Cash flow summary

	THIS PERIOD	THIS YEAR
Opening value of cash and sweep balances	**$1,525.93**	
Income and distributions	483 37	4,668.98
Securities sold and redeemed	1,293 15	24,941 23
Other additions	0 00	4,270 98
Net additions to cash	**$1,776.52**	**$33,881.19**
Securities purchased	-1,844 48	-29,230 25
Other subtractions	-23 66	-3,216 63
Net subtractions from cash	**-$1,868.14**	**-$32,446.88**
Closing value of cash and sweep balances	**$1,434.31**	

Income summary

		THIS PERIOD	THIS YEAR
TAXABLE	Money market/sweep funds	0 01	0 46
	Ordinary dividends and ST capital gains	0 00	20 28
	Qualified dividends	483 36	4,755 07
	Total taxable income	**$483.37**	**$4,775.81**
	Total federally tax-exempt income	**$0.00**	**$0.00**
	Total income	**$483.37**	**$4,775.81**

Gain/loss summary

	UNREALIZED	THIS PERIOD REALIZED	THIS YEAR REALIZED
Short term (S)	-2,759 74	0 00	160 33
Long term (L)	-22,497 34	-230 19	-1,940 14
Total	**-$25,257.08**	**-$230.19**	**-$1,779.81**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	1,293 15	27,385 60	Foreign withholding	-23 66	-531 93

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0 00	0 00	1 04	0 00
BANK DEPOSIT SWEEP	1 30	0 01	1,433 27	0 14
Interest Period 12/01/11 - 12/31/11				
Total Cash and Sweep Balances	**1.30**		**$1,434.31**	**$0.14**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AEGON N V ORD AMER REG AEG									
Acquired 11/10/04 L nc		74 37000	12 01	893 56		298 97	-594 59		
Acquired 05/25/05 L nc		1	12 21	12 21		4 02	-8 19		
Acquired 09/29/05 L nc		1	13 71	13 71		4 02	-9 69		
Acquired 09/14/07 L nc		1	18 28	18 28		4 02	-14 26		
Acquired 02/14/08 L nc		70	14 03	982 57		281 40	-701 17		
Acquired 05/23/08 L nc		4	15.16	60 64		16 08	-44 56		
Acquired 08/20/08 L nc		75	11 49	862 34		301.50	-560 84		
Acquired 09/15/08 L nc		5 63000	10 16	57 20		22 63	-34 57		
Total	**0.84**	**232**		**$2,900.51**	**4.0200**	**$932.64**	**-$1,967.87**	**N/A**	**N/A**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICA MOVIL SAB DE CV ADR SERIES L AMX									
Acquired 12/15/11 S		15	22 50	337 62		339 00	1 38		
Acquired 12/27/11 S		30	22 51	675 56		678 00	2.44		
Total	**0.92**	**45**		**$1,013.18**	**22.6000**	**$1,017.00**	**$3.82**	**$12.87**	**1.27**
ASTELLAS PHARMA-UNSO ADR ALPMY									
Acquired 12/15/10 L nc	1 28	35	37 13	1,299 76	40 3700	1,412 95	113 19	49 87	3 52
ASTRAZENECA PLC SPON ADR AZN									
Acquired 06/15/07 L nc		20	51 49	1,029 94		925 80	-104 14		
Acquired 11/29/07 L nc		25	46 98	1,174 57		1,157 25	-17 32		
Total	**1.88**	**45**		**$2,204.51**	**46.2900**	**$2,083.05**	**-$121.46**	**$121.50**	**5.83**
AT & T INC T									
Acquired 12/01/04 L nc		21	20 94	443 14		635 04	191 90		
Acquired 08/26/08 L nc		30	30 47	914 10		907 20	-6 90		
Acquired 10/27/09 L nc		15	25 35	380 39		453 60	73 21		
Total	**1.80**	**66**		**$1,737.63**	**30.2400**	**$1,995.84**	**$258.21**	**$116.16**	**5.82**
BANK OF AMERICA CORP BAC									
Acquired 08/01/07 L nc		4 16666	148 81	620 08		23 17	-596 91		
Acquired 08/03/07 L nc		5 83334	137 62	802 80		32 43	-770 37		
Acquired 07/03/08 L nc		45	22 31	1,004 18		250 20	-753.98		
Acquired 12/18/09 L nc		50	15 01	751 00		278 00	-473 00		
Acquired 09/27/10 L nc		25	13 47	336 99		139 00	-197 99		
Acquired 04/29/11 S		30	12 35	370 50		166 80	-203 70		
Total	**0.80**	**160**		**$3,885.55**	**5.5600**	**$889.60**	**-$2,995.95**	**$6.40**	**0.72**
BB&T CORP BBT									
Acquired 07/02/08 L nc	0 68	30	24 00	720 23	25 1700	755 10	34 87	19 20	2 54
BOSTON SCIENTIFIC CORP BSX									
Acquired 10/02/06 L nc		85	14 66	1,246.91		453 90	-793 01		

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 03/14/07 L nc		85	15 17	1,290 22		453 90	-836 32		
Total	**0.82**	**170**		**$2,537.13**	**5.3400**	**$907.80**	**-$1,629.33**	**N/A**	**N/A**
BP PLC SPONS ADR BP									
Acquired 07/27/11 S	0 58	15	45 57	683 68	42 7400	641 10	-42 58	25 20	3 93
BRASIL TELECOM S A SPONSORED ADR REPSTG COM BTM/C									
Acquired 11/24/09 L nc	0 20	36	N/A##	N/A	6 1600	221 76	N/A	5 90	2 66
BRASIL TELECOM SA-ADR SPONSORED ADR REPSTG PREFERRED SHARES BTM									
Acquired 11/24/09 L nc	1 04	65	N/A##	N/A	17 7900	1,156 35	N/A	34 58	2 99
CANON INC ADR REP 5SHS CAJ									
Acquired 10/22/08 L nc	1 79	45	33 45	1,505 60	44 0400	1,981 80	476 20	65 11	3 28
CARREFOUR SA SPONS ADR CRRFY									
Acquired 06/05/09 L nc		45	9 11	410 39		201 60	-208 79		
Acquired 09/24/09 L nc		80	9 08	726 72		358 40	-368 32		
Acquired 06/08/10 L nc		65	7 95	517 13		291 20	-225 93		
Acquired 12/29/10 L nc		100	8 41	841 68		448 00	-393 68		
Acquired 10/03/11 S		60	4 51	271 10		268 80	-2 30		
Total	**1.42**	**350**		**$2,767.02**	**4.4800**	**$1,568.00**	**-$1,199.02**	**$79.80**	**5.09**
CENTRAIS ELEC BRAZ COM ELBRAS ON SPON ADR SHRS EBR									
Acquired 01/10/02 L nc	0 92	105	6 64	697 77	9 7100	1,019 55	321 78	55 02	5 39
CHESAPEAKE ENERGY CORP CHK									
Acquired 05/21/10 L nc		5	20 99	105 00		111 45	6 45		
Acquired 07/27/10 L nc		60	21 17	1,270 22		1,337 40	67 18		
Acquired 12/08/10 L nc		15	22 79	342 00		334 35	-7 65		
Total	**1.61**	**80**		**$1,717.22**	**22.2900**	**$1,783.20**	**$65.98**	**$28.00**	**1.57**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CHEVRON CORPORATION CVX									
Acquired 03/18/10 L nc		5	74 73	373 68		532 00	158 32		
Acquired 03/26/10 L nc		10	74 40	744 10		1,064 00	319 90		
Total	**1.44**	**15**		**$1,117.78**	**106.4000**	**$1,596.00**	**$478.22**	**$48.60**	**3.05**
CITIGROUP INC NEW C									
Acquired 03/30/09 L nc		25 14084	20 38	511 56		661 46	149 90		
Acquired 12/16/09 L nc		9 85916	33 89	334 16		259 39	-74 77		
Acquired 11/15/11 S		10	27 96	279 70		263 10	-16 60		
Total	**1.07**	**45**		**$1,125.42**	**26.3100**	**$1,183.95**	**$58.53**	**$1.80**	**0.15**
CORNING INC GLW									
Acquired 06/08/11 S		50	18 59	929 79		649 00	-280 79		
Acquired 06/08/11 S		50	18 59	929 79		649 00	-280 79		
Acquired 06/24/11 S		25	17 56	439 09		324 50	-114 59		
Total	**1.47**	**125**		**$2,298.67**	**12.9800**	**$1,622.50**	**-$676.17**	**$37.50**	**2.31**
DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 DSNKY									
Acquired 03/15/11 S	1 06	60	18 80	1,128 33	19 5600	1,173 60	45 27	38 22	3 25
DEUTSCHE TELEKOM AG SPON ADR DTEGY									
Acquired 06/09/04 L nc		40	17 35	694 37		458 00	-236 37		
Acquired 09/28/05 L nc		85	18 16	1,543 81		973 25	-570 56		
Acquired 03/14/07 L nc		50	16 27	813 93		572 50	-241 43		
Total	**1.81**	**175**		**$3,052.11**	**11.4500**	**$2,003.75**	**-$1,048.36**	**$168.17**	**8.39**
ELI LILLY & CO LLY									
Acquired 08/27/09 L nc		15	33 98	509 79		623 40	113 61		
Acquired 02/08/10 L nc		15	34 80	522 09		623 40	101 31		
Acquired 11/19/10 L nc		15	34 61	519 30		623 40	104 10		
Total	**1.69**	**45**		**$1,551.18**	**41.5600**	**$1,870.20**	**$319.02**	**$88.20**	**4.72**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
ENI S P A SPON ADR E									
Acquired 07/29/09 L nc		10	48 40	484 00		412 70	-71 30		
Acquired 08/05/09 L nc		10	46 65	466 51		412 70	-53 81		
Acquired 08/12/09 L nc		15	45 50	682 62		619 05	-63 57		
Acquired 02/04/10 L nc		10	46 75	467 51		412 70	-54 81		
Acquired 03/22/10 L nc		10	46 10	461 03		412 70	-48 33		
Acquired 12/16/10 L nc		10	43 22	432 20		412 70	-19 50		
Total	**2.42**	**65**		**$2,993.87**	**41.2700**	**$2,682.55**	**-$311.32**	**$133.18**	**4.96**
ERICSSON (LM) TEL-SP ADR NEW ERIC									
Acquired 01/23/08 L nc	1 19	130	10 67	1,388 11	10 1300	1,316 90	-71 21	33 54	2 54
FRANCE TELECOM SPON ADR FTE									
Acquired 09/20/06 L nc		79 06500	22 15	1,751 91		1,238 16	-513 75		
Acquired 04/22/10 L nc		15	22 65	339 88		234 90	-104 98		
Acquired 05/13/10 L nc		15	20 17	302 60		234 90	-67 70		
Acquired 11/09/11 S		20	17 10	342 09		313 20	-28 89		
Reinvestments L nc		2 93500	22 90	67 22		45 96	-21 26		
Total	**1.87**	**132**		**$2,803.70**	**15.6600**	**$2,067.12**	**-$736.58**	**$216.61**	**10.48**
FUJIFILM HLDGS CORP ADR 2 ORD FUJIY									
Acquired 04/07/04 L nc		35	32 39	1,133 86		814 10	-319 76		
Acquired 02/07/11 S		10	36 16	361 68		232 60	-129 08		
Acquired 04/05/11 S		20	29 78	595 78		465 20	-130 58		
Total	**1.37**	**65**		**$2,091.32**	**23.2600**	**$1,511.90**	**-$579.42**	**$19.37**	**1.28**
GENERAL ELECTRIC COMPANY GE									
Acquired 04/15/09 L nc	1 54	95	11 72	1,113 84	17 9100	1,701 45	587 61	64 60	3 79
GLAXOSMITHKLINE PLC-ADR GSK									
Acquired 06/04/07 L nc		30	51 26	1,537 83		1,368 90	-168 93		
Acquired 07/25/07 L nc		20	52 58	1,051 71		912 60	-139 11		

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**2.06**	**50**		**$2,589.54**	**45.6300**	**$2,281.50**	**-$308.04**	**$110.30**	**4.83**
HEWLETT-PACKARD COMPANY HPQ									
Acquired 10/19/11 S		25	24 96	624 04		644 00	19 96		
Acquired 11/21/11 S		35	27 01	945 35		901 60	-43 75		
Total	**1.40**	**60**		**$1,569.39**	**25.7600**	**$1,545.60**	**-$23.79**	**$28.80**	**1.86**
HONDA MOTOR LTD NEW AMERICAN SHARES 10/76 HMC									
Acquired 03/24/11 S		35	37 91	1,327 04		1,069 25	-257 79		
Acquired 06/02/11 S		10	37 70	377 05		305 50	-71 55		
Total	**1.24**	**45**		**$1,704.09**	**30.5500**	**$1,374.75**	**-$329.34**	**$31.09**	**2.26**
INTEL CORP INTC									
Acquired 11/13/08 L nc	0 88	40	13 54	541 92	24 2500	970 00	428 08	33 60	3 46
INTESA SANPAOLO SPON ADR ISNPY									
Acquired 03/31/10 L nc		20	22 69	453 92		198 80	-255 12		
Acquired 03/08/11 S		45	19 63	883 37		447 30	-436 07		
Acquired 09/29/11 S		30	9 62	288 64		298 20	9 56		
Total	**0.85**	**95**		**$1,625.93**	**9.9400**	**$944.30**	**-$681.63**	**$46.07**	**4.88**
J SAINSBURY PLC ADR (NEW) JSAIY									
Acquired 08/26/08 L nc		40	24 05	962 00		746 00	-216 00		
Acquired 12/09/09 L nc		15	20 75	311 39		279 75	-31 64		
Acquired 03/29/11 S		20	21 73	434 76		373 00	-61 76		
Total	**1.26**	**75**		**$1,708.15**	**18.6500**	**$1,398.75**	**-$309.40**	**$73.57**	**5.26**
KONINKLIJKE AHOLD ADR AHONY									
Acquired 12/17/03 L nc		57	9 26	527 89		766 65	238 76		
Acquired 11/11/05 L nc		92	8 79	809 01		1,237 40	428 39		
Total	**1.81**	**149**		**$1,336.90**	**13.4500**	**$2,004.05**	**$667.15**	**$51.85**	**2.59**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
KROGER COMPANY COMMON KR									
Acquired 01/08/10 L nc		25	20 25	506 31		605 50	99 19		
Acquired 06/16/10 L nc		55	19 94	1,097 12		1,332 10	234 98		
Total	**1.75**	**80**		**$1,603.43**	**24.2200**	**$1,937.60**	**$334.17**	**$36.80**	**1.90**
LOWES COMPANIES INC LOW									
Acquired 08/03/10 L nc		45	20 81	936 72		1,142 10	205 38		
Acquired 09/15/10 L nc		35	21 37	748 30		888 30	140 00		
Total	**1.83**	**80**		**$1,685.02**	**25.3800**	**$2,030.40**	**$345.38**	**$44.80**	**2.21**
MARKS & SPENCER PLC-ADR MAKSY									
Acquired 08/26/08 L nc	1 59	185	9 38	1,735 30	9 5200	1,761 20	25 90	94 72	5 37
MASCO CORP MAS									
Acquired 03/04/08 L nc		40	18 95	758 00		419 20	-338 80		
Acquired 05/14/08 L nc		45	18 57	836 09		471 60	-364 49		
Total	**0.80**	**85**		**$1,594.09**	**10.4800**	**$890.80**	**-$703.29**	**$25.50**	**2.86**
MERCK & CO INC NEW MRK									
Acquired 11/05/09 L nc	1 43	42	19 33	811 97	37 7000	1,583 40	771 43	63 84	4 03
MICROSOFT CORP MSFT									
Acquired 05/12/06 L nc		15	23 23	348 45		389 40	40 95		
Acquired 06/07/06 L nc		50	22 27	1,113 50		1,298 00	184 50		
Acquired 01/30/09 L nc		30	17 22	516.90		778 80	261 90		
Acquired 12/31/10 S nc		15	27 69	415 49		389 40	-26 09		
Acquired 03/09/11 S		15	25 68	385 35		389 40	4 05		
Acquired 05/16/11 S		15	24 87	373 16		389 40	16 24		
Acquired 12/12/11 S		15	25 42	381 30		389 40	8 10		
Total	**3.64**	**155**		**$3,534.15**	**25.9600**	**$4,023.80**	**$489.65**	**$124.00**	**3.08**
MITSUBISHI UFJ FINANCIAL ADR MTU									
Acquired 02/09/07 L nc		50	11 89	594 82		209 50	-385 32		
Acquired 07/18/07 L nc		85	10 96	932 06		356 15	-575 91		

SOL WAXMAN AND TINA P WAXMAN
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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 09/19/07 L nc		105	9 18	964 18		439 95	-524 23		
Total	**0.91**	**240**		**$2,491.06**	**4.1900**	**$1,005.60**	**-$1,485.46**	**$33.36**	**3.32**
MIZUHO FINANCIAL GRP ADR MFG									
Acquired 05/02/07 L nc		115	12 14	1,396 81		308 20	-1,088 61		
Acquired 09/19/07 L nc		110	11 06	1,217 15		294 80	-922 35		
Total	**0.54**	**225**		**$2,613.96**	**2.6800**	**$603.00**	**-$2,010.96**	**$47.25**	**7.84**
MS&AD INS GROUP HLDGS MSADY									
Acquired 09/20/07 L nc		120	17 67	2,120 51		1,090 80	-1,029 71		
Acquired 08/26/08 L nc		60	15 15	909 00		545 40	-363 60		
Total	**1.48**	**180**		**$3,029.51**	**9 0900**	**$1,636.20**	**-$1,393.31**	**$46.44**	**2.84**
NEWS CORP INC-CL A NWSA									
Acquired 08/05/11 S		20	14 73	294 77		356 80	62 03		
Acquired 09/08/11 S		20	16 46	329 21		356 80	27 59		
Acquired 10/03/11 S		95	15 45	1,468 37		1,694 80	226 43		
Total	**2.18**	**135**		**$2,092.35**	**17.8400**	**$2,408.40**	**$316.05**	**$25.65**	**1.07**
NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR NTT									
Acquired 12/04/01 L nc		20	18 98	379 60		506 60	127 00		
Acquired 05/07/07 L nc		45	25 81	1,161 77		1,139 85	-21 92		
Acquired 06/15/07 L nc		50	22 48	1,124 43		1,266 50	142 07		
Total	**2.63**	**115**		**$2,665.80**	**25.3300**	**$2,912.95**	**$247.15**	**$87.17**	**2.99**
PEPSICO INCORPORATED PEP									
Acquired 09/16/11 S		5	61 98	309 92		331 75	21 83		
Acquired 10/14/11 S		20	62 04	1,241 00		1,327 00	86 00		
Acquired 10/20/11 S		15	61 98	929 84		995 25	65 41		
Total	**2.40**	**40**		**$2,480.76**	**66.3500**	**$2,654.00**	**$173.24**	**$82.40**	**3.10**
PFIZER INCORPORATED PFE									
Acquired 11/16/05 L nc		30	21 68	650 40		649 20	-1 20		
Acquired 07/31/08 L nc		55	18 83	1,035 97		1,190 20	154 23		

SOL WAXMAN AND TINA P WAXMAN
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Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 10/16/09 L nc		44	17 51	770 66		952 16	181 50		
Total	**2.52**	**129**		**$2,457.03**	**21.6400**	**$2,791.56**	**$334.53**	**$113.52**	**4.07**
PNC FINANCIAL SERVICES GROUP PNC									
Acquired 10/31/07 L nc		1 50943	644 96	937 16		87 05	-850 11		
Acquired 11/05/07 L nc		2 83018	590 88	1,609 85		163 22	-1,446 63		
Acquired 05/29/08 L nc		5 66039	151 44	825 22		326 43	-498 79		
Acquired 06/23/11 S		10	56 06	560 67		576 70	16 03		
Total	**1.04**	**20**		**$3,932.90**	**57.6700**	**$1,153.40**	**-$2,779.50**	**$28.00**	**2.43**
PORTUGAL TELECOM SGPS-SP ADR PT									
Acquired 02/18/04 L nc		55	11 78	648 13		317 35	-330 78		
Acquired 04/21/04 L nc		55	10 91	600 05		317 35	-282 70		
Total	**0.57**	**110**		**$1,248.18**	**5.7700**	**$634.70**	**-$613.48**	**$98.12**	**15.46**
SAFEWAY INC NEW SWY									
Acquired 02/06/04 L nc		35	22 82	798 77		736 40	-62 37		
Acquired 02/23/05 L nc		40	18 14	725 63		841 60	115 97		
Total	**1.43**	**75**		**$1,524.40**	**21.0400**	**$1,578.00**	**$53.60**	**$43.50**	**2.76**
SANOFI ADR SNY									
Acquired 01/28/05 L nc		30	37 43	1,122 94		1,096 20	-26 74		
Acquired 10/07/05 L nc		20	42 10	842 07		730 80	-111.27		
Acquired 11/09/06 L nc		25	42 79	1,069 87		913 50	-156 37		
Total	**2.48**	**75**		**$3,034.88**	**36.5400**	**$2,740.50**	**-$294.38**	**$99.22**	**3.62**
SEVEN & I HOLDINGS ADR SVNDY									
Acquired 09/28/10 L nc	1 75	35	46 91	1,641 98	55 2500	1,933 75	291 77	46 09	2 38
SONY CORP ADR NEW SNE									
Acquired 08/26/08 L nc		35	38 56	1,349 60		631 40	-718 20		
Acquired 09/10/10 L nc		15	29 84	447 69		270 60	-177 09		
Acquired 06/17/11 S		15	24 78	371 82		270 60	-101 22		
Total	**1.06**	**65**		**$2,169.11**	**18.0400**	**$1,172.60**	**-$996 51**	**$18.65**	**1.59**

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
STMICROELECTRONICS N V SHS N Y REGISTRY STM									
Acquired 02/28/05 L nc		55	17 95	987 45		326 15	-661 30		
Acquired 05/27/05 L nc		45	15 34	690 49		266 85	-423 64		
Acquired 06/03/11 S		45	10 99	494 55		266 85	-227 70		
Total	**0.78**	**145**		**$2,172.49**	**5 9300**	**$859.85**	**-$1,312.64**	**$49.30**	**5.73**
SUMITOMO MITSUI FINL GROUP INC SPON ADR SMFG									
Acquired 08/30/07 L nc		80	15 63	1,251 18		440 80	-810 38		
Acquired 09/20/07 L nc		90	14 09	1,268 21		495 90	-772 31		
Total	**0.85**	**170**		**$2,519.39**	**5.5100**	**$936.70**	**-$1,582.69**	**$39.27**	**4.19**
SUPERVALU INC SVU									
Acquired 06/02/06 L nc		4 37500	29 23	127 88		35 53	-92 35		
Acquired 06/02/06 L nc		9 62500	29 23	281 34		78 15	-203 19		
Total	**0.10**	**14**		**$409.22**	**8.1200**	**$113.68**	**-$295.54**	**$4.90**	**4.31**
SWISS RE LTD SPONSORED ADR SSREY									
Acquired 06/03/11 S	1 37	30	59 34	1,780 44	50 5500	1,516 50	-263 94	N/A	N/A
TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR TKPYY									
Acquired 03/24/11 S	1 10	55	24 11	1,326 45	22 0500	1,212 75	-113 70	55 44	4 57
TE CONNECTIVITY LTD TEL									
Acquired 02/24/11 S		40	35 38	1,415 59		1,232 40	-183 19		
Acquired 12/19/11 S		15	29 99	450 00		462 15	12 15		
Total	**1.53**	**55**		**$1,865.59**	**30.8100**	**$1,694.55**	**-$171.04**	**$39.60**	**2.34**
TELE NORTE LESTE PARTICIPACOES S A SPON ADR REPSTG PFD TNE									
Acquired 07/11/07 L nc	0 47	55	N/A##	N/A	9 5100	523 05	N/A	26 40	5 04

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
TELECOM ITALIA SPA SPON ADR TI									
Acquired 01/30/03 L nc		66	22 89	1,511 51		702 90	-808 61		
Acquired 11/10/06 L nc		50	30 26	1,513 23		532 50	-980 73		
Acquired 02/16/07 L nc		30	31 67	950 14		319 50	-630 64		
Acquired 08/13/08 L nc		50	17 36	868 07		532 50	-335 57		
Acquired 06/06/11 S		30	14 05	421 64		319 50	-102 14		
Total	**2.17**	**226**		**$5,264.59**	**10.6500**	**$2,406.90**	**-$2,857.69**	**$240.23**	**9.98**
TELEFONICA S A SPON ADR TEF									
Acquired 12/04/01 L nc		18	12 74	222 95		309 42	86 47		
Acquired 06/15/11 S		25	22 66	566 53		429 75	-136 78		
Total	**0.67**	**43**		**$789.48**	**17.1900**	**$739.17**	**-$50.31**	**$73.61**	**9.96**
TIM PARTICIPACOES S A SPONSORED ADR TSU									
Acquired 10/11/04 L nc		4 87500	N/A##	N/A		125 78	N/A		
Acquired 07/10/08 L nc		8 12500	N/A##	N/A		209 62	N/A		
Total	**0.30**	**13**		**$0.00**	**25.8000**	**$335.40**	**$0.00**	**$8.03**	**2.39**
TOKIO MARINE HOLDING ADR TKOMY									
Acquired 12/04/01 L nc		12	15 29	185 03		264 00	78 97		
Acquired 01/07/08 L nc		40	35 62	1,424.87		880.00	-544 87		
Total	**1.03**	**52**		**$1,609.90**	**22.0000**	**$1,144.00**	**-$465.90**	**$27.97**	**2.44**
TOTAL S A SPONS ADR TOT									
Acquired 04/16/10 L nc		10	58 08	580 82		511 10	-69 72		
Acquired 04/26/10 L nc		10	57 02	570 26		511 10	-59 16		
Acquired 04/29/10 L nc		10	55 12	551 23		511 10	-40 13		
Acquired 07/26/10 L nc		15	48 97	734 64		766 65	32 01		
Acquired 12/23/10 L nc		10	53 06	530 63		511 10	-19 53		
Total	**2.54**	**55**		**$2,967.58**	**51.1100**	**$2,811.05**	**-$156.53**	**$148.22**	**5.27**

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
TOYOTA MTR CORP ADR NEW 3/82 TM									
Acquired 11/16/09 L nc		20	79 07	1,581 54		1,322 60	-258 94		
Acquired 11/20/09 L nc		5	77 30	386 52		330 65	-55 87		
Acquired 12/15/10 L nc		5	78 67	393 40		330 65	-62 75		
Acquired 01/28/11 S		5	82 74	413 72		330 65	-83 07		
Total	**2.09**	**35**		**$2,775.18**	**66.1300**	**$2,314.55**	**-$460.63**	**$40.74**	**1.76**
UNILEVER N V ADR UN									
Acquired 11/02/04 L nc		30	19 75	592 54		1,031 10	438 56		
Acquired 04/27/09 L nc		25	19 17	479 31		859 25	379 94		
Acquired 04/28/11 S		25	33 09	827 40		859 25	31 85		
Total	**2.48**	**80**		**$1,899.25**	**34.3700**	**$2,749.60**	**$850.35**	**$84.32**	**3.07**
VALERO ENERGY CORP NEW (VALERO REFNG & MKTING) VLO									
Acquired 07/31/09 L nc		10	18 00	180 00		210 50	30 50		
Acquired 09/01/09 L nc		35	18 45	645 94		736 75	90 81		
Acquired 11/19/09 L nc		20	16 31	326 37		421 00	94 63		
Acquired 06/15/11 S		15	24 95	374 37		315 75	-58 62		
Total	**1.52**	**80**		**$1,526.68**	**21.0500**	**$1,684.00**	**$157.32**	**$48.00**	**2.85**
WELLS FARGO COMPANY WFC									
Acquired 04/23/08 L nc		15 42857	135 52	2,025 33		425 21	-1,600 12		
Acquired 08/26/08 L nc		11 57143	73 52	824 12		318 91	-505 21		
Acquired 10/02/09 L nc		15	26 20	393 12		413 40	20 28		
Acquired 11/13/09 L nc		20	27 85	557 20		551 20	-6 00		
Acquired 06/10/11 S		15	25 75	386 27		413 40	27 13		
Total	**1.92**	**77**		**$4,186.04**	**27.5600**	**$2,122.12**	**-$2,063.92**	**$36.96**	**1.74**
WESTERN DIGITAL CORP WDC									
Acquired 01/19/11 S		50	32 84	1,642 42		1,547 50	-94 92		
Acquired 09/23/11 S		10	26 04	260 50		309 50	49 00		
Total	**1.68**	**60**		**$1,902.92**	**30.9500**	**$1,857.00**	**-$45.92**	**N/A**	**N/A**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
XEROX CORP XRX									
Acquired 12/04/01 L nc		20	8 49	169 80		159 20	-10 60		
Acquired 07/25/05 L nc		70	13 09	916 46		557 20	-359 26		
Acquired 10/27/09 L nc		55	7 72	424 68		437 80	13 12		
Total	**1.04**	**145**		**$1,510.94**	**7.9600**	**$1,154.20**	**-$356.74**	**$24.65**	**2.14**
Total Stocks and ETFs	**98.70**			**$132,262.06**		**$109,241.54**	**-$25,257.08**	**$3,951.35**	**3.62**
Total Stocks, options & ETFs	**98.70**			**$132,262.06**		**$109,241.54**	**-$25,257.08**	**$3,951.35**	**3.62**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			1,525 93
12/01	Cash	DIVIDEND		INTEL CORP 120111 75		15 75	
12/01	Cash	DIVIDEND		KROGER COMPANY COMMON 120111 80		9 20	
12/01	Cash	DIVIDEND		WELLS FARGO COMPANY 120111 77		9 24	1,560 12
12/02	Cash	DIVIDEND		HONDA MOTOR LTD NEW AMERICAN SHARES 10/76 120211 45		8 53	
12/02	Cash	WITHHOLDING		FRGN-W/H @ SOURCE HONDA MOTOR CO LTD		-0 60	1,568 05
12/05	Cash	SALE	-25 00000	DEUTSCHE TELEKOM AG SPON ADR WE ACTED AS AGENT FOR YOUR ACCOUNT	12 4220	310 54	1,878 59
12/06	Cash	DIVIDEND		PFIZER INCORPORATED 120611 154		30 80	

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Activity detail continued

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/06	Cash	DIVIDEND		STMICROELECTRONICS N V SHS N Y REGISTRY 120611 145		14 51	
12/06	Cash	WITHHOLDING		FRGN-W/H @ SOURCE STMICROELECTRONICS N V		-2 18	1,921 72
12/08	Cash	DIVIDEND		MICROSOFT CORP 120811 140		28 00	
12/08	Cash	DIVIDEND		SONY CORP ADR NEW 120811 65		10 20	
12/08	Cash	WITHHOLDING		FRGN-W/H @ SOURCE SONY CORP ADR NEW		-0 71	1,959 21
12/09	Cash	DIVIDEND		SUMITOMO MITSUI FINL GROUP INC SPON ADR 120911 170		21 51	
12/09	Cash	WITHHOLDING		FRGN-W/H @ SOURCE SUMITOMO MITSUI FINL SA		-1 51	1,979 21
12/12	Cash	DIVIDEND		CHEVRON CORPORATION 121211 15		12 15	
12/12	Cash	DIVIDEND		ELI LILLY & CO 120911 45 AS OF 12/09/11		22 05	
12/12	Cash	DIVIDEND		TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR 121211 55		30 43	
12/12	Cash	DIVIDEND		TOYOTA MTR CORP ADR NEW 3/82 121211 35		17 78	
12/12	Cash	PURCHASE	15 00000	MICROSOFT CORP WE ACTED AS AGENT FOR YOUR ACCOUNT	25 4200	-381 30	
12/12	Cash	WITHHOLDING		FRGN-W/H @ SOURCE TAKEDA PHARMACEUTICAL CO		-2 13	
12/12	Cash	WITHHOLDING		FRGN-W/H @ SOURCE TOYOTA MTR CORP ADR F		-1 24	1,676 95
12/13	Cash	DIVIDEND		TOKIO MARINE HOLDING ADR 121311 52		15 40	
12/13	Cash	WITHHOLDING		FRGN-W/H @ SOURCE TOKIO MARINE HOLDING		-1 08	1,691 27

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Activity detail continued

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/14	Cash	DIVIDEND		UNILEVER N V ADR 121411 80		24 53	
12/14	Cash	DIVIDEND		VALERO ENERGY CORP NEW (VALERO REFNG & MKTING) 121411 80		12 00	
12/14	Cash	WITHHOLDING		FRGN-W/H @ SOURCE UNILEVER N V F		-3 68	1,724 12
12/15	Cash	DIVIDEND		DAIICHI SANKYO CO- CHG UNSPONSORED ADR 121511 60		20 43	
12/15	Cash	DIVIDEND		SUPERVALU INC 121511 14		1 23	
12/15	Cash	DIVIDEND		TE CONNECTIVITY LTD 121511 40		7 20	
12/15	Cash	PURCHASE	15 00000	AMERICA MOVIL SAB DE CV ADR SERIES L WE ACTED AS AGENT FOR YOUR ACCOUNT	22 5077	-337 62	
12/15	Cash	WITHHOLDING		FRGN-W/H @ SOURCE DAIICHI SANKYO CO-UNSPON		-1 43	1,413 93
12/16	Cash	DIVIDEND		ASTELLAS PHARMA-UNSO ADR 121611 35		26 14	
12/16	Cash	DIVIDEND		CORNING INC 121611 125		9 38	
12/16	Cash	SALE	-10 00000	GLAXOSMITHKLINE PLC-ADR WE ACTED AS AGENT FOR YOUR ACCOUNT	45 0039	450 03	
12/16	Cash	SALE	-25 00000	PFIZER INCORPORATED WE ACTED AS AGENT FOR YOUR ACCOUNT	21 3039	532 58	
12/16	Cash	WITHHOLDING		FRGN-W/H @ SOURCE ASTELLAS PHARMA-UNSO ADR		-1 83	2,430 23
12/19	Cash	DIVIDEND		BP PLC SPONS ADR 121911 15		6 30	
12/19	Cash	DIVIDEND		MIZUHO FINANCIAL GRP ADR 121911 225		17 12	
12/19	Cash	DIVIDEND		MITSUBISHI UFJ FINANCIAL ADR 121911 240		18 26	

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Activity detail continued

DATE	ACCOUNT TYPE	TRANSACTION/ CHECK NUMBER	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/19	Cash	DIVIDEND		NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR 121911 130		57 91	
12/19	Cash	PURCHASE	15 00000	TE CONNECTIVITY LTD WE ACTED AS AGENT FOR YOUR ACCOUNT	29 9997	-450 00	
12/19	Cash	WITHHOLDING		FRGN-W/H @ SOURCE MIZUHO FINANCIAL GRP ADR		-1 20	
12/19	Cash	WITHHOLDING		FRGN-W/H @ SOURCE MITSUBISHI UFJ FINANCIAL		-1 28	
12/19	Cash	WITHHOLDING		FRGN-W/H @ SOURCE NIPPON TELE & TELE CORP		-4 05	2,073 29
12/20	Cash	DIVIDEND		FUJIFILM HLDGS CORP ADR 2 ORD 122011 65		11 56	
12/20	Cash	WITHHOLDING		FRGN-W/H @ SOURCE FUJIFILM HLDGS CORP ADR		-0 81	2,084 04
12/22	Cash	DIVIDEND		MS&AD INS GROUP HLDGS 122211 180		24 15	
12/22	Cash	WITHHOLDING		FRGN-W/H @ SOURCE MS&AD INS GROUP HLDGS		-1 69	2,106 50
12/23	Cash	DIVIDEND		BANK OF AMERICA CORP 122311 160		1 60	2,108 10
12/27	Cash	PURCHASE	30 00000	AMERICA MOVIL SAB DE CV ADR SERIES L WE ACTED AS AGENT FOR YOUR ACCOUNT	22 5188	-675 56	1,432 54
12/29	Cash	WITHHOLDING		STMICROELECTRONICS N V FOREIGN TAX REFUND 5/31/2011		0 72	1,433 26
12/30	Cash	INTEREST		BANK DEPOSIT SWEEP 123011 1,433		0 01	
12/30	Cash	WITHHOLDING		STMICROELECTRONICS N V FOREIGN TAX REFUND 8/30/2011		1 04	1,434 31

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER 3708-3157

Cash sweep activity

Our Cash Sweep program allows you to earn a return on the idle cash balances in your account by automatically investing such balances into one of our cash sweep options These 'sweep transactions' may represent a net amount for the day and occur on settlement date The following section displays transfers into and out of your sweep option Transactions displayed here are Transfer To, Transfer From and Reinvested Dividends and Interest These transaction amounts are not included in your cash flow summary

DATE	TRANSACTION	DESCRIPTION	AMOUNT
12/01		BEGINNING BALANCE	1,502 24
12/06	TRANSFER TO	BANK DEPOSIT SWEEP	65 81
12/13	TRANSFER TO	BANK DEPOSIT SWEEP	490 20
12/15	TRANSFER FROM	BANK DEPOSIT SWEEP	-334 13
12/20	TRANSFER FROM	BANK DEPOSIT SWEEP	-183 44
12/27	TRANSFER TO	BANK DEPOSIT SWEEP	567 42
12/30	REINVEST INT	BANK DEPOSIT SWEEP	0 01
12/30	TRANSFER FROM	BANK DEPOSIT SWEEP	-674 84
12/31		ENDING BALANCE	1,433 27

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0 00	0 00	0 00	160 33	0 00	160 33
Long term	11 32	-241 51	-230 19	5,621 51	-7,561 65	-1,940 14
Total Realized Gain/Loss	**$11.32**	**-$241.51**	**-$230.19**	**$5,781.84**	**-$7,561.65**	**-$1,779.81**

Realized Gain/Loss Detail

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DEUTSCHE TELEKOM AG SPON ADR	20 00000	17 0700	12/04/01nc	12/05/11	248 43	341 40	-92 97
	5 00000	17 3594	06/09/04nc	12/05/11	62 11	86 80	-24 69
GLAXOSMITHKLINE PLC-ADR	5 00000	42 7390	02/25/04nc	12/16/11	225 01	213 69	11 32
	5 00000	51 2610	06/04/07nc	12/16/11	225 02	256 31	-31 29
PFIZER INCORPORATED	15 00000	27 2233	11/26/04nc	12/16/11	319 54	408 34	-88 80
	10 00000	21 6801	11/16/05nc	12/16/11	213 04	216 80	-3 76
Total Long term					**$1,293.15**	**$1,523.34**	**-$230.19**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION	Employer identification number (EIN) or [X] 91-2161843
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 12352 WOODLEY AVE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions GRANADA HILLS, CA 91344	

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JEFFREY M. STONE

  Telephone No ► 818-368-5374 FAX No. ► (818) 831-1166
- 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 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► [X] calendar year 20 11 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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	$ 2,058.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 2,279.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

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