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 10/01 , **2011, and ending** 09/30, **20**12

Name of foundation HELEN & WILLIAM MAZER FOUNDATION	**A** Employer identification number 02-0511160
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 542 — Room/suite	**B** Telephone number (see instructions) (908) 464-8221
City or town, state, and ZIP code BERKELEY HEIGHTS, NJ 07922	**C** If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 13,566,640.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

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

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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,254.	2,254.		ATCH 1
	4 Dividends and interest from securities	307,287.	307,287.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	379,444.			
	b Gross sales price for all assets on line 6a 2,024,820.				
	7 Capital gain net income (from Part IV, line 2)		379,444.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	55,084.	55,084.		ATCH 3
	12 **Total.** Add lines 1 through 11	744,069.	744,069.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,500.			7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	3,500.	1,167.		2,333.
	b Accounting fees (attach schedule) ATCH 5	4,850.	1,616.		3,234.
	c Other professional fees (attach schedule) *	841.	841.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	13,698.	13,698.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	104,730.	103,788.		942.
	24 **Total operating and administrative expenses** Add lines 13 through 23	135,119.	121,110.		14,009.
	25 Contributions, gifts, grants paid	666,517.			666,517.
	26 Total expenses and disbursements Add lines 24 and 25	801,636.	121,110.	0	680,526.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-57,567.			
	b **Net investment income** (if negative, enter -0-)		622,959.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	844,137.	1,066,597.	1,066,597.
	2 Savings and temporary cash investments			
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	9,172,357.	8,880,135.	11,950,590.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	568,861.	549,453.	549,453.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	10,585,355.	10,496,185.	13,566,640.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 11)	33,863.		
	23 **Total liabilities** (add lines 17 through 22)	33,863.	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	6,697,565.	6,697,565.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,853,927.	3,798,620.	
	30 **Total net assets or fund balances** (see instructions)	10,551,492.	10,496,185.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	10,585,355.	10,496,185.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,551,492.
2	Enter amount from Part I, line 27a	2	-57,567.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	2,260.
4	Add lines 1, 2, and 3	4	10,496,185.
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	10,496,185.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	379,444.
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	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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

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

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

1 Enter the appropriate amount in each column for each year, see 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 (col (b) divided by col (c))
2010	577,793.	12,465,311.	0.046352
2009	545,718.	11,150,037.	0.048943
2008	487,369.	9,893,611.	0.049261
2007	649,488.	12,477,085.	0.052054
2006	600,574.	14,072,194.	0.042678

2	**Total** of line 1, column (d)	2	0.239288
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	0.047858
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,142,556.
5	Multiply line 4 by line 3	5	581,118.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,230.
7	Add lines 5 and 6	7	587,348.
8	Enter qualifying distributions from Part XII, line 4	8	680,526.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	6,230.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	6,230.
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	6,230.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,720.		
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	9,720.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,490.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,490. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of 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 ▶ $			
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?	2		X
	If "Yes," attach a detailed description of the activities			
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		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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* ATTACHMENT 13	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 ▶ LEONARD BERKOWITZ Telephone no ▶ 908-464-8221

Located at ▶ C/O FOUNDATION P.O. BOX 542 BERKELEY HEIGHTS, NJ ZIP + 4 ▶ 07922

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 ▶			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
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	
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?	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 [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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
ATTACHMENT 14		7,500.	0	35.

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 ▶

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

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 NONE	
Total. Add lines 1 through 3 ▶	

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	11,011,344.
b	Average of monthly cash balances	1b	921,115.
c	Fair market value of all other assets (see instructions)	1c	543,356.
d	**Total** (add lines 1a, b, and c)	1d	12,475,815.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,475,815.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	333,259.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,142,556.
6	**Minimum investment return.** Enter 5% of line 5	6	607,128.

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	607,128.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,230.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,230.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	600,898.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	600,898.
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	600,898.

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	680,526.
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	680,526.
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	6,230.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	674,296.

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				600,898.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			24,599.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 680,526.				
a Applied to 2010, but not more than line 2a			24,599.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				600,898.
e Remaining amount distributed out of corpus	55,029.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	55,029.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	55,029.			
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 55,029.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
SEE STATEMENT ATTACHED				666,450.
CHARITABLE CONTRIBUTIONS				67.
Total . . . . . ▶ **3a**				666,517.
***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			14	2,254.	
4 Dividends and interest from securities			14	307,287.	
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			14	55,084.	
8 Gain or (loss) from sales of assets other than inventory			18	379,444.	
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)				744,069.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 744,069.

(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.)

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		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

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: 2/7/2013 Title: Treasurer

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
JACK MEOLA, CPA	Jack F. Meola	FEB - 4 2013		P00194457

Firm's name ▶ EISNERAMPER LLP — Firm's EIN ▶ 13-1639826

Firm's address ▶ 750 ROUTE 202 SOUTH SUITE 500 BRIDGEWATER, NJ 08807 — Phone no 908-218-5002

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VAR	VAR
152,637.		100,551.					52,086.	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,872,183.		1,544,825.					327,358.	
TOTAL GAIN(LOSS)							379,444.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MIDMARK INVESTORS LP	36.	36.
VCFA VENTURE PARTNERS III, LP	337.	337.
VCFA VENTURE PARTNERS V LP	1,818.	1,818.
MIDMARK CAPITAL II LP	63.	63.
TOTAL	2,254.	2,254.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY INVESTMENTS	104.	104.
KAHN BROTHERS	304,928.	304,928.
VCFA VENTURE PARTNERS III LP	1,332.	1,332.
VCFA VENTURE PARTNERS V, LP	923.	923.
TOTAL	307,287.	307,287.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MIDMARK EQUITY PARTNERS II LP-PORTFOLIO INCOME	260.	260.
MIDMARK INVESTORS, LP-SEC 1231 GAIN	34.	34.
MIDMARK INVESOTRS, LP-ORDINARY INCOME RECAPTURE FROM SALE OF PARTNERSHIP INT	49,336.	49,336.
VCFA VENTURE PARTNERS III, LP-OTHER INCOME FROM FLOW-THOUGH ENTITIES	13.	13.
VCFA VENTURE PARTNERS V, LP-ORDINARY BUISNESS INCOME	35.	35.
VCFA VENTURE PARTNERS V, LP-OTHER LOSS FROM FLOW-THROUGH ENTITIES	-24.	-24.
MIDMARK INVESTORS, LP-ORDINARY BUSINESS INCOME	5,555.	5,555.
VCFA VENTURE PARTNERS III, LP-ORDINARY BUSINESS INCOME	-133.	-133.
VCFA VENTURE PARTNERS III, LP-NET RENTAL REAL ESTATE INCOME	10.	10.
VCFA VENTURE PARTNERS V, LP-NET RENTAL REAL ESTATE	-6.	-6.
VCFA VENTURE PARTNERS III, LP-ROYALTY	4.	4.
TOTALS	55,084.	55,084.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	3,500.	1,167.		2,333.
TOTALS	3,500.	1,167.		2,333.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING		4,850.	1,616.		3,234.
	TOTALS	4,850.	1,616.		3,234.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PROFESSIONAL FEES FROM FLOW-THROUGH ENTITY	841.	841.
TOTALS	841.	841.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID FROM FLOW-THROUGH ENTITIES	28.	28.
FEDERAL TAX PAYMENT	13,670.	13,670.
TOTALS	13,698.	13,698.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	75,893.	75,893.	
ADMINISTRATIVE EXPENSES	881.		881.
OTHER DEDUCTIONS FROM FLOW-THROUGH ENTITIES	287.	287.	
OTHER PORTFOLIO DEDUCTION FROM FLOW-THROUGH ENTITIES	25,557.	25,557.	
SECTION 179 DEDUCTIONS FROM FLOW-THROUGH ENTITIES	2,051.	2,051.	
DELAWARE STATE FEES	25.		25.
PARKING FEES-DIRECTOR EXPENSES	36.		36.
TOTALS	104,730.	103,788.	942.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENTS - KAHN BROTHERS	8,880,135.	11,950,590.
TOTALS	8,880,135.	11,950,590.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT - MIDMARK EQUITY PA		
INVESTMENT - VCFA VENTURE PART	156,466.	156,466.
INVESTMENT - VCFA VENTURE PART	277,470.	277,470.
INVESTMENT - MIDMARK INVESTORS	42,822.	42,822.
INVESTMENT-MIDMARK CAPITAL II	70,435.	70,435.
1 SHARE - SEABOARD CORPORATION	2,260.	2,260.
TOTALS	549,453.	549,453.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
INVESTMENT - MIDMARK INVESTORS, LP	
TOTALS	

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
SEABOARD SHARE		2,260.
	TOTAL	2,260.

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

DELAWARE FILING IS NOT REQUIRE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		EXPENSE ACCT AND OTHER ALLOWANCES
LINDA BERKOWITZ C/O HELEN & WILLIAM MAZER FOUNDATIO BERKELEY HEIGHTS, NJ 07922	PRESIDENT .50	0	0	0
LEONARD BERKOWITZ C/O HELEN & WILLIAM MAZER FOUNDATIO BERKELEY HEIGHTS, NJ 07922	TREASURER 2.00	0	0	0
ALAN BERKOWITZ C/O HELEN & WILLIAM MAZER FOUNDATIO BERKELEY HEIGHTS, NJ 07922	DIRECTOR .50	0	0	0
DAVID BERKOWITZ C/O HELEN & WILLIAM MAZER FOUNDATIO BERKELEY HEIGHTS, NJ 07922	DIRECTOR .50	0	0	0
STEVEN BERCU C/O HELEN & WILLIAM MAZER FOUNDATIO BERKELEY HEIGHTS, NJ 07922	DIRECTOR 2.00	7,500.	0	35.
	GRAND TOTALS	7,500.		35.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: HELEN & WILLIAM MAZER FOUNDATION

Employer identification number: 02-0511160

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	52,086.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	52,086.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	327,358.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	327,358.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			52,086.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			327,358.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			379,444.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: HELEN & WILLIAM MAZER FOUNDATION

Employer identification number: 02-0511160

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED STATEMENT	VAR	VAR	152,637.	100,551.	52,086.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 52,086.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE ATTACHED STATEMENT	VAR	VAR	1,872,183.	1,544,825.	327,358.
6b	**Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					327,358.

FEDERAL FOOTNOTES

$333,259 HAS BEEN REPORTED AS CASH DEEMED HELD FOR CHARITABLE ACTIVITIES ON LINE 4 OF PART X. THIS AMOUNT IS 50% OF THE CURRENT TAX YEAR'S CONTRIBUTIONS PAID AS REPORTED ON LINE 25 OF PART I. THIS AMOUNT IS BEING UTILIZED IN LIEU OF THE STANDARD 1.5% OF THE FAIR MARKET VALUE OF ALL ASSETS.

HELEN & WILLIAM MAZER FOUNDATION
EIN. 02-0511160
ATTACHMENT TO SCHEDULE D
YEAR: FYE 09/30/2012

Disposition Date	Acquisition Date	Quanitity	Description	Cost Basis	Proceeds	Realized Gain/Loss
			Short Term			
8/20/2012	1/6/2012	10,000 00	Mmodal Inc C/A EFF 8/21/12 1 OLD	100,551	140,000	39,449
VAR	VAR		VCFA Venture Partners III LP-Via Passthrough	68	-	(68)
VAR	VAR		VCFA Venture Partners V LP-Via Passthrough		12,705	12,705
			Total Short Term	100,619	152,705	52,086
			Long Term			
11/25/2011	4/4/2002	2,500 00	Bristol Myers Squibb Co Com	79,457	75,223	(4,234)
11/25/2011	4/25/2002	2,500 00	Bristol Myers Squibb Co Com	75,420	75,223	(197)
11/25/2011	5/5/2003	3,000 00	Bristol Myers Squibb Co Com	77,567	90,268	12,701
11/25/2011	7/10/2003	2,000 00	Bristol Myers Squibb Co Com	54,363	60,179	5,816
11/25/2011	8/1/2003	3,000 00	Bristol Myers Squibb Co Com	77,870	90,268	12,398
11/25/2011	6/10/2004	2,000 00	Bristol Myers Squibb Co Com	52,035	60,179	8,144
11/25/2011	9/27/2005	5,000 00	Bristol Myers Squibb Co Com	121,515	150,447	28,932
12/14/2011	3/22/2001	0 20	Ctm Media Holdings Inc Cl A New	13	8	(5)
12/14/2011	3/22/2001	0 40	Ctm Media Holdings Inc Cl B New	39	18	(21)
1/6/2012	12/8/2004	5,000 00	Merck & Co Inc New Com	143,715	191,664	47,949
1/6/2012	6/17/2005	3,000 00	Merck & Co Inc New Com	98,025	114,998	16,973
1/6/2012	9/27/2005	2,000 00	Merck & Co Inc New Com	55,683	76,666	20,983
1/6/2012	9/27/2005	2,301 00	Merck & Co Inc New Com	48,142	88,203	40,061
6/21/2012	2/7/1997	17 00	Imperial Sugar Co New Com New C/A	20,431	108	(20,323)
6/21/2012	3/4/1997	8 00	Imperial Sugar Co New Com New C/A	10,147	51	(10,096)
6/21/2012	12/2/1998	4 00	Imperial Sugar Co New Com New C/A	3,173	25	(3,147)
6/21/2012	12/11/1998	12 00	Imperial Sugar Co New Com New C/A	9,593	76	(9,517)
7/13/2012	11/30/2006	3 000 00	Bristol Myers Squibb Co Com	74,565	105,529	30,964
8/13/2012	11/30/2006	2,000 00	Bristol Myers Squibb Co Com	49 710	62,707	12 997
8/13/2012	6/25/2008	5,000 00	Bristol Myers Squibb Co Com	102,797	156,767	53,970
8/20/2012	4/10/2006	4,900 00	Mmodal Inc C/A EFF 8/21/12 1 OLD	67,496	68,600	1,104
8/20/2012	4/12/2006	200 00	Mmodal Inc C/A EFF 8/21/12 1 OLD	2,757	2,800	43
8/20/2012	4/13/2006	14,900 00	Mmodal Inc C/A EFF 8/21/12 1 OLD	205,384	208,600	3,216
8/20/2012	8/2/2006	10,000 00	Mmodal Inc C/A EFF 8/21/12 1 OLD	114,929	140,000	25,071
VAR	VAR		Midmark Investors LP-Via Passthrough		53,282	53,282
VAR	VAR		VCFA Venture Partners III LP-Via Passthrough	8,122	-	(8,122)
VAR	VAR		VCFA Venture Partners V LP-Via Passthrough		8,416	8,416
			Total Long Term	1,552,947	1,880,305	327,358
			Total Short and Long Term	1,653,566	2,033,010	379,444

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DATE	CHECK #	RECIPIENT'S NAME	RECIPIENT CITY/STATE		AMOUNT
10/19/11	1100	Ecocity Builders	San Francisco, CA		30,000
10/27/11	1114	Mass MOCA	North Adams, MA		1,000
10/31/11	1103	Belmont Day School	Bellmont, MA		1,000
10/31/11	1104	Belmont Day School	Bellmont, MA		11,000
10/31/11	1112	Concord Academy	Concord, MA		3,000
10/31/11	1113	Concord Academy	Concord, MA		10,000
10/31/11	1110	Museum of Science	Boston, MA		1,000
11/01/11	1115	Inst Of Contemporary Art	Boston, MA		2,000
11/02/11	1119	Bikes Not Bombs	Jamaica Plains, MA		1,000
11/02/11	1102	HomeFirst	Plainfield, NJ		6,000
11/03/11	1105	Harvard Law School	Cambridge, MA		2,500
11/03/11	1117	The Long Now Foundation	Sacramento, CA		1,000
11/03/11	1107	Trustees of Reservations	Beverly, MA		5,000
11/04/11	1109	Museum of Fine Arts	Boston, MA		1,000
11/07/11	1108	47 Palmer Street	Cambridge, MA		1,000
11/07/11	1106	Mass Audubon Society	Lincoln, MA		1,000
11/07/11	1101	Yeshiva Ktana	Passaic, NJ		4,000
11/08/11	1111	DeCordova Museum	Lincoln, MA		1,000
11/08/11	1122	Temple Sinai	Summit, NJ		750
11/14/11	1121	Breast Cancer Emergency Aid Fdn	Westport, CT		1,000
11/14/11	1120	Cambridge Dance Youth Program	Cambridge, MA		1,000
11/15/11	1123	Chamber Music Associates	New York, NY		3,000
11/15/11	1116	WUMB Radio	Boston, MA		500
11/18/11	1118	The Farm School	Athol, MA		500
11/21/11	1137	CT Food Bank	New Haven, CT		4,000
11/21/11	1130	Jewish Fund For Justice	New York, NY		2,000
11/23/11	1138	Planned Parenthood	Newark, NJ		1,000
11/25/11	1126	Burroughs Community Ctr	Bridgeport, CT		1,000
11/25/11	1132	New York Sun Works	New York, NY		2,000
11/25/11	1135	Northeast Wilderness Trust	Boston, MA		5,000
11/25/11	1127	PICO	Oakland, CA		2,500
11/25/11	1134	WPKN Inc	Bridgeport, CT		500
11/30/11	1136	FSW, Inc	Bridgeport, CT		1,000
11/30/11	1133	KGNU Radio	Boulder, CO		500
12/01/11	1131	Village Project, Inc	Madison, WI		5,000
12/05/11	1129	Congregation Bnai Israel	Bridgeport, CT		8,000
12/05/11	1139	Trinitas Health Foundation	Elizabeth, NJ		2,000
12/06/11	1128	McGivney Community Foundation	Bridgeport, CT		5,000
12/09/11	1140	Kenya Education Fund	New York, NY		3,000
12/14/11	1125	Aspetuck Land Trust	Bridgeport, CT		1,000
12/23/11	104	AMREF	New York, NY		3,000
12/23/11	105	Clark University	Worcester, MA		2,500
12/23/11	1141	NY Times Neediest Cases Fund	New York, NY		5,000
12/25/11	106	American Jewish World Service	New York, NY		7,500
12/28/11	101	Sharon Miller Academy	Montclair, NJ		4,000
12/30/11	107	UJA Metrowest	Whippany, NJ		1,700
12/30/11	108	UJA Metrowest	Whippany, NJ		7,500
01/04/12	102	Stop It Now	Amherst, MA		2,000
01/10/12	103	WNYC	New York, NY	1000	1,000
01/13/12	109	The Arnold Gold Fdn	Englewood, NJ		1,000
03/01/12	111	Memorial Sloan Kettering	New York, NY		25,000

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04/12/12	112	Inside Circle Fdn	Sacramento, CA	2,000
04/16/12	117	City Harvest	New York, NY	500
04/18/12	113	NY Public Library	New York, NY	600
04/18/12	115	Our House Fdn	Berkeley Hts, NJ 300	300
04/19/12	114	Central Park Conservancy	New York, NY	700
04/19/12	118	Covenant House	New York, NY	500
04/20/12	121	Bike Montclair	Montclair, NJ	3,000
04/20/12	123	Yeshiva Ktana	Passaic, NJ	2,500
04/24/12	116	GSWA	New Vernon, NJ	1,000
04/25/12	125	Bikes Not Bombs	Jamaica Plains, MA	10,000
04/27/12	120	Rails to Trails	Washington, DC	200
05/01/12	122	Glenfield PTA	Montclair, NJ	2,000
05/02/12	119	The Connection for Women & Family	Summit, NJ	1,000
05/08/12	124	Boston Cyclists Union	Jamaica Plains, MA	5,100
05/29/12	126	American Diabetes Association	Alexandria, VA	10,000
05/29/12	128	East Coast Greenway Alliance	Durham, NC	22,500
05/30/12	127	JDRF	New York, NY	30,000
05/31/12	130	Jespy House	South Orange,NJ	500
05/31/12	129	New York Public Radio	New York, NY	3,500
06/08/12	133	National Mentoring Partnership	Alexandria, VA	3,500
06/08/12	135	Raptor Trust	Millington, NJ	300
06/08/12	132	Seeds of Peace	New York, NY	7,000
06/08/12	1010	The Nature Conservancy -Maine	Brunswick, ME	50,000
06/11/12	134	Hackensack Riverkeeper	Hackensack, NJ	2,000
06/11/12	1012	The Innocence Project	New York, NY	17,000
06/12/12	131	Ethical Culture Fieldston Schl	New York, NY	2,500
06/12/12	1011	Rockefeller University	New York, NY	35,000
06/13/12	136	MSKCC	New York, NY	10,000
06/19/12	141	Summit YMCA	Summit, NJ	1,000
06/20/12	137	Pedals for Progress	High Bridge, NJ	4,000
06/26/12	140	Brandeis University-Heller	Waltham, MA	2,000
06/26/12	138	Glassroots	Newark, NJ	3,000
06/29/12	142	Roundabout Theatre Company	New York, NY	2,300
07/02/12	143	Boston Nat Areas Network	Boston, MA	30,000
07/02/12	139	Hackensack Riverkeeper	Hackensack, NJ	2,000
08/13/12	144	WNET/Thirteen	New York, NY	3,500
08/20/12	148	Cooperative Fund of New England	Wilmington, NC	3,000
08/20/12	151	Excel Bridgeport	Bridgeport, CT	2,500
08/22/12	145	ANJEC	Mendham, NJ	1,000
08/22/12	149	Connecticut Community Gardens	New Haven, CT	2,500
08/22/12	152	WPKN Inc	Bridgeport, CT	500
08/23/12	153	Ubuntu Education Fund	New York, NY	35,000
08/24/12	154	East Coast Greenway Alliance	Durham, NC	7,500
08/31/12	159	Planned Parenthood	Newark, NJ	3,000
08/31/12	158	Susan G. Komen Fdn	Summit, NJ	3,000
09/04/12	146	Connecticut Sponsoring Committee	New Haven, CT	2,500
09/04/12	157	International Rescue Committee	New York, NY	6,000
09/04/12	161	Nature Conservancy NJ	Pottersville, NJ	8,000
09/06/12	169	Berkeley Hts Library Fdn	Berkeley Hts, NJ	500
09/10/12	167	Brandeis University	Waltham, MA	25,000
09/10/12	155	Women For Women Intl	Washington, DC	1,000
09/12/12	168	Rockefeller University	New York, NY	35,000

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09/13/12	170	Trust for Public Land	Morristown, NJ	30,000
09/13/12	171	Trust for Public Land	Morristown, NJ	5,000
09/14/12	147	Connecticut Community Gardens	New Haven, CT	1,500
09/17/12	160	NJ Conservation Fdn	Far Hills, NJ	9,000
09/18/12	163	Institute of Contemporary Art	Boston, MA	7,500
09/20/12	175	Planned Giving Group of Greater NY	New York, NY	1,000
09/21/12	174	Cancer Support Community	Knoxville, Tenn	1,000
09/21/12	178	Seeds of Peace	New York, NY	7,000
09/28/12	162	Education Pioneers	Brooklyn, NY	3,000
09/28/12	173	JDRF	New York, NY	1,500
			Total contribution	666,450

HELEN & WILLIAM MAZER FOUNDATION
EIN: 02-0511160

SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

Pursuant to IRC §4942(h)(2) and Reg. §53.4942(a)-3(d)(2), the Foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax year(s) ending: 9/30/2012

Tax Year	Amount
9/30/2011	$ 24,599
	$
	$

Signed: ______________________ Date: 2/7/2013

Name & Title: Leonard Berkowitz Treasurer