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

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending**

Name of foundation <b>VOLLMER FOUNDATION, INC.</b>		<b>A</b> Employer identification number <b>13-2620718</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O CLAUDIA SANCHEZ PRODEK, INC. 10900 N.W. 21ST ST. UNIT 190</b>	Room/suite	<b>B</b> Telephone number (see the instructions) <b>(305) 594-4488</b>
City or town <b>MIAMI</b>	State ZIP code <b>FL 33172</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>94,979,169.</b>	<b>J</b> Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	1,723.	1,723.		
<b>4</b> Dividends and interest from securities	2,623,969.	2,623,969.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	1,773,188.	L-6a Stmt		
<b>b</b> Gross sales price for all assets on line 6a	2,720,821.			
<b>7</b> Capital gain net income (from Part IV, line 2)		1,773,188.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) See Line 11 Stmt				
<b>12 Total.</b> Add lines 1 through 11	4,398,880.	4,398,880.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.			0.
<b>14</b> Other employee salaries and wages	9,884.			9,884.
<b>15</b> Pension plans, employee benefits	0.			0.
<b>16a</b> Legal fees (attach schedule) L-16a Stmt	32,500.			32,500.
<b>b</b> Accounting fees (attach sch) L-16b Stmt	41,409.			41,409.
<b>c</b> Other prof fees (attach sch) L-16c Stmt	26,026.	26,026.		
<b>17</b> Interest	3,372.			3,372.
<b>18</b> Taxes (attach schedule)(see instrs) See Line 18 Stmt	69,511.			2,424.
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	27,974.	20,113.		7,861.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	210,676.	46,139.		97,450.
<b>25</b> Contributions, gifts, grants paid	1,845,027.			1,845,027.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,055,703.	46,139.		1,942,477.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	2,343,177.			
<b>b Net investment income</b> (if negative, enter 0-)		4,352,741.		
<b>c Adjusted net income</b> (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		148,173.	29,009.	29,009.
	2	Savings and temporary cash investments		972,371.	33,116.	33,116.
	3	Accounts receivable	1,066.			
		Less allowance for doubtful accounts		1,066.	1,066.	1,066.
	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				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt		14,360,526.	18,013,035.	94,915,978.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		98,067.	0.	0.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item l)		15,580,203.	18,076,226.	94,979,169.	
LIABILITIES	17	Accounts payable and accrued expenses		9,664.	10,449.	
	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 L-22 Stmt )		0.	152,062.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		9,664.	162,511.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		15,570,539.	17,913,715.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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				
30	<b>Total net assets or fund balances</b> (see instructions)		15,570,539.	17,913,715.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		15,580,203.	18,076,226.		

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	15,570,539.
2	Enter amount from Part I, line 27a	2	2,343,177.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	17,913,716.
5	Decreases not included in line 2 (itemize) <b>ROUNDING</b>	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,913,715.

**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)
1 a SEE SCHEDULES FROM 12/31/12 COMPILATION REPORT	P	Various	Various
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 2,720,822.		947,634.	1,773,188.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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 0.	0.	0.	1,773,188.
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	1,773,188.
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	1,773,188.

**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 (column (b) divided by column (c))
2011	1,102,881.	24,363,722.	0.045267
2010	1,305,992.	20,490,174.	0.063737
2009	2,016,632.	27,665,213.	0.072894
2008	1,647,428.	34,784,170.	0.047361
2007	1,950,988.	51,199,537.	0.038106

2 Total of line 1, column (d)	2	0.267365
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	0.053473
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	63,202,575.
5 Multiply line 4 by line 3	5	3,379,631.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,527.
7 Add lines 5 and 6	7	3,423,158.
8 Enter qualifying distributions from Part XII, line 4	8	1,942,477.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	87,055.
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	87,055.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	87,055.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	39,000.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	39,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> 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	48,055.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
<i>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</i>		
c		X
d		
e		
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	X		
14	The books are in care of ▶ <u>BOYCE HUGHES &amp; ASSOCIATES, LLP</u> Telephone no ▶ <u>(516) 282-7070</u> Located at ▶ <u>30 JERICHO EXEC. PLAZA-SUITE 200W JERICHO NY</u> ZIP + 4 ▶ <u>11753-1028</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right">▶ 15</span>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶ <u>VE</u>		X	

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>		X
<b>c</b> 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 2012?		X
<b>2</b> 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)).		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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)		
<b>c</b> 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 __		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If 'Yes,' did it have excess business holdings in 2012 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 2012.)		
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</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 2012?		X

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

**5 a** 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)?  Yes  No

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)

**6 a** 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?  Yes  No

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

**7 a** 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?  Yes  No

**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
GUSTAVO J VOLLMER APT. 1623 CARMELITAS CARACAS, VENEZ	DIR. /PRES. 2.00	0.	0.	0.
ANA LUISA ESTRADA WALLIS C/O CORPALMAR SA CARACAS, VENEZ	DIR. /V.P. /TRES. 5.00	0.	0.	0.
GUSTAVO VOLLMER A. C/O CORPALMAR SA CARACAS, VENEZ	DIRECTOR 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	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  None

**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 ----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>None</b>

**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 ----- -----	
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 ----- -----	
2 ----- -----	
All other program-related investments See instructions	
3 ----- -----	
<b>Total. Add lines 1 through 3</b>	

BAA

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	62,653,753.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	1,511,298.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	64,165,051.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	64,165,051.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	962,476.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	63,202,575.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,160,129.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	3,160,129.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	87,055.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	87,055.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	3,073,074.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	3,073,074.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	3,073,074.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1 a</b>	1,942,477.
<b>b</b> Program-related investments – total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,942,477.
<b>5</b> 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)	<b>5</b>	0.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,942,477.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,073,074.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37,874.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 1,942,477.				
a Applied to 2011, but not more than line 2a			37,874.	
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 2012 distributable amount				1,904,603.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	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				
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,168,471.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

**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

**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 or e-mail 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
<p><i>a Paid during the year</i></p> <p>SCH. #3 OF YEAR END COMPILATION REPORT ATTACHED</p> <p style="text-align: right;">FL 33172</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>GENERAL PURPOSE</p>	<p style="text-align: right;">1,845,027.</p>
<p><b>Total</b></p>				<p style="text-align: right;">▶ <b>3 a</b> 1,845,027.</p>
<p><i>b Approved for future payment</i></p>				
<p><b>Total</b></p>				<p style="text-align: right;">▶ <b>3 b</b></p>





Name <b>VOLLMER FOUNDATION, INC.</b>	Employer Identification Number <b>13-2620718</b>
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**Asset Information:**

Description of Property: 123440 SHS MERCANTIL SERVICIOS FIN C.A. CLASS A  
 Date Acquired: 06/30/06 How Acquired: Purchased  
 Date Sold: 06/30/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 2,010,924. Cost or other basis (do not reduce by depreciation): 336,876.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 1,674,048. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 222 SHS MERCANTIL SERVICIOS FIN C.A. CLASS A  
 Date Acquired: 03/31/07 How Acquired: Purchased  
 Date Sold: 12/31/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 69,760. Cost or other basis (do not reduce by depreciation): 6,064.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 63,696. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 388.581370 SHS BLUE MTN CREDIT ALTERNATIVES LTD CLASS Q2 SER 10/2009  
 Date Acquired: 09/30/09 How Acquired: Purchased  
 Date Sold: 04/04/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 40,283. Cost or other basis (do not reduce by depreciation): 30,846.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 9,437. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 219.41242 SHS GROWTH MANAGEMENT LTD  
 Date Acquired: 11/22/04 How Acquired: Purchased  
 Date Sold: 02/16/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 81,045. Cost or other basis (do not reduce by depreciation): 62,792.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 18,253. Accumulation Depreciation: \_\_\_\_\_

Description of Property: SUBSCRIPTION IN LITTLE KINGDOM  
 Date Acquired: 01/01/12 How Acquired: \_\_\_\_\_  
 Date Sold: 06/27/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 225,000. Cost or other basis (do not reduce by depreciation): 225,000.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 0. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 71.721520 SHS NEW SILK ROAD FUND LTD CLASS CL B  
 Date Acquired: 11/11/10 How Acquired: Purchased  
 Date Sold: 12/24/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 81,654. Cost or other basis (do not reduce by depreciation): 87,738.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): -6,084. Accumulation Depreciation: \_\_\_\_\_

Description of Property: 384.691 SHS PAULSON RECOVERY FUND  
 Date Acquired: 03/25/10 How Acquired: Purchased  
 Date Sold: 03/27/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 42,905. Cost or other basis (do not reduce by depreciation): 50,125.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): -7,220. Accumulation Depreciation: \_\_\_\_\_

Description of Property: See Net Gain or Loss from Sale of Assets  
 Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation): \_\_\_\_\_  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Form 990-PF, Part I, Lines 6a

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property 334.833 SHS PAULSON RECOVERY FUND LTD CL A GOLD EXR  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired 03/25/10 How Acquired Purchased  
Date Sold 03/26/12 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business   
Sales Price 55,678. Cost or other basis (do not reduce by depreciation) 50,125.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 5,553. Accumulated Depreciation \_\_\_\_\_

Description of Property 125K PETROLEO DE VEN 4.9%  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired 07/22/11 How Acquired Purchased  
Date Sold 03/20/12 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business   
Sales Price 113,572. Cost or other basis (do not reduce by depreciation) 98,067.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 15,505. Accumulated Depreciation \_\_\_\_\_

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
FOREIGN EXCHANGE LOSS			
MISCELLANEOUS INCOME			

Total

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
990-PF PRIOR YEAR BALANCE	28,087.			
990-PF CURRENT YEAR ESTIMATED TAX	39,000.			
PAYROLL TAXES	10.			10.
VENEZUELAN TAXES	2,414.			2,414.

Total 69,511. 2,424.

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE & MISC EXP.	358.			358.
BANK CHARGES	363.			363.
INSURANCE-VENEZ	650.			650.
VENEZUELAN NOTARY EXPENSE	2,558.			2,558.
NYS FILING FEE	750.			750.
VZ NUTRITION BOND	3,152.			3,152.
NJ FILING FEE	30.			30.
COMMISSIONS ON STK SALES	20,113.	20,113.		

Total 27,974. 20,113. 7,861.

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> CAROLINA VOLLMER-ESEVERRI C/O CORPALMAR SA CARACAS, VENEZ	SECTY. 7.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> OSCAR GIL C/O CORPALMAR SA CARACAS, VENEZ	ASS'T SECTY./ASS' 7.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

**Information about Officers, Directors, Trustees, Etc.**

(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

Total

0.      0.      0.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAUL WEISS ETAL	VARIOUS LEGAL ISSUES	32,500.			32,500.
Total		<u>32,500.</u>			<u>32,500.</u>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOYCE, HUGHES & ASSOC.	TAX & ACCTG.	34,116.			34,116.
J G RODRIGUEZ	VENEZ. ACCOUNTANT	7,293.			7,293.
Total		<u>41,409.</u>			<u>41,409.</u>

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DELTEC BANK	INVESTMENT ADVISORY	22,729.	22,729.		
DELTEC BANK	CUSTODY FEES	3,297.	3,297.		
JP MORGAN CHASE	CUSTODY FEE	0.	0.		
Total		<u>26,026.</u>	<u>26,026.</u>		

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
see schedule from year end compilation report	18,013,035.	94,915,978.
Total	<u>18,013,035.</u>	<u>94,915,978.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L- 10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
see schedule from year end compilation report	0.	0.
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 22

**Other Liab Stmt**

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
	DELTEC BANK & CUSTODY OVERDRAFT	0.
Total	<u>0.</u>	<u>152,062.</u>

VOLLMER FOUNDATION, INC.  
COMPILED FINANCIAL STATEMENTS  
(Modified Cash Basis)  
For the year ended December 31, 2012

*Boyce, Hughes & Associates, LLP*  
*Certified Public Accountants*

30 JERICO EXECUTIVE PLAZA, SUITE 200W  
JERICO, NEW YORK 11753-1028

TELEPHONE  
516 282-7070

FACSIMILE  
516 282-7075

ACCOUNTANTS' COMPILATION REPORT

To the Board of Directors  
Vollmer Foundation, Inc.

We have compiled the accompanying Statement of Financial Position on a Modified Cash Basis of Vollmer Foundation, Inc. as of December 31, 2012 and the related Statement of Activities on a Modified Cash Basis for the year then ended. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with the cash basis of accounting.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the cash basis of accounting and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

We are not independent with respect to Vollmer Foundation, Inc.

February 23, 2013

*Boyce, Hughes & Associates, LLP*

VOLLMER FOUNDATION, INC.

- EXHIBIT "A" - STATEMENT OF FINANCIAL POSITION ON A MODIFIED CASH BASIS, as at December 31, 2012
- EXHIBIT "B" - STATEMENT OF ACTIVITIES ON A MODIFIED CASH BASIS, for the period January 1, 2012 to December 31, 2012
- EXHIBIT "C" - NOTES TO FINANCIAL STATEMENTS
- SCHEDULE #1 INVESTMENTS IN MARKETABLE SECURITIES, as at December 31, 2012
- SCHEDULE #2 - STATEMENT OF PROFIT OR (LOSS) ON SALES OF SECURITIES; January 1, 2012 to December 31, 2012
- SCHEDULE #3 - STATEMENT OF CHARITABLE CONTRIBUTIONS PAID, January 1, 2012 to December 31, 2012
- SCHEDULE #4 - STATEMENT OF DISBURSEMENTS FOR CHARITABLE PURPOSES for the period January 1, 2012 to December 31, 2012

VOLLMER FOUNDATION, INC.STATEMENT OF FINANCIAL POSITION ON A MODIFIED CASH BASIS

as at December 31, 2012

ASSETS

## CURRENT ASSETS

Cash:

J.P. Morgan Chase Bank

- checking account	\$ 27,909.03
- money market account	1,100.27

Banco Mercantil S.A.I.C.A.

- checking account (Bs 142,401)	33,116.40
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Receivable

- Tax on the rent (Bs 4,583)	<u>1,065.92</u>
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<u>Total - current assets</u>	\$ 63,191.62
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## OTHER ASSETS

Investments (Schedule #1)

(Approximate market value \$ 94,915,978)	<u>18,013,035.28</u>
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<u>Total assets</u>	<u>\$ 18,076,226.90</u>
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LIABILITIES

## CURRENT LIABILITIES

Deltec Bank &amp; Trust – custody

\$ 152,062.55
---------------

Interest payable (Bs 44,931)

<u>10,449.00</u>
------------------

<u>Total liabilities</u>	\$ 162,511.55
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<u>NET ASSETS (unrestricted)</u>	<u>17,913,715.35</u>
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<u>Total liabilities and net assets (unrestricted)</u>	<u>\$ 18,076,226.90</u>
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See Accountants' Compilation Report and Notes to Financial Statements

VOLLMER FOUNDATION, INC.STATEMENT OF ACTIVITIES ON A MODIFIED CASH BASIS

For the period January 1, 2012 to December 31, 2012

REVENUE AND GAINS

## DIVIDENDS:

S.A. Securities Bs 11,283,067

## INTEREST:

Banco Mercantil C.A. Bs 7,257

Converted to U.S. dollars (Note 2) \$ 2,625,656.65

## INTEREST:

Deltec \$ 33.37  
J.P. Morgan Chase Money Market Account 1.64 35.01

## OTHER INCOME:

Profit/(loss) on sales of securities (Schedule #2) 1,773,188.41Total revenue and gains \$ 4,398,880.07EXPENSES AND CONTRIBUTIONSContributions paid (Schedule #3) \$ 1,845,026.51  
Management and general (Schedule #4) 210,677.08Total expenses and contributions \$ 2,055,703.59

Increase (decrease) in unrestricted net assets 2,343,176.48

Net Assets (unrestricted) – January 1, 2012 15,570,538.87Net Assets (unrestricted) – December 31, 2012 \$ 17,913,715.35

See Accountants' Compilation Report and Notes to Financial Statements

VOLLMER FOUNDATION, INC.NOTES TO FINANCIAL STATEMENTSNote 1 Summary of Significant Accounting PoliciesNature of Operations

The Vollmer Foundation, Inc. is a private foundation incorporated in the State of New York and subject to the Internal Revenue Service regulations governing "Not for Profit" Corporations. The primary objective is to invest its' assets in order to generate income and capital appreciation so as to be able to make charitable grants to social service organizations located primarily in Venezuela.

The Foundation's policy is to prepare its financial statements on the basis of cash receipts and disbursements; consequently, certain revenue and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Certain immaterial accruals have been recorded in order to conform to the Venezuelan accounting records. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

Capitalization policy – Capital improvements having a cost in excess of \$1,000 are capitalized.

Depreciation is only recorded at year end. No depreciable assets are owned as of December 31, 2012.

Investments in Marketable Securities

The Vollmer Foundation, Inc. has not adopted Financial Accounting Board Codification section 958-320-05 relating to accounting for certain investments held by not-for-profit organizations in that the modified cash basis method of accounting is used as explained above. Investments in marketable securities are carried at cost basis and the market values are presented in the report for information purposes. Consequently profit or loss is reflected as revenue or loss in the year in which the investments are sold. Periodic fluctuations in the market value of the investments are not reflected in the Statement of Activities.

VOLLMER FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS

Note 2

Foreign Currency Translation

The American Institute of Certified Public Accountants issued Statement of Financial Accounting Board Codification section 830-10-15 relating to foreign currency translation. The Foundation's functional currency under this rule must be the United States dollar.

In the accompanying financial statements, Bolivares have been converted to United States dollars as follows:

- a. Current assets - (cash, short term investments and time deposits). Such assets are converted at the December 31, 2012 conversion rate of the Bolivar of Bs 4.30 per dollar.
- b. Fixed assets/Other assets - (investments in Venezuelan securities). Such assets have been converted at the rate of the Bolivar on the date when the asset was acquired.
- c. Collections of income and payment of expenditures have been converted from:

January 1, 2012 to December 31, 2012 at Bs 4.30 per dollar.

- d. Liabilities – at Bs 4.30 per dollar.

VOLLMER FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS

Note 3

Tax Status

On December 6, 1975, the Foundation established domicile in Venezuela. The Venezuela Tax Administration Authority issued a letter dated April 30, 1996 advising that the Foundation is exempt from Venezuelan income taxes.

The Foundation is a not for profit corporation which qualifies under Section 501(c)(3) of the Internal Revenue Code as an organization exempt from Federal income tax; however, the Foundation is a "private foundation" under the Tax Reform Act of 1969 and is thus subject to a 2% (or 1%) excise tax on net investment income, and must make minimum distributions as required by the Act.

Note 4

Risks and Uncertainties

At December 31, 2012 direct cash investments in Bolivares totaled Bs 142,401 converted at the official conversion rate of Bs 4.30 to US \$33,116.

The Foundation owns stock in a Venezuelan financial institution (C.A. Mercantil Servicios Financieros – A and C.A. Mercantil Servicios Financieros – B) with a book value of \$15,996,667. The market values for these investments as shown on Schedule #1 total \$92,467,052 which is Bs 140.00 per share for "A" and Bs 135.00 per share for "B" converted at Bs 4.30.

There are restrictions on the transfer of funds from Venezuela which effectively reduce the values of Venezuelan assets shown in this compilation statement. Venezuelan legal counsel has stipulated that the 4.30 rate must be used in the Vollmer Foundation, Inc. financial statements issued subsequent to December 31, 2009. It is not known whether or not this rate would prevail in actual transfers of bolivares to U.S. dollar accounts. Based on prior years' experience with such transfers, losses would be incurred. However, transfers at other than 4.30 per dollar would be illegal under Venezuelan law. No provision has been made for these potential losses.

**Supplementary Information**

VOLLMER FOUNDATION, INC.INVESTMENTS IN MARKETABLE SECURITIES

as at December 31, 2012

	Approximate market <u>value</u>	Historical cost in <u>U.S. dollars</u>
<i>See the two page schedule at the end of this compilation report:</i>		
Venezuelan securities	\$ 92,467,052	\$ 15,996,667.33
Stocks (Note A)	<u>2,448,926</u>	<u>2,016,367.95</u>
Totals	<u>\$ 94,915,978</u>	<u>\$ 18,013,035.28</u>

Note A      held in custody account at Deltec Bank & Trust Ltd.

See Accountants' Compilation Report

VOLLMER FOUNDATION, INC.

STATEMENT OF PROFIT OR (LOSS) ON SALES OF SECURITIES

January 1, 2012 to December 31, 2012

*See the two page schedule at the  
end of this compilation report:*

	<u>Profit or (loss)</u>
Net profit (loss) on sale of stocks	\$ <u>1,773,188.41</u>
Total – net profit (loss) on sale of securities	\$ <u>1,773,188.41</u>

See Accountants' Compilation Report

VOLLMER FOUNDATION, INC.

## STATEMENT OF CHARITABLE CONTRIBUTIONS PAID

January 1, 2012 to December 31, 2012

<u>To Public Charities (general purpose)</u>	<u>Date – 2012</u>	<u>Amount</u>
Fundación Venez. Medicina Familiar	May	Bs 190,000.00
Centro Médico Docente La Trinidad		100,000.00
Asociación Venez. Laringect. (ASOVELA)		100,000.00
Fundación Desarrollo Educación		127,000.00
Sociedad Protec Benéfica y Social		170,000.00
Fundación Puedo Ser		156,000.00
Asociación Damas Salesianas		100,000.00
Asociación Venez. Arte Colonial		25,000.00
Fundación Andrés Bello		800,000.00
Arquidiócesis de Valencia		267,500.00
Hogares Crea de Venezuela		75,000.00
Instituto de Estimulac. Comunicac. Oral		75,000.00
Fundación John Boulton		80,000.00
Asociación Civil de Buena Voluntad		75,000.00
Superatec, A.C.	June	258,000.00
Inst. Venez. Des. Integral del Niño		50,000.00
Fundación Venezuela Positiva	July	60,000.00
Sociedad Protec Benéfica y Social		250,000.00
Dividendo Voluntario para la Comunidad		300,000.00
Asociac. Venez. de Educación Católica		300,000.00
Fundación Hígado, A.C.		100,000.00
Asociación de Formadores Integ., A.C.	August	140,000.00
Fundación Andrés Bello	September	200,000.00
Asociac. Venezolana de Condiertos		160,000.00
Conferencia Episcopal Venezolana	October	803,664.00
Asociac. Scouts de Venezuela	November	124,000.00
Autismo en Voz Alta		130,000.00
Alianza para una Venezuela Sin Drogas		20,000.00
Centro Servicio de Acción Popular		140,000.00
Asociación Pro-Vida de Venezuela		100,000.00
Asociación de Formadores Integ., A.C.		100,000.00
Asodeco		100,000.00
Sociedad Protec Benéfica y Social		350,000.00
Asociación Civil Madre Carmen Sallés		200,000.00
Fundación Paso a Paso		108,000.00
Fundación Venez. Parálisis Infantil		233,000.00

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VOLLMER FOUNDATION, INC.

## STATEMENT OF CHARITABLE CONTRIBUTIONS PAID

January 1, 2012 to December 31, 2012

<u>To Public Charities (general purpose)</u>	<u>Date – 2012</u>	<u>Amount</u>
Asociación Civil Aldo Parisot	November	Bs 55,000.00
Conferencia Episcopal Venezolana	December	<u>445,000.00</u>
		<u>Bs 7,067,164.00</u>
	Converted to US dollars (Note 2)	\$ 1,643,526.51
Big Horn County Historical Society	June	1,500.00
Brigham and Women's Hospital	December	<u>200,000.00</u>
Total contributions		<u>\$ 1,845,026.51</u>

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VOLLMER FOUNDATION, INC.STATEMENT OF DISBURSEMENTS FOR CHARITABLE PURPOSES

January 1, 2012 to December 31, 2012

## Management and general:

## Professional fees:

- Salaries – A.T. Wallis	Bs	42,500
- Professional Honorariums (accounting fees)		31,360
- Notary fees		11,001
Insurance		2,797
Bank fee		58
Miscellaneous		3
Interest		14,116
Nutritional Bond		13,552
Commissions		86,486
Taxes		<u>10,378</u>
	<b>Bs</b>	<b><u>212,251</u></b>

Converted to U.S. dollars (Note 2)	\$	49,360.54
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Interest		89.26
Payroll and unemployment tax expenses		9.91
Investment management fees - Deltec Bank & Trust		22,729.15
Safekeeping fees - Deltec Bank & Trust		3,297.47
Bank charges		350.00
NYS Department of Law - filing fee		750.00
Legal fees – Sullivan & Cromwell		32,500.00
IRS – balance due		28,087.00
IRS – estimated taxes		39,000.00
NJ filing fee		30.00
Accounting fees – Boyce, Hughes, & Associates, LLP		34,116.00
Miscellaneous		<u>357.75</u>
<u>Total management and general</u>	<b>\$</b>	<b><u>210,677.08</u></b>

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DATE ACQUIRED	DESCRIPTION	DATE ACQUIRED	SHARES OR PAR VALUE	COST	SHARES OR PAR VALUE	PURCHASE DATE 2012	PURCHASE COST
VENEZUELAN SECURITIES							
6/30/2006	MERCANTIL SERVICIOS FINANCIEROS C.A. CLASS A	6/30/2006	969,414.000000	2,645,597.62	(63,520.000000)		
11/24/2006		11/24/2006	97,813.000000	1,125,310.00	(59,620.000000)		
			1,063.000000	19,132.00	32,435.000000	7/9/2012	607,213.37
			248,648.000000	3,915,651.00	(1,037.000000)		
3/31/2007		3/31/2007	2,871.000000	49,780.00	(1,185.000000)		
3/31/2007		3/31/2007	16,631.000000	296,765.00	4,444.000000		
8/31/2007		8/31/2007	5,854.000000	91,130.75			
1/31/2011		1/31/2011	3,540.000000	24,904.49			
		subtotal	1,347,842.000000	8,128,170.86			
8/13/1997	MERCANTIL SERVICIOS FINANCIEROS C.A. CLASS B		988,074.000000	2,677,743.88			
8/13/1997			26,847.000000	275,463.89			
12/22/1997			205,538.000000	1,561,602.00			
			12,635.000000	51,204.04			
		subtotal	1,482,094.000000	4,525,813.81			
	TOTAL VENEZUELAN SECURITIES		2,830,936.000000	12,386,114.67	(68,783.000000)		607,213.37
STOCKS							
6/24/2006	GENAGRO LTD		120,000.000000	100,250.00			
	AGRIFIRMA BRAZIL LIMITED, WARRANTS		100,000.000000	-			
9/23/2008	ALDEN GLOBAL DISTRESSED OPPORTUNITIES FUND		87,454.000000	87,672.63			
6/24/2010	ALDEN GLOBAL VALUE RECOVERY FUND S/10 B		49,073.0000	42,634.37			
5/9/2010	BALESTRA GLOBAL LTD SER0310		100.000000	100,250.00			
6/6/2010	BALESTRA GLOBAL LTD A SER0510		50.000000	50,128.00			
9/30/2009	BLUE MOUNTAIN CREDIT ALTERNATIVES LTD CLASS GZ SER 10/2009		1,000.000000	100,250.00	262,889.460		
					(388,581.570)		
7/6/2010	BLUE MOUNTAIN CREDIT ALTERNATIVES FD S0/1/1 ROLLED		584,628.180	50,125.00	20,094.780		
10/23/2009	BREYAN HOWARD CREDIT CATALYSTS FUND LTD		1,309,270.100	150,375.00			
2/1/2010	DELTEC CAPITAL LK SPV		32,891.700	-			
					45.000000	8/10/2012	225,000.00
7/20/2010	DELTEC EMERGING MARKETS INCOME FUND LP #4		100,000.000000	100,250.00			
12/11/2000	DELTEC LONG DISTANCE EQUITY FUND		2,415.000000	52,938.80			
1/10/2001			2,488.000000	67,146.60			
12/13/2010	DEME OFFSHORE FUND CL A		187,054.0000	50,125.00			
			3,809,960.00				

DATE ACQUIRED	DATE ACQUIRED	DESCRIPTION	SHARES OR PAR VALUE	COST	SHARES OR PAR VALUE	PURCHASE DATE 2012	PURCHASE COST
8/19/2008		FAIRFIELD SENTRY LTD CLASS A	36 11 0000 58 32000				
07/29/04		FILIPPO FOCHI SPA	20 000 000000	1 00			
08/29/04							
7/7/2010		FORE MULTI STRATEGY FD	38 57 4800	100 250 00			
11/22/2004		GROWTH MANAGEMENT LIMITED	219 41 2420	62 792 16	(11 136700) (208 275730)		
5/7/2010		JABCAP GLOBAL BALANCED CL D2	402 123200	75 187 50			
7/10/2010			1 882600				
			1 236500				
1/6/2004		LAFAYETTE STREET FUND OFFSHORE LTD CLASS A SERIES 1 - INV 4	1 845 860200	217 095 51			
		SUBSCRIPTION IN LITTLE KINGDOM				6/27/2012	225 000 00
11/11/2010		NEW SILK ROAD FUND LIMITED CLASS B	12 500000 58 653000 0 568520	12 550 00 75 187 50	(71 721820)		
3/25/2010		PAULSON RECOVERY FUND LTD CL A REG	382 824000 1 887000	50 125 26	(384 681000)		
		PAULSON RECOVERY FD CL BR 08-12 1				3/27/2012	42 904 60
3/26/2010		PAULSON RECOVERY FUND LTD CL A GOLD EXR	332 627000	60 124 74	(334 833000)		
		PAULSON RECOVERY FD BR GOLD EXR 08-12 1	2 308000		558 781000	3/27/2012	55 673 10
3/28/2010		PAULSON GOLD FUND CR SERIES 3	481 960000	50 125 00			
7/22/2011		PETROLEO DE VEN 4 9%	100 000 000000 25 000 000000	78 108 02 18 689 36	(125 000 000000)		
8/12/2011							
5/31/2010		THIRD POINT O/S CL F SER28	750 000000	75 187 50			
2/4/2011		QFR VICTORIA FUND CL C 1/11	173 714100	153 400 49	(173 714100)		(153 400 49)
2/28/2011		QFR VICTORIA FUND CL C 2/11	100 000000	100 250 00	(100 000000)		(100 250 00)
2/4/2011		QFR VICTORIA FUND LTD CLASS C SERIES 01/12					
2/28/2011							
		TOTALS RE STOCKS	565 724 877020	2 072 478 47	99 976 703670		548 582 70
		GRAND TOTALS	3 375 688 877020	14 458 583 18	11 192 703670		1 155 758 07