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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ZERON FOUNDATION		A Employer identification number 16-1429495
Number and street (or P.O. box number if mail is not delivered to street address) 120 W. TUPPER STREET		B Telephone number (716) 853-8671
City or town, state, and ZIP code BUFFALO, NY 14201		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,750,352.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		101,235.		N/A	
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,296.	4,296.		STATEMENT 1
4 Dividends and interest from securities		45,523.	45,523.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		206,476.			
b Gross sales price for all assets on line 6a		2,166,317.			
7 Capital gain net income (from Part IV, line 2)			206,476.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		357,530.	256,295.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,465.	1,233.		1,233.
c Other professional fees					
17 Interest					
18 Taxes		9,986.	942.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		8,978.	8,728.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		21,429.	10,903.		1,483.
25 Contributions, gifts, grants paid		201,694.			201,694.
26 Total expenses and disbursements. Add lines 24 and 25		223,123.	10,903.		203,177.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		134,407.			
b Net investment income (if negative, enter -0-)			245,392.		
c Adjusted net income (if negative, enter -0-)				N/A	

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18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	244,426.	1,035,351.	1,035,351.	
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	175,220.			
	b Investments - corporate stock	STMT 7	1,883,068.	1,349,872.	1,557,420.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	123,000.	123,000.	157,581.
14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		2,425,714.	2,508,223.	2,750,352.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	3,916,156.	3,916,156.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<1,490,442.>	<1,407,933.>			
30 Total net assets or fund balances	2,425,714.	2,508,223.			
31 Total liabilities and net assets/fund balances	2,425,714.	2,508,223.			

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	2,425,714.
2 Enter amount from Part I, line 27a	2	134,407.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,560,121.
5 Decreases not included in line 2 (itemize) ▶	5	51,898.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,508,223.

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 PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS			
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 2,130,043.		1,959,841.	170,202.
b 36,274.			36,274.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			170,202.
b			36,274.
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	206,476.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	67,050.	2,637,618.	.025421
2010	26,900.	2,454,596.	.010959
2009	178,926.	2,077,883.	.086110
2008	363,890.	2,933,123.	.124062
2007	151,700.	3,565,085.	.042552

2 Total of line 1, column (d)	2	.289104
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	.057821
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,630,636.
5 Multiply line 4 by line 3	5	152,106.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,454.
7 Add lines 5 and 6	7	154,560.
8 Enter qualifying distributions from Part XII, line 4	8	203,177.

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 ☒ and enter 1% of Part I, line 27b		1	2,454.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,454.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,454.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,210.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,210.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	3.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	247.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of THOMAS R. BEECHER, JR. Telephone no. 716-853-8671 Located at 120 W. TUPPER ST, BUFFALO, NY ZIP+4 14201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 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 N/A	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? X	1c	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years N/A	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No	3a	
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 ☒ NoOrganizations 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). N/A

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

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services.

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

Form 990-PF (2012)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,414,957.
b Average of monthly cash balances	1b	255,739.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,670,696.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,670,696.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,060.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,630,636.
6 Minimum investment return. Enter 5% of line 5	6	131,532.

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	131,532.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,454.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,454.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	129,078.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	129,078.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	129,078.

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	203,177.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	203,177.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,454.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,723.

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				129,078.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	218,304.			
c From 2009	75,380.			
d From 2010				
e From 2011				
f Total of lines 3a through e	293,684.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	203,177.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				129,078.
e Remaining amount distributed out of corpus	74,099.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	367,783.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	367,783.			
10 Analysis of line 9:				
a Excess from 2008	218,304.			
b Excess from 2009	75,380.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	74,099.			

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				
NIAGARA UNIVERSITY NIAGARA UNIVERSITY, NY 14109	N/A	501(C)(3)	GENERAL OPERATIONS	101,694.
ROSWELL PARK CANCER INSTITUTE ELM & CARLTON STREETS BUFFALO, NY 14263	N/A	501(C)(3)	GENERAL OPERATIONS	5,000.
SAY YES BUFFALO PROMISE SCHOLARSHIP FUND 712 MAIN STREET BUFFALO, NY 14202	N/A	501(C)(3)	GENERAL OPERATIONS	75,000.
THE BISON FUND P.O. BOX 1134 BUFFALO, NY 14205	N/A	501(C)(3)	GENERAL OPERATIONS	20,000.
Total			3a	201,694.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

OMB No 1545-0047

2012

Name of the organization

ZERON FOUNDATION

Employer identification number

16-1429495

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

ZERON FOUNDATION**16-1429495****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>LUKE T JACOBS</u> <u>120 WEST TUPPER</u> <u>BUFFALO, NY 14201</u>	\$ <u>20,247.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>ELIZABETH R JACOBS</u> <u>120 WEST TUPPER</u> <u>BUFFALO, NY 14201</u>	\$ <u>20,247.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>JESSICA H ENSTICE</u> <u>120 WEST TUPPER</u> <u>BUFFALO, NY 14201</u>	\$ <u>20,247.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>4</u>	<u>LAWRENCE D JACOBS, M.D.</u> <u>120 WEST TUPPER</u> <u>BUFFALO, NY 14201</u>	\$ <u>20,247.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>5</u>	<u>CHRISTOPHER L JACOBS</u> <u>120 WEST TUPPER</u> <u>BUFFALO, NY 14201</u>	\$ <u>20,247.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ZERON FOUNDATION**16-1429495****Part III** **Noncash Property** (see instructions). Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>280 SHARES VANGUARD GROWTH ETF</u> _____ _____ _____	\$ <u>20,247.</u>	<u>12/19/12</u>
<u>2</u>	<u>280 SHARES OF VANGUARD GROWTH ETF</u> _____ _____ _____	\$ <u>20,247.</u>	<u>12/19/12</u>
<u>3</u>	<u>280 SHARES OF VANGUARD GROWTH ETF</u> _____ _____ _____	\$ <u>20,247.</u>	<u>12/19/12</u>
<u>4</u>	<u>280 SHARES OF VANGUARD GROWTH ETF</u> _____ _____ _____	\$ <u>20,247.</u>	<u>12/19/12</u>
<u>5</u>	<u>280 SHARES OF VANGUARD GROWTH ETF</u> _____ _____ _____	\$ <u>20,247.</u>	<u>12/19/12</u>
	_____ _____ _____	\$ _____	

Name of organization

Employer identification number

ZERON FOUNDATION**16-1429495****Part III**

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

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

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

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

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

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



BNY MELLON
WEALTH MANAGEMENT

TRUSTY BTYF00240002 MONTHLY REVISED 012631

INVESTMENT DETAIL

BTY F002400

ZERON FOUNDATION

ZERON FOUNDATION (EIN: 16-1429495)

2012-12-31 CYCLE A 01:26:38 RUN DATE: 16-JAN-13
PAGE: 1
M1101

31 DECEMBER 2012

SHARES/
PAR VALUE

SECURITY DESCRIPTION

MARKET
VALUE

PRICE

COST

UNREALIZED
GAIN/LOSS

INVESTMENTS FIXED INCOME SECURITIES

31,366.3400	BAIRD INTERMEDIATE BOND FUND INSTITUTIO	360,014.59	11.3100	364,628.90	4,614.31
2,364.6640	LOOMIS SAYLES BOND FUND INSTITUTIO	33,417.03	16.1200	35,602.62	2,186.79
6,160.6420	PIMCO TOTAL RETURN FUND P	92,085.85	11.2450	91,653.97	411.68-
2,670.2420	TEMPLETON GLOBAL BOND FUNDAUNITED STATES ADVISOR	36,131.60	13.3400	38,269.03	2,167.23
TOTAL INVESTMENTS FIXED INCOME SECURITIES		511,628.97		520,174.72	6,646.76

INVESTMENTS EQUITY

6,687.6940	DODGE & COX INTERNATIONAL STOCK FUND	196,000.00	34.6400	197,021.72	1,021.72
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BNY MELLON
WEALTH MANAGEMENT

TRUSTY BTYF00240002 MONTHLY REVISED 012631

INVESTMENT DETAIL

BTY F002400

ZERON FOUNDATION

ZERON FOUNDATION (EIN: 16-1424495)

31 DECEMBER 2012

2012-12-31 CYCLE A 01:26:38 RUN DATE: 18-JAN-13
PAGE: 2
M1101

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,162.9320	FMI FOCUS FUND	66,802.79	30.9800	67,627.23	824.44
7,147.7200	OAKMARK INTERNATIONAL SMALL CAP FUND I	106,000.00	13.9800	99,926.13	6,074.87-
4,260.8710	LONGLEAF PARTNERS FUND	122,000.00	26.3900	112,180.49	9,819.51-
4,131.8280	AMERICAN FUNDS - NEW WORLD FUND	194,611.08	54.4300	224,895.40	30,284.32
3,039.3280	VANGUARD CAPITAL OPPORTUNITY FUND ADMIRAL	97,454.18	77.9300	236,943.03	138,488.85
1,400.0000	VANGUARD GROWTH ETF	56,375 940	71.1800	99,862.00	99,862.00
	TOTAL INVESTMENTS EQUITY	781,488.05		1,037,245.00	285,376.95
	Total Investments Equity INVESTMENTS OTHER	838,243			
8,380.0220	FPA CRESCENT FUND	123,000.00	29.2900	167,680.84	34,580.84
	TOTAL INVESTMENTS OTHER	123,000.00		167,680.84	34,580.84
	Total Investments	1,472,872		1,715,001	
	Cash	1,035,351		1,035,351	
	Total Assets	2,508,223		2,750,352	

THE ZERON FOUNDATION
THEATER PLACE
BUFFALO, NY 14202

Purpose. The Zeron Foundation is a charitable non-profit trust organized under the law of New York and approved as an organization described under Section 501 (c) (3) of the Internal Revenue Code. The Zeron Foundation focuses its grant making in the following areas:

1. Financial aid to high schools and colleges for students based on need and excellence.
2. Charities in the Western New York area whose purpose is to improve the health and life of the recipient.

Eligibility. To qualify for a grant, the applicant must be a certified U.S. tax exempt organization whose work falls within the areas outlined above.

Proposals. Proposals in duplicate should be in the form of a letter-limited to four pages and signed by an officer of the organization and should include:

1. A brief summary of the history, purpose and goals of the applying organization.
2. The specific purpose of the grant and the amount requested.
3. Total cost of the specific project.
4. Amounts pledged to the specific project from other organizations and, where significant, the names of such other organizations.
5. Dates at which funds will be required.

Attachments.

1. A copy of the organization's most recent audited financial statement.
2. A list of the current directors of the organization.
3. A copy of the tax exemption certificate from the Internal Revenue Service.

Deadline. The Board of Trustees of the Zeron Foundation meets in the last week of November each year. The deadline for receipt of proposals to be considered at the next meeting is the 15th of September.

Monitoring. The Foundation requires of all grant recipients:

1. Semi-annual progress reports.
2. An annual financial accounting of grant disbursements.

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

<u>SOURCE</u>	<u>AMOUNT</u>
BANK OF NY	4,296.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,296.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
BANK OF NY	81,797.	36,274.	45,523.
TOTAL TO FM 990-PF, PART I, LN 4	81,797.	36,274.	45,523.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,465.	1,233.		1,233.
TO FORM 990-PF, PG 1, LN 16B	2,465.	1,233.		1,233.

FORM 990-PF TAXES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
FOREIGN TAXES	942.	942.		0.
FEDERAL TAXES	9,044.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,986.	942.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS FILING FEES	250.	0.		250.	
INVESTMENT MANAGEMENT FEES	8,716.	8,716.		0.	
BANK FEES	12.	12.		0.	
TO FORM 990-PF, PG 1, LN 23	8,978.	8,728.		250.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION					AMOUNT
ADJUSTMENT TO FUND BALANCE - FMV > BV ON DONATED SECURITIES					44,860.
ADJUSTMENT TO FUND BALANCE - TIMING DIFFERENCES					6,988.
ADJUSTMENT TO FUND BALANCE - DISALLOWED WASH SALE					50.
TOTAL TO FORM 990-PF, PART III, LINE 5					51,898.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT	1,349,872.	1,557,420.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,349,872.	1,557,420.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT	COST	123,000.	157,581.	
TOTAL TO FORM 990-PF, PART II, LINE 13		123,000.	157,581.	

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAMELA R. JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
CHRISTOPHER L. JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
LUKE T. JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
LAWRENCE D. JACOBS, JR. 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
JESSICA H. ENSTICE 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
MATTHEW ENSTICE 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
ELIZABETH R. JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
DANIELLE JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
STEPHANIE JACOBS 120 WEST TUPPER BUFFALO, NY 14201	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

CHRISTOPHER L. JACOBS
LUKE T. JACOBS
LAWRENCE D. JACOBS, JR.
JESSICA H. ENSTICE
ELIZABETH R. JACOBS

NOTICE OF INSPECTION

The Annual Report of the Zeron Foundation for the year ended December 31, 2012 is available for public inspection at 120 W Tupper Street, Buffalo, New York 14201 (716) 853-8671, during regular business hours by any citizen who requests inspection within 180 days of publication thereof

13-0399

Zeron Foundation
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