Form 990-PF | Department of the Treasury, Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

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

Name of foundation TZEDAKAH FOUNDATION	**A Employer identification number** 23-3090755
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 42 W. LANCASTER AVENUE, 2ND FLOOR	**B** Telephone number 610-795-1000
City or town, state, and ZIP code ARDMORE, PA 19003-1311	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 803,864. / **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	18,826.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	442.	442.		STATEMENT 1
	4 Dividends and interest from securities	19,200.	19,200.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,641.			
	b Gross sales price for all assets on line 6a 298,081.				
	7 Capital gain net income (from Part IV, line 2)		108,641.		
	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	1,416.	1,416.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	148,525.	129,699.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,200.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	947.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	544.	507.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,691.	507.		0.
	25 Contributions, gifts, grants paid	312,876.			312,876.
	26 **Total expenses and disbursements.** Add lines 24 and 25	318,567.	507.		312,876.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<170,042.>			
	b **Net investment income** (if negative, enter -0-)		129,192.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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	169,426.	297,918.	297,918.
	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 ▶ 435,334.			
		Less: allowance for doubtful accounts ▶ 0.	405,667.	435,334.	435,334.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	378,219.	70,485.	20,453.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	347,585.	50,159.	50,159.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,300,897.	853,896.	803,864.
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,300,897.	853,896.	
	30	**Total net assets or fund balances**	1,300,897.	853,896.	
	31	**Total liabilities and net assets/fund balances**	1,300,897.	853,896.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,300,897.
2	Enter amount from Part I, line 27a	2	<170,042.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,130,855.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	276,959.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	853,896.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	298,081.		189,440.	108,641.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				108,641.

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	108,641.
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	288,822.	762,257.	.378904
2010	366,465.	1,177,888.	.311120
2009	293,538.	1,406,616.	.208684
2008	372,988.	2,215,846.	.168328
2007	497,961.	2,617,387.	.190251

2 **Total** of line 1, column (d)	2	1.257287
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	.251457
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	533,284.
5 Multiply line 4 by line 3	5	134,098.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,292.
7 Add lines 5 and 6	7	135,390.
8 Enter qualifying distributions from Part XII, line 4	8	312,876.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,292.
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	1,292.
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	1,292.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 832.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 900.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,732.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	440.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 440. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEVEN H. ERLBAUM Telephone no. ▶ 610-795-1000

Located at ▶ 42 W. LANCASTER AVENUE, 2ND FLOOR, ARDMORE, PA ZIP+4 ▶ 19003-1311

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 ▶ ____, ____, ____, ____			
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			
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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(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
STEVEN H. ERLBAUM 42 W. LANCASTER AVENUE 2ND FLOOR ARDMORE, PA 190031311	CO-TRUSTEE 1.00	0.	0.	0.
AMY ERLBAUM 922 MT. PLEASANT ROAD BRYN MAWR, PA 190101825	CO-TRUSTEE 0.50	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 VIII **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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3 NOT APPLICABLE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	247,710.
b	Average of monthly cash balances	1b	293,695.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	541,405.
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	541,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,121.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	533,284.
6	**Minimum investment return** Enter 5% of line 5	6	26,664.

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	26,664.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,292.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,292.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,372.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,372.
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	25,372.

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	312,876.
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	312,876.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,292.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	311,584.

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				25,372.
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 — 378,649.				
b From 2008 — 262,363.				
c From 2009 — 223,713.				
d From 2010 — 309,007.				
e From 2011 — 252,369.				
f Total of lines 3a through e	1,426,101.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 312,876.				
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				25,372.
e Remaining amount distributed out of corpus	287,504.			
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	1,713,605.			
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	378,649.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,334,956.			
10 Analysis of line 9:				
a Excess from 2008 — 262,363.				
b Excess from 2009 — 223,713.				
c Excess from 2010 — 309,007.				
d Excess from 2011 — 252,369.				
e Excess from 2012 — 287,504.				

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

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

1 **Information Regarding Foundation Managers:**

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

STEVEN H. ERLBAUM

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

NONE

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

Check here ▶ [X] 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
a *Paid during the year*				
SEE STATEMENT ATTACHED	SEE SCHEDULE	IRC SECTION 501(C)(3)	UNRESTRICTED CHARITABLE CONTRIBUTIONS	312,876.
Total			▶ 3a	312,876.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

12191111 133301 E33049K7.DAT 2012.05000 TZEDAKAH FOUNDATION E33049K1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	442.	
4 Dividends and interest from securities			14	19,200.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,416.	
8 Gain or (loss) from sales of assets other than inventory			18	108,641.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		129,699.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 129,699.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	**1a(1)**		X
	(2) Other assets	**1a(2)**		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		X
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		X
	(4) Reimbursement arrangements	**1b(4)**		X
	(5) Loans or loan guarantees	**1b(5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11/13/13 — Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER M. PEKULA		11.12.2013		P00734965
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 751 ARBOR WAY, SUITE 200 BLUE BELL, PA 19422			Phone no. 215.641.8600	

Form **990-PF** (2012)

223622
12-05-12

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

TZEDAKAH FOUNDATION

Employer identification number

23-3090755

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).

Name of organization	Employer identification number
TZEDAKAH FOUNDATION	23-3090755

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
1	STEVEN ERLBAUM 42 W. LANCASTER AVE., 2ND FLOOR ARDMORE, PA 19003	$ 18,326.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
TZEDAKAH FOUNDATION	23-3090755

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II 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
1	1,100 SHARES OF PENNSYLVANIA REAL ESTATE INVESTMENT TRUST	$ 18,326.	11/01/12
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
TZEDAKAH FOUNDATION	23-3090755

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

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	MERITOR SAVINGS BK	P	07/12/05	03/02/12
b	MERITOR SAVINGS BK	P	09/22/05	03/02/12
c	MERITOR SAVINGS BK	P	09/22/05	03/27/12
d	PENNSYLVANIA REAL ESTATE	P	03/03/09	06/29/12
e	PENNSYLVANIA REAL ESTATE	P	03/03/09	06/29/12
f	ANNALY CAPITAL MANAGEMENT	P	05/02/11	08/22/12
g	ANNALY CAPITAL MANAGEMENT	P	05/02/11	08/22/12
h	ANNALY CAPITAL MANAGEMENT	P	05/02/11	10/31/12
i	ANNALY CAPITAL MANAGEMENT	P	05/02/11	10/31/12
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	46,399.			46,399.
b	23,199.			23,199.
c	3,156.			3,156.
d	29,972.		5,564.	24,408.
e	29,972.		5,564.	24,408.
f	35,717.		37,470.	<1,753.>
g	49,324.		51,711.	<2,387.>
h	46,598.		51,685.	<5,087.>
i	33,744.		37,446.	<3,702.>
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				46,399.
b				23,199.
c				3,156.
d				24,408.
e				24,408.
f				<1,753.>
g				<2,387.>
h				<5,087.>
i				<3,702.>
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } — 2 — 108,641.

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

223591
05-01-12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALS Hope Foundation 1333 Race St Philadelphia, PA 19107	None - IRS Section 501(c)(3)	Charitable contribution	100 00
American Diabetes 1701 Nth Beauregard St Alexandria, VA 22311	None - IRS Section 501(c)(3)	Charitable contribution	200 00
Andrew McDonough B+ Foundation 101 Rockland Circle Wilmington, DE 19803	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
Arthritis Foundation Jingle Bell Run / Walk 111 South Indpendence Mall East #500 Philadelphia PA 19106	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Basilian Scholarship Fund Manor College 700 Fox Chase Road Jenkintown, PA 19046	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
Brandywine Hospice 121 Bell Tower Lane Oxford, PA 19363	None - IRS Section 501(c)(3)	Charitable contribution	100 00
BreastCancer org 7 E Lancaster Ave 3rd Fl Ardmore, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Cadence Cycling Foundation 2 Liberty Place, 50 S 16th Street Philadelphia, PA 19103	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Camp Ramah in the Poconos 2100 Arch St Philadelphia PA 19103	None - IRS Section 501(c)(3)	Charitable contribution	1,200 00
Cancer Support Community of Philadelphia 4100 Chamounix Drive Philadelphia, PA 19131	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Chai Lifeline 151 W 30th Street New York, NY 10001	None - IRS Section 501(c)(3)	Charitable contribution	1,500 00
CHOP 3401 Civic Center Blvd Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	100 00
Clarion Fund Inc 255 West 36th Street Suite 800 New York, NY 10018	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Community Foundation of Sarasota County 2635 Fruitville Road Sarasota, FL 34237	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Congregation or Shalom 835 Darby Paoli Road (Route 252) Berwyn, PA 19312	None - IRS Section 501(c)(3)	Charitable contribution	218 00
Council for Relationships 4025 Chestnut Steet 1st Floor Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Damon Runyan Cancer Research Foundation 55 Broadway Ste 302 New York, NY 10006	None - IRS Section 501(c)(3)	Charitable contribution	15,263 00
David Horowitz Freedom Center 14148 Magnolia Blvd Suite 103 Sherman Oaks, CA 91423	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Emily's Entourage Jessica Erlbaum P O Box 71 Merion, PA 19066	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Ezer Mizion 1281 49th Street Brooklyn, NY 11219	None - IRS Section 501(c)(3)	Charitable contribution	325 00
First Presbyterian Church 201 Wick Ave Youngstown, OH 44503	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
FJC Lone Soldier Center IMO Michael Levin PO Box 93372 Pheonix, AZ 85070	None - IRS Section 501(c)(3)	Charitable contribution	180 00
Fleisher Art Memorial 719 Catharine St Phildalphia, PA 19147	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Florence Green Memorial Donation Hadassah 1518 Walnut St Philadelphia, PA 19102	None - IRS Section 501(c)(3)	Charitable contribution	200 00

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Footb(ALZ)Stars Attention Robyn Rubenstein 229 Glenmoor Road Gladwyne, PA 19035	None - IRS Section 501(c)(3)	Charitable contribution	250 00
Foundation Fighting Blindness 7168 Columbia Gateway Drive Suite 100 Columbia, MD 21046	None - IRS Section 501(c)(3)	Charitable contribution	200 00
Fred Klinger Memorial Donation National MS Society 733 Third Ave 3rd Fl New York, NY 10017	None - IRS Section 501(c)(3)	Charitable contribution	200 00
Gan Israel Country Day Camp Attn Rabbi Gerber 1360 West Indian Creek Drive Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	10,000 00
Gesu School Attention Mr Sean Lavelle 1700 Thompson Street Philadelphia, PA 19121-5023	None - IRS Section 501(c)(3)	Charitable contribution	6,000 00
Great Guys Group 940 West Valley Rd Suite 1602 Wayne, PA 19087	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Guideline Services Attn Menachem Schmidt 754 South 9th Street Philadelphia, PA 19147	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Holocaust Awareness Center Klein JCC 10100 Jamison Ave Rm 210 Philadelphia, PA 19116	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Ir David Foundation c/o Morris Willner 123 Coulter Ave Suite 200 Ardmore, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	3,000 00

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
J H University-Kimmel Cancer Center C/O Floors USA-Michael Erlbaum 555 S Henderson Rd King of Prussia, PA 19406	None - IRS Section 501(c)(3)	Charitable contribution	16,667 00
JAFCO Childrens Foundation 4200 North University Dr Sunrise, FL 33351	None - IRS Section 501(c)(3)	Charitable contribution	1,800 00
JCC Development Dept, JCC of Greater Pittsburgh 5738 Forbes Ave Pittsburgh, PA 15217	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Jewish Learning Venture 7607 Old York Road Melrose Park, PA 19027	None - IRS Section 501(c)(3)	Charitable contribution	3,334 00
Jewish Relief Agency 116 Bala Avenue Bala Cynwyd, PA 19004	None - IRS Section 501(c)(3)	Charitable contribution	17,066 67
Juvenile Diabetes Research Foundation 120 Old Gulph Road Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Lubavitch House at Penn Attn Rabbi Ephraim Levin 4037 Pine Street Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	2,595 00
Maccabi USA 1926 Arch St Floor 4R Philadelphia, PA 19103	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Middle East Forum 1500 Walnut St Ste 1050 Philadelphia, PA 19102-3523	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Minding Your Mind 42 W Lancaster Avenue Fl 2 Ardmore, PA 19003	Common management-IRS Section 501(c)(3)	Charitable contribution	52,027 35
Mission Kids Child Advocacy Centre of Montgomery County PO Box 413 Blue Bell, PA 19422	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Morty Frank Memorial Golf Outing 255 West 88th Street Apt 4A New York, NY 10024	None - IRS Section 501(c)(3)	Charitable contribution	500 00
National Tay-Sachs & Allied Dieseases Association of Deleware Valley 720 Greenwood Avenue Suite 300 Jenkintown, PA 19046-3247	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Neumann College Neumann University One Neumann Drive Aston PA 19014-1298	None - IRS Section 501(c)(3)	Charitable contribution	100 00
New Jersey Gators Gold Softball Jack H Hagen Center 820 Grand Ave Laurel Springs, New Jersey 08021	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Northern Children's Services 5301 Ridge Ave Philadelphia, PA 19128	None - IRS Section 501(c)(3)	Charitable contribution	1,500 00
Pennsylania Academy of Fine Arts 128 Nth Broad St, Philadelphia	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Philadelphia City Rowing 450 Plymouth Rd Suite 305 Plymouth Meeting, PA 19462	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
Philadelphia Museum of Art 2600 Benjamin Franklin Pkwy Philadelphia, PA 19130	None - IRS Section 501(c)(3)	Charitable contribution	2,000 00
PMC-Jimmy Fund c/o The Shapiros 905 Randolph Street Canton, MA 02021	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
Robin Hood Foundation 826 Broadway 9th Floor New York, NY 10003	None - IRS Section 501(c)(3)	Charitable contribution	1,000 00
RSVP of Montgomery County 350 Sentry Parkway Building 640, Suite 100 Blue Bell, PA 19422	None - IRS Section 501(c)(3)	Charitable contribution	300 00
Simon's Fund P O Box 61 Lafayette Hill, Pa 19444	None - IRS Section 501(c)(3)	Charitable contribution	500 00
South Jesey Gators 12 u Softball c/o Alex Massa 35 Red Leaf Rd Moorestown, NJ 08057	None - IRS Section 501(c)(3)	Charitable contribution	500 00

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Temple Beth Hillel-Beth El 1001 Remington Road Wynnewood, PA 19096	None - IRS Section 501(c)(3)	Charitable contribution	11,250 00
Temple Beth Israel 1 Bowman Sreet Plattsburgh, NY 12901	None - IRS Section 501(c)(3)	Charitable contribution	200 00
The Chevra 2002 Ludlow St Philadelphia, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	50,000 00
The Children's Hospital Foundation 220 Church Road Ardmore, PA 19003	None - IRS Section 501(c)(3)	Charitable contribution	500 00
The Friendship Circle 754 South Ninth Street Philadelphia, PA 19147	None - IRS Section 501(c)(3)	Charitable contribution	36,000 00
The Jed Foundation c/o Stamp Event Management 247 Centre Street 7th Floor New York, NY 10013	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
The KTP Fund P O Box 28 Paoli, PA 19301	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Tikvah/AJMI PO Box 52730 Philadelphia, PA 19115	None - IRS Section 501(c)(3)	Charitable contribution	15,000 00
Trustees of the Univ of Pennsylvania Office of Development and Alumni Relation Centers and Institutes Philadelphia, PA 19104	None - IRS Section 501(c)(3)	Charitable contribution	6,800 00
Urban Blazers Foundation c/o St James School 3217 West Clearfield Street Philadelphia, PA 19132	None - IRS Section 501(c)(3)	Charitable contribution	2,500 00
Young Audiences 171 Madison Ave Ste 200 New York, NY 10016	None - IRS Section 501(c)(3)	Charitable contribution	5,000 00
Jewish Centre of Norristown 3080 Broadway New York, NY 10027	None - IRS Section 501(c)(3)	Charitable contribution	200 00
Aids Alive and Speak Up 1084 East Lancaster Avenue Rosemont, PA 19010-1515	None - IRS Section 501(c)(3)	Charitable contribution	500 00
Grand Total			$ 312,876 02

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

SOURCE	AMOUNT
INTEREST INCOME	442.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	442.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTTRADE	19,200.	0.	19,200.
TOTAL TO FM 990-PF, PART I, LN 4	19,200.	0.	19,200.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,416.	1,416.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,416.	1,416.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,200.	0.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	947.	0.		0.
TO FORM 990-PF, PG 1, LN 18	947.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	115.	115.		0.
PORTFOLIO DEDUCTIONS-K-1-GSC PARTNERS CDO INVESTORS II LP	392.	392.		0.
OFFICE SUPPLIES	37.	0.		0.
TO FORM 990-PF, PG 1, LN 23	544.	507.		0.

FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 7

DESCRIPTION	AMOUNT
BOOK / TAX DIFFERENCES IN INCOME - GSC PARTNERS CDO INVEST	150,340.
NONTAXABLE ADJUSTMENT TO BOOK COST OF DONATED STOCK	126,619.
TOTAL TO FORM 990-PF, PART III, LINE 5	276,959.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ONSTREAM MEDIA CORP	52,159.	1,049.
STATE OF ISRAEL BONDS	0.	0.
ANNALY CAPITAL MANAGEMENT	0.	0.
PENNSYLVANIA REIT	18,326.	19,404.
MERITOR SAVINGS BANK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	70,485.	20,453.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GSC PARTNERS CDO INVESTORS II LP	FMV	50,159.	50,159.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,159.	50,159.

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	TZEDAKAH FOUNDATION	23-3090755
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions. 42 W. LANCASTER AVENUE, 2ND FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ARDMORE, PA 19003-1311	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEVEN H. ERLBAUM - 42 W. LANCASTER AVENUE, 2ND FLOOR - ARDMORE, PA 19003-1311

  Telephone No. ▶ 610-795-1000 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,632.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 732.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 900.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13

L6100509 133301 E33049K7.DAT 2012.03040 TZEDAKAH FOUNDATION

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	TZEDAKAH FOUNDATION	23-3090755
	Number, street, and room or suite no. If a P.O. box, see instructions. 42 W. LANCASTER AVENUE, 2ND FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ARDMORE, PA 19003-1311	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ STEVEN H. ERLBAUM - 42 W. LANCASTER AVENUE, 2ND FLOOR - ARDMORE, PA 19003-1311

Telephone No. ▶ 610-795-1000 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 1,294.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 1,632.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8/6/2013

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