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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

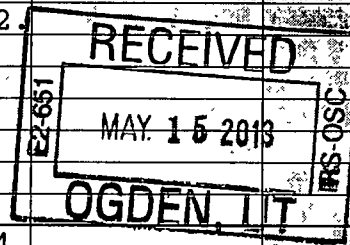
For calendar year 2012 or tax year beginning

, and ending

Name of foundation RICHARD L. & LOIS S. WERNER FAMILY FOUNDATION		A Employer identification number 23-7911213
Number and street (or P.O. box number if mail is not delivered to street address) 3500 NW CLUBSIDE CIRCLE	Room/suite	B Telephone number (561) 994-8890
City or town, state, and ZIP code BOCA RATON, FL 33496		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,778,022. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	44,082.	44,082.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	68,572.			
	b Gross sales price for all assets on line 6a 1,909,717.				
	7 Capital gain net income (from Part IV, line 2)		68,572.		
	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	112,654.	112,654.			
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 2	2,500.	0.		2,500.
	c Other professional fees STMT 3	5,046.	5,046.		0.
	17 Interest				
	18 Taxes STMT 4	1,669.	1,627.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	247.	0.		247.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,462.	6,673.		2,747.
	25 Contributions, gifts, grants paid	150,000.			150,000.
26 Total expenses and disbursements. Add lines 24 and 25	159,462.	6,673.		152,747.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-46,808.				
b Net investment income (if negative, enter -0-)		105,981.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	13,897.	9,313.	9,313.
	2 Savings and temporary cash investments	59,278.	30,610.	30,610.
	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			
	b Investments - corporate stock STMT 7	74,426.	0.	0.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,553,685.	1,738,099.	1,738,099.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,701,286.	1,778,022.	1,778,022.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	1,701,286.	1,778,022.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,701,286.	1,778,022.		
31 Total liabilities and net assets/fund balances	1,701,286.	1,778,022.		

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)	1,701,286.
2 Enter amount from Part I, line 27a	-46,808.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	123,544.
4 Add lines 1, 2, and 3	1,778,022.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,778,022.

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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 STATEMENTS			
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 1,909,717.		1,841,145.	68,572.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			68,572.

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	68,572.
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	142,334.	1,876,695.	.075843
2010	142,683.	1,779,862.	.080165
2009	131,900.	1,620,147.	.081412
2008	216,705.	2,136,180.	.101445
2007	248,263.	2,566,369.	.096737

2 Total of line 1, column (d)	2	.435602
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	.087120
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,764,914.
5 Multiply line 4 by line 3	5	153,759.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,060.
7 Add lines 5 and 6	7	154,819.
8 Enter qualifying distributions from Part XII, line 4	8	152,747.

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.

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 2,120.
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 2,120.
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 2,120.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,918.	
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 42.	
7 Total credits and payments. Add lines 6a through 6d		7 3,960.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 1,840.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,840. Refunded <input type="checkbox"/>		11 0.

Part VII-A Statements Regarding Activities

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?	Yes	No
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?		
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>PA</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

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RICHARD L. WERNER</u> Telephone no. ► <u>(561) 994-8890</u> Located at ► <u>3500 NW CLUBSIDE CIRCLE, BOCA RATON, FL</u> ZIP+4 ► <u>33496</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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 ►	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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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."

[illegible]**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	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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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	1,744,826.
b	Average of monthly cash balances	1b	46,965.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,791,791.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,791,791.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,877.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,764,914.
6	Minimum investment return. Enter 5% of line 5	6	88,246.

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	88,246.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,120.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,120.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,126.
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	86,126.

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	152,747.
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	152,747.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	152,747.

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				86,126.
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	127,407.			
b From 2008	112,154.			
c From 2009	51,767.			
d From 2010	54,541.			
e From 2011	49,207.			
f Total of lines 3a through e	395,076.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	152,747.			
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				86,126.
e Remaining amount distributed out of corpus	66,621.			
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	461,697.			
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	127,407.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	334,290.			
10 Analysis of line 9:				
a Excess from 2008	112,154.			
b Excess from 2009	51,767.			
c Excess from 2010	54,541.			
d Excess from 2011	49,207.			
e Excess from 2012	66,621.			

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)

- 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

[illegible]

- 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).)

SEE STATEMENT 10

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

NONE

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

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

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:**

RICHARD L. WERNER, (561)994-8890
3500 NW CLUBSIDE CIRCLE, BOCA RATON, FL 33496

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING.

- c Any submission deadlines:

JANUARY 1

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
BUHL FARM TRUST BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
RENSSELAER POLYTECHNIC INSTITUTE TROY, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
TEMPLE BETH ISRAEL SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
UNIVERSITY OF MIAMI MEDICAL SCHOOL - GORDON CENTER FOR RESEARCH MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	10,000.
Total	SEE CONTINUATION SHEET(S)			150,000.
b Approved for future payment				
NONE				
Total				0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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		

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.

Sign Here  5/6/2013 

Signature of officer or trustee Date Title

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 <input type="checkbox"/> if self-employed	PTIN
	KAREN S. COHEN		5/4/13		P00156983
	Firm's name ▶ PACKER THOMAS			Firm's EIN ▶ 34-1667340	
	Firm's address ▶ 6601 WESTFORD PLACE, SUITE 101 CANFIELD, OH 44406			Phone no. (330) 533-9777	

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 100,000 STATE OF ISRAEL 5TH JUBILEE ISSUE 4.4%		P	VARIOUS	10/01/12
b 2,081.74 SHS DFA INTER TERM EXTENDED QUALITY PORT		P	02/27/12	10/08/12
c 313 SHS POWERSHARES FTSE RAFI US1500		P	02/22/12	10/08/12
d 87 SHS POWERSHS EXCHANGE TRADE FD		P	02/22/12	10/08/12
e 489 SHS POWERSHS EXCHANGE TRADE FD		P	02/22/12	10/08/12
f 1,301 SHS POWERSHS EXCHANGE TRADE FD		P	02/22/12	10/08/12
g 14.61 SHS VANGUARD SHORT TERM BD		P	01/31/12	02/22/12
h 134.13 SHS DFA EMERGING MARKETS CORE EQUITY		P	06/23/11	02/22/12
i 152.69 SHS DIAMOND HILL SMALL CAP FUND		P	12/15/11	02/22/12
j 1,877 SHS HARBOR BOND FUND INST		P	03/09/11	02/22/12
k 3,669.55 SHS VANGUARD SHORT TERM BD INDEX		P	VARIOUS	02/22/12
l 133.19 SHS WILLIAM BLAIR INTL GROWTH FUND		P	09/16/11	02/22/12
m 400 SHS ALABAMA PWR 5.20% PDF CLASS A		P	06/25/04	02/22/12
n 400 SHS BALT G & E CAP		P	06/25/04	02/22/12
o 585 SHS CITIGROUP CAP TR IX 6% 33TR PFD		P	06/02/03	02/22/12

(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 100,000.		100,000.	0.
b 22,897.		22,195.	702.
c 21,325.		21,052.	273.
d 1,916.		1,997.	-81.
e 16,759.		17,582.	-823.
f 81,403.		76,617.	4,786.
g 155.		156.	-1.
h 2,721.		2,880.	-159.
i 3,871.		3,416.	455.
j 23,399.		22,960.	439.
k 38,999.		38,720.	279.
l 2,794.		2,560.	234.
m 10,362.		9,440.	922.
n 10,158.		9,552.	606.
o 13,771.		15,152.	-1,381.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			702.
c			273.
d			-81.
e			-823.
f			4,786.
g			-1.
h			-159.
i			455.
j			439.
k			279.
l			234.
m			922.
n			606.
o			-1,381.

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	
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	

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	6,536.60 SHS COLUMBIA SELECT SMALL CAP FUND	P	VARIOUS	02/22/12
b	400 SHS CORP BACKED TR 5.8750% 31 KRAFT FOODS	P	06/25/04	02/22/12
c	4,867.42 SHS DFA EMERGING MARKETS CORE EQUITY	P	VARIOUS	02/22/12
d	11,715.53 SHS DFA INTL REAL ESTATE SECURITIES	P	VARIOUS	02/22/12
e	3,863.60 SHS DIAMOND HILL SMALL CAP FUND	P	VARIOUS	02/22/12
f	200 SHS FEDERAL NATIONAL 4.75% SER M PFD SER M	P	06/25/04	02/22/12
g	5,049.10 SHS FIRST EAGLE OVERSEAS FUND	P	VARIOUS	02/22/12
h	575 SHS GENERAL ELECTRIC CAP	P	06/02/03	02/22/12
i	4,320.08 SHS HARBOR BOND FUNDS INST	P	VARIOUS	02/22/12
j	1,920.89 SHS HARBOR INTERNATIONAL FUND	P	VARIOUS	02/22/12
k	780 SHS M S CAP TR III	P	06/02/03	02/22/12
l	1,353.34 SHS VANGUARD ENERGY FUND INVESTOR	P	VARIOUS	02/22/12
m	8,848.19 SHS VANGUARD GROWTH INDEX	P	VARIOUS	02/22/12
n	1,983.84 SHS VANGUARD HEALTH CARE FD ADMIRAL	P	VARIOUS	02/22/12
o	6,600.18 SHS VANGUARD SHORT TERM BD INDEX	P	VARIOUS	02/22/12

(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 109,946.		127,644.	-17,698.
b 10,150.		9,760.	390.
c 98,738.		64,766.	33,972.
d 55,391.		104,877.	-49,486.
e 97,942.		88,261.	9,681.
f 357.		8,198.	-7,841.
g 111,989.		107,290.	4,699.
h 14,776.		15,008.	-232.
i 53,855.		50,994.	2,861.
j 114,847.		81,016.	33,831.
k 18,720.		20,054.	-1,334.
l 89,338.		54,979.	34,359.
m 287,897.		230,822.	57,075.
n 111,509.		106,885.	4,624.
o 70,145.		69,275.	870.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-17,698.
b			390.
c			33,972.
d			-49,486.
e			9,681.
f			-7,841.
g			4,699.
h			-232.
i			2,861.
j			33,831.
k			-1,334.
l			34,359.
m			57,075.
n			4,624.
o			870.

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
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

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 15,370.23 SHS VANGUARD WINDSOR FUND INVESTOR		P	VARIOUS	02/22/12
b 4,593.93 SHS WILLIAM BLAIR INTL GROWTH FUND		P	VARIOUS	02/22/12
c CAPITAL GAINS DIVIDENDS				
d				
e				
f				
g				
h				
i				
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 216,851.		258,153.	-41,302.
b 96,381.		98,884.	-2,503.
c 355.			355.
d			
e			
f			
g			
h			
i			
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			-41,302.
b			-2,503.
c			355.
d			
e			
f			
g			
h			
i			
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	68,572.
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

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YOUNGSTOWN AREA JEWISH FEDERATION YOUNGSTOWN, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	40,000.
BOCA RATON COMMUNITY HOSPITAL FOUNDATION BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
CLEVELAND CLINIC FOUNDATION CLEVELAND, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
DIABETES RESEARCH INSTITUTE FOUNDATION HOLLYWOOD, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
LYMPHOMA RESEARCH FOUNDATION NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
UNIVERSITY OF MIAMI SYLVESTER COMPREHENSIVE CANCER CENTER MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
JEWISH NATIONAL FUND NORTHBROOK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	2,500.
ALEXANDER MUSS INSTITUTE OF ISRAEL EDUCATION ROCKVILLE CENTRE, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,200.
AMERICAN RED MAGEN DAVID ADOM WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
ANTI-DEFAMATION LEAGUE NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
Total from continuation sheets				100,000.

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRANKLIN & MARSHALL HILLEL LANCASTER, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
HARAND CAMP SCHOLARSHIP FUND EVANSTON, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	750.
HARAND CAMP SCHOLARSHIP FUND EVANSTON, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
ISRAEL TENNIS CENTERS FOUNDATION DEERFIELD BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
NATIONAL JEWISH HEALTH DENVER, CO	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
TEMPLE BETH-EL FREE WILL CAMPAIGN NORTHBROOK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
UNIVERSITY OF MARYLAND HILLEL COLLEGE PARK, MD	N/A	PUBLIC CHARITY	PUBLIC CHARITY	1,000.
350.ORG BROOKLYN, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	375.
ADELPHI UNIVERSITY GARDEN CITY, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AGOGOZA SHALOM YOUTH VILLAGE NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLENDALE ASSOCIATION LAKE VILLA, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
AMERICAN CANCER SOCIETY - PALM BEACH CHAPTER WEST PALM BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AMERICAN COMMITTEE FOR WEIZMAN INSTITUTE OF SCIENCE NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
AMERICAN HEART ASSOCIATION - PALM BEACH COUNTY WEST PALM BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AMERICAN ISRAEL CULTURAL FOUNDATION NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
AMERICAN JEWISH COMMITTEE NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
AMERICAN JEWISH CONGRESS NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
AMERICAN RED CROSS - PALM BEACH CHAPTER WEST PALM BEACH, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
AMERICAN SOCIETY FOR TECHNION - ISRAEL INSTITUTE OF TECHNOLOGY NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
B'NAI B'RITH FOUNDATION WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOCA RATON FIRE RESCUE & PARAMEDICS GIFT TRUST FUND BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
CAMERA BOSTON, MA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
CAMP FOR ALL KIDS (NORTH STAR CAMP FOR BOYS) ST. LOUIS, MO	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
CITIZENS UNITED FOR RESEARCH IN EPILEPSY (CURE) CHICAGO, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
COMMUNITY FOOD WAREHOUSE SHENANGO VALLEY SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	150.
DISTRICT 113 EDUCATIONAL FOUNDATION HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
DOCTORS WITHOUT BORDERS USA NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
F & M MEN'S ROWING (DIPLOMAT ATHLETIC CLUB) LANCASTER, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	125.
FJC (LONE SOLDIER CENTER IN MEMORY OF MICHAEL LEVIN) NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	300.
FLORENCE FULLER CHILD DEVELOPMENT CENTER DENTAL PROGRAM BOCA RATON, FL				100.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FORSTER FAMILY KOSHER FOOD PANTRY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
FRIENDS OF THE BOCA RATON PUBLIC LIBRARY BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
FRIENDS OF ISRAEL DEFENSE FORCES BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
GILDA'S CLUB SOUTH FLORIDA FT. LAUDERDALE, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
GREATER CHICAGO FOOD DEPOSITORY CHICAGO, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
HADASSAH (TRI-COUNTY HADASSAH) SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	300.
JEWISH CHAUTAUQUA SOCIETY NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
LAKE FOREST ACADEMY LAKE FOREST, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
MEMORIAL SLOAN-KETTERING CANCER CENTER NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
MIDDLE EAST MEDIA RESEARCH INSTITUTE (MEMRI) WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
Total from continuation sheets				

**RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION**

23-7911213

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTH SHORE SUBURBAN SYNAGOGUE BETH EL HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
RIVERSIDE FOUNDATION LINCOLNSHIRE, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
SCHIFF LIVER INSTITUTE - JACKSON MEMORIAL FOUNDATION MIAMI, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
SCOPE MIDWEST CHICAGO, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
SHARON SENIOR HIGH SCHOOL - TEMPORARY ASSISTANCE PROGRAM SHARON, PA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	800.
SIMON WIESENTHAL CENTER LOS ANGELES, CA	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
SUSAN G. KOMEN BREAST CANCER FOUNDATION DALLAS, TX	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
THE ART CENTER OF HIGHLAND PARK HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
THE GLOBAL FOODBANK NETWORK CHICAGO, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
THE NESIYA INSTITUTE NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	200.
Total from continuation sheets				

RICHARD L. & LOIS S. WERNER FAMILY
FOUNDATION

23-7911213

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
U.S. HOLOCAUST MEMORIAL MUSEUM WASHINGTON, DC	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
VETS HELPING HEROES GREENACRES, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	250.
WORLD JEWISH CONGRESS NEW YORK, NY	N/A	PUBLIC CHARITY	PUBLIC CHARITY	100.
YOUNGSTOWN AREA JEWISH FEDERATION - WOMEN'S DIVISION YOUNGSTOWN, OH	N/A	PUBLIC CHARITY	PUBLIC CHARITY	500.
NORTH SHORE SUBURBAN SYNAGOGUE BETH EL HIGHLAND PARK, IL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY - HURRICANE SANDY RELIEF BOCA RATON, FL	N/A	PUBLIC CHARITY	PUBLIC CHARITY	5,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC.	40,250.	355.	39,895.
STATE OF ISRAEL NOTE INTEREST	4,187.	0.	4,187.
TOTAL TO FM 990-PF, PART I, LN 4	44,437.	355.	44,082.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,046.	5,046.		0.
TO FORM 990-PF, PG 1, LN 16C	5,046.	5,046.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	1,627.	1,627.		0.
FEDERAL INCOME TAX WITHHELD	42.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,669.	1,627.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	247.	0.		247.
TO FORM 990-PF, PG 1, LN 23	247.	0.		247.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
NET UNREALIZED GAIN ON MARKETABLE SECURITIES @ 12/31/12	50,110.
NET UNREALIZED LOSS ON MARKETABLE SECURITIES @ 12/31/11	73,434.
TOTAL TO FORM 990-PF, PART III, LINE 3	123,544.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
585 SHS CITIGROUP CAP IX PFD	0.	0.
575 SHS GENERAL ELEC CAPITAL CORP PFD	0.	0.
780 SHS MORGAN STANLEY CP TR PFD	0.	0.
400 SHS ALABAMA POWER 5.20% PFD	0.	0.
400 SHS BALT G&E CAP 6.20% PFD	0.	0.
400 SHS CORP BACK TR 5.875% PFD	0.	0.
200 SHS FED NAT'L 4.75% SER PFD	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
15,370.231 SHS VANGUARD WINDSOR FUND	FMV	0.	0.
5,049.108 SHS FIRST EAGLE OVERSEAS FUND	FMV	0.	0.
1,920.896 SHS HARBOR INTERNATIONAL FUND	FMV	0.	0.
4,727.13 SHS WILLIAM BLAIR INTERNATIONAL GROWTH	FMV	0.	0.
11,715.534 SHS DFA INTL REAL ESTATE SECURITIES	FMV	0.	0.
1,353.342 SHS VANGUARD ENERGY FUND	FMV	0.	0.
1,983.847 SHS VANGUARD HEALTH CARE FUND	FMV	0.	0.
6,197.089 SHS HARBOR BOND FUND	FMV	0.	0.
8,848.195 SHS VAN GROWTH INDEX FUND #9	FMV	0.	0.
5,001.558 SHS DFA EMERGING MARKETS CORP	FMV	0.	0.
100,000 FV STATE OF ISRAEL BOND (FIFTH JUBILEE 4.400% DUE 10/01/12)	FMV	0.	0.
6,536.6 SHS COLUMBIA SELECT SMALL CAP	FMV	0.	0.
4,016.306 SHS DIAMOND HILL SMALL CAP	FMV	0.	0.
10,269.744 SHS VAN SHORT TERM BOND INDEX	FMV	0.	0.
5,491 SHS POWERSHARES DEVELOPE	FMV	129,039.	129,039.
7,070.168 SHS POWERSHARES DEVELOP	FMV	257,736.	257,736.
5,501.381 SHS POWERSHARES EMERGE	FMV	125,542.	125,542.
9,142.768 SHS POWERSHARES U.S. 10	FMV	570,783.	570,783.
3,583.764 SHS POWERSHARES U.S. 15	FMV	249,215.	249,215.
1,300 SHS WISDOM TREE EMERGE	FMV	64,272.	64,272.
10,130.147 SHS DFA INTERM-TERM EX	FMV	111,330.	111,330.
11,932.4 SHS DFA SHORT-TERM EXT	FMV	130,182.	130,182.
100,000 STATE OF ISRAEL BOND	FMV	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,738,099.	1,738,099.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD L. WERNER 3500 NW CLUBSIDE CIRCLE BOCA RATON, FL 33496	TRUSTEE 2.00	0.	0.	0.
LOIS S. WERNER 3500 NW CLUBSIDE CIRCLE BOCA RATON, FL 33496	TRUSTEE 2.00	0.	0.	0.
ELISE W. FROST 1001 SAXONY DRIVE HIGHLAND PARK, IL 60035	TRUSTEE 2.00	0.	0.	0.
MINDY H. WERNER 399 4TH STREET BROOKLYN, NY 11215	TRUSTEE 2.00	0.	0.	0.
BRUCE D. WERNER 210 NORTHAMPTON LANE LINCOLNSHIRE, IL 60069	TRUSTEE 2.00	0.	0.	0.
DANIEL M. ALTER 399 4TH STREET BROOKLYN, NY 11215	TRUSTEE 2.00	0.	0.	0.
IRA M. FROST 1001 SAXONY DRIVE HIGHLAND PARK, IL 60035	TRUSTEE 2.00	0.	0.	0.
TAMMY H. WERNER 210 NORTHAMPTON LANE LINCOLNSHIRE, IL 60069	TRUSTEE 2.00	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

RICHARD L. WERNER
LOIS S. WERNER