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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 01-01-2012 , and ending 12-31-2012

Name of foundation The ZAC Foundation for Children's Safety		A Employer identification number 26-1622144	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) \$ 20,214,175		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,648,618			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,982	13,982		
	4 Dividends and interest from securities.	164,833	164,833		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,000			
	b Gross sales price for all assets on line 6a 1,663,871				
	7 Capital gain net income (from Part IV , line 2)		4,000		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	50,543	543		
	12 Total. Add lines 1 through 11	10,881,976	183,358		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,927			3,927
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	297,344	52,844		244,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,425	302		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,697			9,697
	22 Printing and publications	538			538
	23 Other expenses (attach schedule)	114,175	28		114,147
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	427,106	53,174		372,809
	25 Contributions, gifts, grants paid	194,678			194,678
	26 Total expenses and disbursements. Add lines 24 and 25	621,784	53,174		567,487
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	10,260,192			
	b Net investment income (if negative, enter -0-)		130,184		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	9,846,383	13,834,916	13,834,916
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		 4,207,796	4,331,257
	c	Investments—corporate bonds (attach schedule).		 2,063,863	2,048,002
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,846,383	20,106,575	20,214,175
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" 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	9,846,383	20,106,575	
	30	Total net assets or fund balances (see page 17 of the instructions)	9,846,383	20,106,575	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,846,383	20,106,575	

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	9,846,383
2	Enter amount from Part I, line 27a	2	10,260,192
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	20,106,575
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,106,575

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)
1 a Publicly-traded Securities				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,663,871		1,659,871	4,000
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,000
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,000
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	184,336	8,508,295	000 021665
2010	28,459	51,689	000 550581
2009	54,683	48,495	001 127601
2008	7,538	41,856	000 180094
2007			

2 Total of line 1, column (d).	2	001 879941
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	000 469985
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,306,623
5 Multiply line 4 by line 3.	5	4,843,958
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,302
7 Add lines 5 and 6.	7	4,845,260
8 Enter qualifying distributions from Part XII, line 4.	8	567,487

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,604
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,604
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,604
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	713	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,891	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,604
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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		No
See 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? <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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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 20____, 20____, 20____, 20____ <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).	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 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Brian Cohn	VP / Dir	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	010 00			
Karen Cohn	Pres / Dir / Sec	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	016 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Nahigian Strategies LLC 331 Cameron Station Blvd Alexandria, VA 22304	Philanthropic Consulting	318,573
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ZAC Camps - In partnership with the Boys & Girls Clubs of America, The ZAC Foundation sponsors & hosts ZAC Camps to teach children about the importance of pool and open water safety through swimming lessons, class room exercises and engagement with first responders	61,817
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,579,548
b	Average of monthly cash balances.	1b	4,884,029
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,463,577
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	10,463,577
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	156,954
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,306,623
6	Minimum investment return. Enter 5% of line 5.	6	515,331

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	515,331
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,604
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,604
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	512,727
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	512,727
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	512,727

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 5	1a	567,487
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	567,487
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	567,487
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				512,727
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			156,950	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 567,487				
a Applied to 2011, but not more than line 2a			156,950	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				410,537
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				102,190
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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 Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number 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	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 See Additional Data Table				
Total			3a	194,678
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	13,982	
4	Dividends and interest from securities. . . .			14	164,833	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	4,000	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a K-1 Inc/Loss			14	493	
b	Foreign Tax Refund			01	50	
c	Receipt of Non-Taxable Payment			01	50,000	
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				233,358	
13	Total. Add line 12, columns (b), (d), and (e).					233,358

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

**Sign
Here**


**Paid
Preparer
Use Only**

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 or fiduciary) is based on all information of which preparer has any knowledge				
	***** Signature of officer or trustee		2013-08-02 Date		***** Title
Paid Preparer Use Only	Print/Type preparer's name Jeffrey D Haskell		Preparer's Signature Jeffrey D Haskell		Date 2013-08-02
	Check if self-employed <input checked="" type="checkbox"/>		PTIN		
	Firm's name <input type="checkbox"/>		Foundation Source One Hollow Lane Suite 212		Firm's EIN <input type="checkbox"/>
	Firm's address <input type="checkbox"/>		Lake Success, NY 11042		Phone no (800) 839-1754

Form 990PF Part XV Line 1a - 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).

Brian Cohn
Karen Cohn

Form 990PF Part XV Line 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				
BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a2	ZAC Camps Sponsorship	175,833
CEF FOUNDATION CORP 14 LAUREN LN FISKDALE,MA 01518	N/A	509a1	Charitable Event	1,250
GREENWICH BOYS AND GIRLS CLUB ASSOC 4 HORSENECK LN GREENWICH,CT 06830	N/A	509a2	Greenwich ZAC Camp and the Stamford Childrens Swim Lessons	9,553
GREENWICH BOYS AND GIRLS CLUB ASSOC 4 HORSENECK LN GREENWICH,CT 06830	N/A	509a2	Keystone Club Members Services	1,500
PALM BEACH CNTY VOL FIRE RESCUE ASSOC 405 PIKE RD WEST PALM BCH,FL 33411	N/A	509a1	Drowning Prevention Coalition of Palm Beach County	2,500
THE GUATEMALAN-MAYA CENTER INC 430 N G ST LAKE WORTH,FL 33460	N/A	509a1	ZAC Camp at the DeVos-Blum Family YMCA in Boynton Beach	200
YOUNG MENS CHRIST ASSOC OF S PALM BEACH 6631 PALMETTO CIR S BOCA RATON,FL 33433	N/A	509a1	DeVos-Blum Family YMCAs ZAC Camp	3,842
Total  3a				194,678

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization The ZAC Foundation for Children's Safety	Employer identification number 26-1622144
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 The ZAC Foundation for Children's Safety	Employer identification number 26-1622144
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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
<div>1</div>	<div>Cohn Brian</div> <div>176 Taconic Road</div> <div>Greenwich, CT 06831</div>	<div>\$ 10,638,638</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>2</div>	<div>Monness Crespi Hardt Co Inc</div> <div>767 Third Avenue</div> <div>New York, NY 10017</div>	<div>\$ 5,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization The ZAC Foundation for Children's Safety	Employer identification number 26-1622144
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The ZAC Foundation for Children's Safety	Employer identification number 26-1622144
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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 See instructions) ▶ \$

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
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The ZAC Foundation for Children's Safety

EIN: 26-1622144

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					1,663,871	1,659,871			4,000	

TY 2012 General Explanation Attachment

Name: The ZAC Foundation for Children's Safety

EIN: 26-1622144

Software ID: 12000057

Software Version: 12.15.422.1

TY 2012 Investments Corporate Bonds Schedule

Name: The ZAC Foundation for Children's Safety

EIN: 26-1622144

Software ID: 12000057

Software Version: 12.15.422.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AGILENT TECHNOLOGIES INC - 6.500 - 11/01/2017	91,817	90,663
AMGEN INC NOTE - 04.500 - 03/15/2020	110,150	113,764
ATT INC NOTE-2.95-05/15/2016	132,490	132,340
AUTOZONE INC - 6.950 - 06/15/2016	148,875	147,071
AVON PRODUCTS INC - 5.625 - 03/01/2014	107,272	104,431
BOSTON SCIENTIFIC CORP - 5.450 - 06/15/2014	54,176	53,157
BROADCOM CORP - 2.380 - 11/01/2015	104,140	104,249
CA INC SR NT 144A 6.12500 12/01/2014	82,666	81,731
CARDINAL HEALTH INC - 5.850 - 12/15/2017	116,297	116,031
DELL INC 5.65 4/15/18	177,644	173,921
DISNEY WALT CO - 3.750 - 06/01/2021	224,128	220,995
IBM CORP NOTES 5.700 09/14/2017	123,847	120,622
INGERSOLL-RAND - 6.875 - 08/15/2018	92,147	91,582
KROGER CO SR NTS 6.4 8/15/17	121,771	120,702
ORACLE CORP NOTES 05.75000 04/15/2018	122,080	121,701
STARBUCKS CORP NOTE CALL 6.25 08/15/2017	118,306	120,286
WAL MART STORES INC NT - 5.800 - 02/15/2018	136,057	134,756

TY 2012 Investments Corporate
Stock Schedule

Name: The ZAC Foundation for Children's Safety

EIN: 26-1622144

Software ID: 12000057

Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1975 shares of ABBOTT LABS	119,251	129,362
329 shares of ACCENTURE PLC	20,231	21,879
758 shares of ADT LTD.	26,987	35,239
2075 shares of ALERE INC	50,026	38,388
301 shares of ALLERGAN INC.	27,811	27,611
212 shares of AMAZON COM	39,855	53,184
1243 shares of AMER INTERNATIONAL GROUP INC	42,906	43,878
647 shares of AMERICAN TOWER REIT INC	40,477	49,994
140 shares of APPLE INC.	79,790	74,504
1550 shares of ARCH CAPITAL GROUP LTD.	57,363	68,231
1215 shares of ARCHER DANIELS MDLND	35,165	33,279
2340 shares of ATT CORP COM	75,964	78,880
1842 shares of BANK NEW YORK MELLON CORP COM	40,408	47,339
105 shares of BLACKROCK INC	20,667	21,705
216 shares of CATERPILLAR INC.	22,662	19,356
708 shares of CELGENE CORP	52,637	55,557
75 shares of CHARTER COMMUNICATIONS	5,555	5,718
622 shares of CHEVRON CORP	68,728	67,263
188 shares of CHIPOLTE MEX GRILL	51,846	55,922
368 shares of CHUBB CORP	27,763	27,718
784 shares of CME GROUP, INC	43,256	39,725
816 shares of COACH INC	60,472	45,296
846 shares of COCA-COLA CO	29,508	30,668
997 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	70,122	73,658
195 shares of COMPASS MINERALS INTERNATIONAL	13,893	14,568
663 shares of COVIDIEN LTD	34,606	38,282
385 shares of CULLEN FROST BANKERS INC	22,421	20,894
448 shares of CVS CAREMARK CORP.	21,349	21,661
777 shares of DEVON ENERGY CORPORATION	47,202	40,435
400 shares of EATON CORP PLC	19,884	21,672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5627 shares of EATON VANCE TX-MAN GLOBAL BUY-WRITE OPP FD	61,265	60,153
875 shares of EBAY INC.	33,348	44,625
512 shares of ECOLAB INC	30,571	36,813
397 shares of EMERSON ELECTRIC CO.	19,714	21,025
485 shares of EQT CORPORATION	25,358	28,605
1500 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	48,221	52,215
5034 shares of GANNETT CO INC	78,231	90,661
1990 shares of GENERAL ELECTRIC CO	42,653	41,770
274 shares of GILEAD SCIENCES INC	20,527	20,125
2350 shares of GOLAR LNG LTD	95,586	86,432
725 shares of GOLAR LNG PARTNERS LP	24,683	21,641
84 shares of GOOGLE INC CL A	51,098	59,420
3772 shares of GREAT LAKES DREDGE DOCK CORPORATION	28,551	33,684
465 shares of GULFMARK OFFSHORE, INC.	20,103	16,019
1350 shares of HARRY WINSTON DIAMOND CORP	17,903	18,995
5325 shares of HECKMANN CORPORATION	26,613	21,460
925 shares of HOSPIRA INC W/I	32,239	28,897
507 shares of IHS INC	52,206	48,672
957 shares of ILLUMINA INC COM	46,868	53,200
358 shares of INTERNATIONAL BUSINESS MACHINES	69,978	68,575
94 shares of INTUITIVE SURGICAL, INC.	48,435	46,095
225 shares of ITC HOLDINGS CORP	17,309	17,305
535 shares of JARDEN CORP	20,335	27,660
1004 shares of JOHNSON JOHNSON	66,490	70,380
475 shares of JOHNSON CONTROLS INC.	15,195	14,568
700 shares of JP MORGAN CHASE CO	28,945	30,778
1100 shares of KEPPEL CORP LTD ADR	19,016	19,810
611 shares of KINDER MORGAN INC	22,376	21,587
1510 shares of KROGER CO	36,116	39,290
220 shares of LABORATORY CORP AMER HLDGS	19,523	19,056

Name of Stock	End of Year Book Value	End of Year Fair Market Value
145 shares of LOCKHEED MARTIN CORP	12,881	13,382
227 shares of LORILLARD INC COMMON STOCK	29,379	26,484
770 shares of LOWES COMPANIES INC.	24,608	27,350
525 shares of MACYS INC	20,634	20,486
250 shares of MADISON SQUARE GARDEN CO.	8,490	11,088
390 shares of MCCORMICK CO	19,874	24,777
249 shares of MCDONALDS CORP	24,218	21,964
534 shares of MEAD JOHNSON NUTRITI	40,014	35,185
1357 shares of MERCK CO INC.	57,249	55,556
722 shares of MICROCHIP TECHNOLOGY INC.	24,976	23,530
2763 shares of MICROSOFT CORPORATION	81,164	73,799
275 shares of MOLYCORP INC	7,708	2,596
300 shares of MONSANTO CO	23,936	28,395
3250 shares of MONSTER WORLDWIDE, INC	28,356	18,265
430 shares of MOTOROLA SOLUTIONS INC	22,074	23,942
529 shares of NESTLE S.A.	32,093	34,475
1305 shares of NEUSTAR, INC. CL A	45,397	54,719
1881 shares of NEW YORK COMNTY BANCORP INC.	24,430	24,641
647 shares of NEWMONT MINING CORP	38,297	30,047
1150 shares of NEWS CORP CL A	22,619	29,337
420 shares of NEXTERA ENERGY, INC	25,274	29,060
150 shares of NOVO NORDISK A S	21,236	24,482
500 shares of ONEOK INC	20,877	21,375
429 shares of PACCAR INC	19,373	19,395
801 shares of PACKAGING CORP AMER	24,362	30,814
2625 shares of PALADIN ENERGY LTD ORD	5,074	2,861
683 shares of PEPSICO INC	46,539	46,738
1345 shares of PFIZER INC.	29,083	33,732
345 shares of PHILIP MORRIS INTL	29,345	28,856
259 shares of PRAXAIR INC.	28,495	28,348

Name of Stock	End of Year Book Value	End of Year Fair Market Value
812 shares of PROCTER GAMBLE CO	54,467	55,127
1251 shares of QUALCOMM INC	79,011	77,385
515 shares of RAYTHEON CO.	26,770	29,643
2388 shares of REPUBLIC SVCS INC.	71,062	70,040
390 shares of ROYAL DUTCH SHELL PLC	27,979	26,891
1376 shares of SEADRILL LTD	53,147	50,637
860 shares of SOUTHERN COPPER CORP	27,645	32,560
1117 shares of SUNCOR ENERGY INC	37,544	36,839
941 shares of T. ROWE PRICE ASSOCIATES	58,377	61,275
525 shares of THERMO FISHER SCIENTIFIC INC	29,560	33,485
312 shares of TIME WARNER CABLE INC	24,844	30,323
713 shares of TYCO INTERNATIONAL LTD.	18,337	20,855
200 shares of UNION PACIFIC	21,719	25,144
175 shares of V F CORP	25,755	26,420
793 shares of VIACOM INC. CL B	38,324	41,823
465 shares of VIASAT, INC.	19,591	18,089
412 shares of VISA INC	48,643	62,451
820 shares of VISTEON CP	41,572	44,132
785 shares of WAL-MART STORES INC.	52,153	53,561
1800 shares of WARNER CHILCOTT PLC IRELAND SHS-A	30,491	21,672
741 shares of WELLS FARGO CO.	23,876	25,327
1050 shares of WILLIS GROUP HOLDINGS LTD	36,057	35,207
1950 shares of YAHOO INC	28,598	38,805
1604 shares of YUM BRANDS INC	105,958	106,505

TY 2012 Legal Fees Schedule**Name:** The ZAC Foundation for Children's Safety**EIN:** 26-1622144**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	3,927			3,927

TY 2012 Other Expenses Schedule**Name:** The ZAC Foundation for Children's Safety**EIN:** 26-1622144**Software ID:** 12000057**Software Version:** 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	23,491			23,491
Bank Charges	25	25		
K-1 Exp LAZARD LTD	3	3		
State or Local Filing Fees	25			25
ZAC Camp Expenses	85,392			85,392
Website Maintenance	1,035			1,035
Communications	2,375			2,375
Office Expense	1,829			1,829

TY 2012 Other Income Schedule**Name:** The ZAC Foundation for Children's Safety**EIN:** 26-1622144**Software ID:** 12000057**Software Version:** 12.15.422.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss LAZARD LTD	493	493	
Foreign Tax Refund	50	50	
to the Foundation to Resolve the Payers Legal Claims	50,000		

TY 2012 Other Professional Fees Schedule**Name:** The ZAC Foundation for Children's Safety**EIN:** 26-1622144**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	52,844	52,844		
Philanthropic Consulting Services	244,500			244,500

TY 2012 Taxes Schedule**Name:** The ZAC Foundation for Children's Safety**EIN:** 26-1622144**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	700			
Foreign Tax Paid	302	302		
IRS Excise Tax Payment with 1st ext 990-PF	423			