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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 JEROME S. GLAZER FOUNDATION, INC. (THE "SUCCESSOR FOUNDATION")		A Employer identification number 31-1787788
Number and street (or P.O. box number if mail is not delivered to street address) 9200 FLORAL AVENUE	Room/suite	B Telephone number 513-936-4801
City or town, state, and ZIP code CINCINNATI, OH 45242-6954		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 <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 4,123,123.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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)
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		85,623.	85,623.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		37,750.			
b Gross sales price for all assets on line 6a 262,480.					
7 Capital gain net income (from Part IV, line 2)			37,750.		
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)		85,731.	85,731.		STATEMENT 2
11 Other income		209,104.	209,104.		
12 Total. Add lines 1 through 11		0.	0.		0.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		875.	0.		875.
c Other professional fees STMT 4		23,374.	23,374.		0.
17 Interest					
18 Taxes STMT 5		5,419.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		313.	0.		313.
24 Total operating and administrative expenses. Add lines 13 through 23		29,981.	23,374.		1,188.
25 Contributions, gifts, grants paid		151,600.			151,600.
26 Total expenses and disbursements. Add lines 24 and 25		181,581.	23,374.		152,788.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		27,523.			
b Net investment income (if negative, enter -0-)			185,730.		
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	163,506.	209,356.	209,356.
	2 Savings and temporary cash investments	586,598.	765,621.	765,621.
	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	STMT 7 907,745.	571,631.	623,202.
	b Investments - corporate stock	STMT 8 939,972.	971,664.	1,416,064.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 9 1,600,861.	1,697,802.	1,096,700.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation			
	15 Other assets (describe)	STATEMENT 10 16,417.	12,180.	12,180.
	16 Total assets (to be completed by all filers)	4,215,099.	4,228,254.	4,123,123.
	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)	STATEMENT 11 15,245.	877.	
23 Total liabilities (add lines 17 through 22)	15,245.	877.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,199,854.	4,227,377.	
30 Total net assets or fund balances	4,199,854.	4,227,377.		
31 Total liabilities and net assets/fund balances	4,215,099.	4,228,254.		

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	4,199,854.
2 Enter amount from Part I, line 27a	2	27,523.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,227,377.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,227,377.

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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 262,480.		224,730.	37,750.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			37,750.

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 37,750.

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	155,927.	3,584,458.	.043501
2010	125,524.	4,394,202.	.028566
2009	178,971.	4,246,144.	.042149
2008	181,169.	4,450,418.	.040708
2007	136,332.	4,556,937.	.029917

2 Total of line 1, column (d)	2	.184841
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	.036968
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,793,271.
5 Multiply line 4 by line 3	5	140,230.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,857.
7 Add lines 5 and 6	7	142,087.
8 Enter qualifying distributions from Part XII, line 4	8	152,788.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,857.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,857.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,857.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,586.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,026.	
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	1,169.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,169. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OH		
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

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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 ► N/A	13	X	
14	The books are in care of ► BRADFORD A. GLAZER Telephone no. ► 513-936-4801 Located at ► 9200 FLORAL AVE., CINCINNATI, OH ZIP+4 ► 45242-6954			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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 type="checkbox"/> Yes <input checked="" 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 N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A ☐

5b

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

X

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

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 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	2,711,237.
b	Average of monthly cash balances	1b	774,050.
c	Fair market value of all other assets	1c	365,750.
d	Total (add lines 1a, b, and c)	1d	3,851,037.
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	3,851,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,766.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,793,271.
6	Minimum investment return. Enter 5% of line 5	6	189,664.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	189,664.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,857.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,857.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,807.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,807.
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	187,807.

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	152,788.
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	152,788.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,857.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,931.

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.

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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				187,807.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			111,911.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 152,788.				
a Applied to 2011, but not more than line 2a			111,911.	
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				40,877.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				146,930.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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) **N/A**

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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.

BRADFORD A. GLAZER

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

JEROME S. GLAZER FOUNDATION, INC.
(THE "SUCCESSOR FOUNDATION")

Form 990-PF (2012)

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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 <i>Paid during the year</i>				
PARK CENTER, LLC K-1		PUBLIC	GENERAL USE OF DONEE	175.
SEE ATTACHED SCHEDULE		PUBLIC	GENERAL USE OF DONEE	151,425.
Total			▶ 3a	151,600.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A

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 _____
- 4 Dividends and interest from securities _____
- 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 _____
- 9 Net income or (loss) from special events _____
- 10 Gross profit or (loss) from sales of inventory _____
- 11 Other revenue:
 - a **RENTAL - PARK CENTER LLC** _____
 - b _____
 - c _____
 - d _____
 - e _____

12 Subtotal. Add columns (b), (d), and (e)

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

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

Part XVI-B[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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		

**Sign
Here**

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

Signature of officer or trustee

Date 11/13/13

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

ERIC D. SMITH

Preparer's signature

E. Smith

Date

NOV 11 2013

Check ☐ if self-employed

PTIN

P00007773

Firm's name ► **BOURGEOIS BENNETT, L.L.C.**

Firm's EIN ▶ 72-0136870

Firm's address ► 111 VETERANS BLVD. 17TH FLOOR
METAIRIE, LA 70005

Phone no. 504.831.4949

Form 990-PF (2012)

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 1,871.187 SHS - STEELPATH MLP SLCT 40		P	01/05/12	06/12/12
b 100 SHS - JOHNSON & JOHNSON		P	03/10/06	01/25/12
c 200 SHS - CBS CORP CL B COM		P	01/31/06	03/01/12
d 300 SHS - SUNTRUST BANKS INC		P	12/29/11	03/20/12
e 1,100 SHS - ARCH CAPITAL GROUP LTD		P	01/27/11	05/02/12
f 250 SHS - PHILLIPS 66		P	12/27/06	05/14/12
g 100 SHS - PHILLIPS 66		P	06/24/10	05/14/12
h 400 SHS - HESS CORP		P	12/14/10	06/26/12
i 400 SHS - AMERICAN WTR WKS		P	10/05/09	08/16/12
j 100 SHS - SCRIPPS NETWORKS INTERACTIVE		P	11/17/11	09/06/12
k 400 SHS - BECTON DICKINSON & CO		P	05/07/09	09/21/12
l 200 SHS - BECTON DICKINSON & CO		P	04/23/10	09/21/12
m 200 SHS - CBS CORP CL B COM		P	01/31/06	09/27/12
n 300 SHS - SUNTRUST BANKS INC		P	12/29/11	10/10/12
o 150 SHS - ADT CORP		P	09/12/05	10/17/12

(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 19,011.		20,645.	<1,634.>
b 6,457.		5,937.	520.
c 6,003.		5,347.	656.
d 7,299.		5,323.	1,976.
e 27,500.		28,233.	<733.>
f 7,697.		8,687.	<990.>
g 3,079.		2,539.	540.
h 15,881.		29,784.	<13,903.>
i 15,070.		7,863.	7,207.
j 6,040.		4,016.	2,024.
k 31,544.		24,792.	6,752.
l 15,772.		15,600.	172.
m 7,128.		5,347.	1,781.
n 8,880.		5,323.	3,557.
o 5,739.		4,406.	1,333.

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			<1,634.>
b			520.
c			656.
d			1,976.
e			<733.>
f			<990.>
g			540.
h			<13,903.>
i			7,207.
j			2,024.
k			6,752.
l			172.
m			1,781.
n			3,557.
o			1,333.

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	62 SHS - ADT CORP	P	04/07/06	10/17/12
b	188 SHS - ADT CORP	P	11/27/07	10/17/12
c	500 SHS - CBS CORP CL B COM	P	05/01/08	12/06/12
d	600 SHS - CBS CORP CL B COM	P	08/12/08	12/06/12
e	1,000 - SHS MONDELEZ INTL INC CL A	P	07/01/10	12/10/12
f	200 SHS - MONDELEZ INTL INC CL A	P	08/13/10	12/10/12
g	LT GAIN	P	VARIOUS	10/31/12
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 2,372.		1,682.	690.
b 7,193.		4,776.	2,417.
c 17,708.		11,711.	5,997.
d 21,249.		10,555.	10,694.
e 25,680.		18,276.	7,404.
f 5,136.		3,888.	1,248.
g 42.			42.
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

(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			690.
b			2,417.
c			5,997.
d			10,694.
e			7,404.
f			1,248.
g			42.
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	37,750.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER DIVIDEND INCOME	36,713.	0.	36,713.
OTHER INTEREST INCOME	48,577.	0.	48,577.
PARK CENTER LLC INTEREST	333.	0.	333.
TOTAL TO FM 990-PF, PART I, LN 4	85,623.	0.	85,623.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL - PARK CENTER LLC	85,731.	85,731.	
TOTAL TO FORM 990-PF, PART I, LINE 11	85,731.	85,731.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	875.	0.		875.
TO FORM 990-PF, PG 1, LN 16B	875.	0.		875.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	23,367.	23,367.		0.
PSHIP K-1 DEDUCTIONS	7.	7.		0.
TO FORM 990-PF, PG 1, LN 16C	23,374.	23,374.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	727.	0.		0.
EXCISE TAX	4,692.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,419.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	313.	0.		313.
TO FORM 990-PF, PG 1, LN 23	313.	0.		313.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY NOTES	X		481,462.	530,982.
AGENCY NOTES	X		0.	0.
MORTGAGE PASS THRU NOTES	X		90,169.	92,220.
TOTAL U.S. GOVERNMENT OBLIGATIONS			571,631.	623,202.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			571,631.	623,202.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED 1ST MANHATTAN SCHEDULE	971,664.	1,416,064.
TOTAL TO FORM 990-PF, PART II, LINE 10B	971,664.	1,416,064.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARK CENTER, LLC	COST	1,169,893.	493,337.
INVESTMENT IN WEST VIRGINIA LAND	COST	25,000.	25,000.
INVESTMENT IN MINERAL INTEREST	COST	750.	750.
STATE OF ISRAEL BONDS	COST	365,000.	365,000.
MUTUAL FUNDS - CHARLES SCHWAB	COST	137,159.	212,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,697,802.	1,096,700.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	11,117.	8,240.	8,240.
PREPAID TAXES	2,800.	1,440.	1,440.
PORTRAIT	2,500.	2,500.	2,500.
TO FORM 990-PF, PART II, LINE 15	16,417.	12,180.	12,180.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CERTIFICATE OF MEMBERSHIP	2.	2.
VOUCHERS PAYABLE	15,243.	0.
FEES PAYABLE	0.	875.
TOTAL TO FORM 990-PF, PART II, LINE 22	15,245.	877.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALFRED H. MOSES	CHAIRMAN OF BD 0.50	0.	0.	0.
BRADFORD A. GLAZER	PRES & TREAS 0.50	0.	0.	0.
DAVID H. GLAZER	VICE PRESIDENT 0.50	0.	0.	0.
SUSAN F GLAZER	DIRECTOR 0.50	0.	0.	0.
MELISSA A. GLAZER	DIRECTOR 0.50	0.	0.	0.
JILL N. GLAZER	DIRECTOR 0.50	0.	0.	0.
MICHELLE B. GLAZER	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Jerome S. Glazer Foundation, Inc.

31-1787788

Contributions

12/31/2012

Date of Donation	Donee Name and Address	Charity Type	Amount
Various	Chabad Jewish Center Blue Ash, OH	R	5,500 00
Various	Jewish Federation of Cincinnati Cincinnati, OH	O	2,600 00
01/04/2012	Hillel The Fnd For Jewish Campus Life Cincinnati, OH	R	1,000.00
01/04/2012	Lubavitch Chabad House of Greater Toledo Toledo, OH	R	100 00
01/04/2012	Chabad of Alabama Chabad of, AL	R	100 00
01/04/2012	American Friends of Magen David Adom New York, NY	R	1,500 00
01/06/2012	Kennedy Heights Art Center Cincinnati, OH	C, H, & E	1,000 00
01/06/2012	Meharry Medical College Nashville, TN	C, H, & E	20,000 00
01/25/2012	Jeep Jewish Education for Every Person Cincinnati, OH	C, H, & E	10,000.00
01/25/2012	Schottenstein Chabad House Columbus, OH	R	3,000 00
01/25/2012	Chabad At U C Cincinnati, OH	R	1,000 00
01/25/2012	Chabad at Vanderbilt Nashville, TN	R	1,000 00
01/25/2012	Boy Scouts of America Cincinnati, OH	O	200.00
01/25/2012	Chabad House Cincinnati, OH	C, H, & E	20,000 00
02/06/2012	Next Generation Dance Company Cincinnati, OH	C, H, & E	2,000 00
02/13/2012	Teen Response, Inc Cincinnati, OH	C, H, & E	250 00
02/17/2012	Jewish Community Center Mayerson JCC Cincinnati, OH	R	3,000 00
03/02/2012	Congregation Shearith Israel Nashville, TN	R	1,500 00

03/02/2012	Crown Heights Jewish Community Counsel Brooklyn, NY	R	500.00
03/12/2012	Cincinnati Community Kollel Cincinnati, OH	R	1,000 00
04/02/2012	Hillel Foundation of OH State University Cincinnati, OH	R	250 00
05/14/2012	Imagination Station Toledo, OH	C, H, & E	100 00
05/23/2012	American Jewish Committee Cincinnati, OH	R	500 00
05/30/2012	Temple Sinai New Orleans, LA	R	10,000 00
06/11/2012	Adath Israel Synagogue Cincinnati, OH	R	5,000 00
07/06/2012	American Jewish Committee New York, NY	O	15,000 00
07/06/2012	UN Watch-USA Washington, D C	O	35,000 00
07/12/2012	Int'l Acdmy of Detoxification Specialists Orem, UT	H & S	250 00
07/27/2012	American Jewish Committee Cincinnati, OH	O	3,500 00
07/27/2012	Preservation of Society of Newport County Newport, RI	C, H, & E	200 00
09/05/2012	Cincinnati Children's Hospital Medical Ctr Cincinnati, OH	H & S	50 00
09/20/2012	Birthright Israel Foundation New York, NY	O	125.00
09/25/2012	Beth Israel Synagogue Hamilton, OH	R	200 00
09/27/2012	National Multiple Sclerosis Society New York, NY	H & S	100 00
09/29/2012	UJA Federation of New York New York, NY	O	2,500 00
10/02/2012	Leaves of Learning Cincinnati, OH	C, H, & E	200 00
11/28/2012	Jewish National Fund New York, NY	O	100 00
11/28/2012	Blue Ash Montgomery Rotary Club Fdn Cincinnati, OH	O	350 00
12/04/2012	Cedar Village Foundation Cincinnati, OH	H & S	250 00

12/06/2012	Ivolunteer, Inc Brooklyn, NY	C, H, & E	1,500 00
12/06/2012	Chai Foundation, Inc North Miami Beach, FL	R	1,000 00

Total Contributions			<u>151,425.00</u>
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Summary by Charity Type

Religious	R	36,150 00
Cultural, Historical, Educational	C, H, & E	55,250 00
Health & Services	H & S	650 00
Other	O	<u>59,375 00</u>
Total		<u>151,425.00</u>

FIRST MANHATTAN CO.

437 Madison Ave., New York, N Y 10022

ACCOUNT 1

JEROME S GLAZER FOUNDATION ALFRED H MOSES, CHAIRMAN

PAGE

3

ACCOUNT NO

AS OF

EIN: 31-1787788

542-004894-1-030

12/31/2012

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT	TOTAL	PER UNIT*	VALUE		
COMMON STOCKS							
BANKING							
1,000	SUNTRUST BANKS INC	17.75	17,746	28.35	28,350	200	.7
1,200	WELLS FARGO & CO NEW	24.56	29,467	34.18	41,016	1,056	2.6
	SUB TOTAL		47,213		69,366	1,256	1.8
ENERGY							
1,200	APPROACH RESOURCES, INC.	23.47	28,164	25.01	30,012		
700	CONOCOPHILLIPS	50.86	35,601	57.99	40,593	1,848	4.6
	SUB TOTAL		63,765		70,605	1,848	2.6
FINANCIAL SERVICES							
750	AMERICAN EXPRESS CO	36.13	27,094	57.48	43,110	600	1.4
1,200	AMERICAN INTL GROUP INC COM	31.56	37,874	35.30	42,360		
	SUB TOTAL		64,968		85,470	600	.7
FOOD							
850	ANHEUSER BUSCH INBEV SA NV	61.72	52,462	87.41	74,299	1,099	1.5
1,250	NESTLE SA-SPONSORED ADR	24.15	30,192	65.17	81,463	2,215	2.7
	REPSTG REGD ORD						
	SUB TOTAL		82,654		155,762	3,314	2.1
HEALTH CARE PRODUCTS							
1,000	AGILENT TECHNOLOGIES INC COM	40.14	40,141	40.94	40,940	400	1.0
800	BAXTER INTERNATIONAL INC	50.88	40,708	66.66	53,328	1,440	2.7
700	JOHNSON & JOHNSON	59.13	41,390	70.10	49,070	1,708	3.5
	SUB TOTAL		122,239		143,338	3,548	2.5
HOTEL/RESTAURANT							
500	MCDONALDS CORPORATION	62.59	31,294	88.21	44,105	1,540	3.5
	SUB TOTAL		31,294		44,105	1,540	3.5

*While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

FIRST MANHATTAN CO.

417 Madison Ave, New York, N.Y. 10022

ACCOUNT

JEROME S GLAZER FOUNDATION ALFRED H MOSES, CHAIRMAN

PAGE

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ACCOUNT NO.

AS OF

EIN: 31-1787788

542-004894-1-030

12/31/2012

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		TOTAL	MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT			PER UNIT*	VALUE		
MEDIA								
700	SCRIPPS NETWORKS INTERACTIVE	40.16		28,111	57.92	40,544	336	.8
	SUB TOTAL			28,111		40,544	336	.8
MISCELLANEOUS								
600	GROUP DANONE	64.95		38,968	65.78	39,471		
191	PENTAIR LTD	33.33		6,366	49.15	9,388	168	1.8
1,500	BERKSHIRE HATHAWAY INC CL B	45.28		67,914	89.70	134,550		
400	KRAFT FOODS GROUP INC	29.74		11,896	45.47	18,188	800	4.4
	SUB TOTAL			125,144		201,597	968	.5
MISC. CONSUMER								
400	BEIERSDORF AG D.N.	63.85		25,541	81.82	32,727		
1,300	RECKITT BENCKISER	9.98		12,968	63.05	81,959	2,444	3.0
600	PROCTER & GAMBLE CO	28.54		17,122	67.89	40,734	1,349	3.3
	SUB TOTAL			55,631		155,420	3,793	2.4
INDUSTRIAL/MANUFACTURING								
800	TYCO INTL LTD SHS	20.59		16,475	29.25	23,400	640	2.7
2,000	GENERAL ELECTRIC CO	30.56		61,120	20.99	41,980	1,520	3.6
500	3M CO COM	77.53		38,766	92.85	46,425	1,180	2.5
600	UNITED TECHNOLOGIES CORP	62.97		37,781	82.01	49,206	1,284	2.6
	SUB TOTAL			154,142		161,011	4,624	2.9
RETAIL								
1,500	CVS CAREMARK CORP	17.13		25,692	48.35	72,525	1,350	1.9
	SUB TOTAL			25,692		72,525	1,350	1.9
TECHNOLOGY								
400	INTERNATIONAL BUSINESS MACHINE	127.30		50,920	191.55	76,620	1,360	1.8
2,000	MICROSOFT CORP	26.22		52,440	26.71	53,419	1,840	3.4
	SUB TOTAL			103,360		130,039	3,200	2.5
UTILITIES								

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FIRST MANHATTAN CO.

437 Madison Ave. New York, N.Y. 10022

ACCOUNT

JEROME S GLAZER FOUNDATION ALFRED H MOSES, CHAIRMAN

PAGE

5

ACCOUNT NO.

AS OF

EIN: 31-1787788

54Z-004894-1-030

12/31/2012

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	COST		MARKET		ESTIMATED ANNUAL INCOME	CURR YIELD
		PER UNIT	TOTAL	PER UNIT*	VALUE		
1,600	AMEREN CORP	29.87	47,794	30.72	49,152	2,560	5.2
1,000	AMERICAN WTR WKS CO INC NEW CM	19.66	19,657	37.13	37,130	1,000	2.7
	SUB TOTAL		67,451		86,282	3,560	4.1
	<u>TOTAL COMMON STOCKS</u>		971,664		1,416,064	29,937	2.1
	CASH EQUIVALENTS						
1,388	DIVIDENDS RECEIVABLE	1.00	1,388	1.00	1,388		
	<u>TOTAL CASH EQUIVALENTS</u>		1,388		1,388		
	CASH						
	PRINCIPAL CASH		168,632		168,632	101	
	<u>TOTAL CASH</u>		168,632		168,632	101	.1
	<u>TOTAL ACCOUNT</u>		1,141,684		1,586,084	30,038	1.9

*While we believe the pricing information contained herein is reliable, we cannot guarantee its accuracy.

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

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

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

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

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions JEROME S. GLAZER FOUNDATION, INC. (THE "SUCCESSOR FOUNDATION")	Employer identification number (EIN) or 31-1787788
	Number, street, and room or suite no. If a P.O. box, see instructions. 9200 FLORAL AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CINCINNATI, OH 45242-6954	

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

04

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

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

BRADFORD A. GLAZER

- The books are in the care of **2200 FLORAL AVE. - CINCINNATI, OH 45242-6954**

Telephone No **513-936-4801**

FAX No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

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

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE FOUNDATION'S ACCOUNTING HAS NOT YET BEEN FINALIZED. ADDITIONAL TIME IS NEEDED TO FINALIZE THE ACCOUNTING WHICH WILL BE USED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,026.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	3,026.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title **CPA**

Date ☐