Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE ZABROWSKI FAMILY FOUNDATION, INC

A Employer identification number: 37-1554846

Number and street (or P O box number if mail is not delivered to street address): 4541 NORTH EVERGREEN DRIVE

Room/suite:

B Telephone number: 920-457-0211

City or town, state, and ZIP code: SHEBOYGAN, WI 53081

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 372,660.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	28,273.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,786.	9,786.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,055.			
	b Gross sales price for all assets on line 6a 218,278.				
	7 Capital gain net income (from Part IV, line 2)		20,055.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	58,114.	29,841.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	471.	91.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	6,271.	5,321.		950.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,742.	5,412.		950.
	25 Contributions, gifts, grants paid	17,700.			17,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	24,442.	5,412.		18,650.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	33,672.			
	b **Net investment income** (if negative, enter -0-)		24,429.		
	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			
	2	Savings and temporary cash investments	2,621.	46,454.	46,454.
	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 ▶	723.	0.	0.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ INVESTMENTS)	301,613.	283,875.	326,206.
	16	**Total assets** (to be completed by all filers)	304,957.	330,329.	372,660.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	637.	637.	
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	637.	637.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	304,320.	329,692.	
	30	**Total net assets or fund balances**	304,320.	329,692.	
	31	**Total liabilities and net assets/fund balances**	304,957.	330,329.	

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	304,320.
2	Enter amount from Part I, line 27a	2	33,672.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	337,992.
5	Decreases not included in line 2 (itemize) ▶ EXCESS OF TAX GAIN OVER BOOK GAIN	5	8,300.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	329,692.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	218,278.		198,223.	20,055.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				20,055.

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	20,055.
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	17,995.	338,248.	.053201
2010	2,800.	309,305.	.009053
2009	30,725.	278,292.	.110406
2008	24,680.	374,833.	.065843
2007	3,000.	50,333.	.059603

2	**Total** of line 1, column (d)	2	.298106
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	.059621
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	345,672.
5	Multiply line 4 by line 3	5	20,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	244.
7	Add lines 5 and 6	7	20,853.
8	Enter qualifying distributions from Part XII, line 4	8	18,650.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	489.
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	489.
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	489.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	360.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	360.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	129.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ RANDAL ZABROWSKI Telephone no. ▶920-457-0911

Located at ▶4541 NORTH EVERGREEEN DRIVE, SHEBOYGAN, WI ZIP+4 ▶53081

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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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)? N/A **5b**

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

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

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

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
RANDAL ZABROWSKI 4541 NORTH EVERGREEN DRIVE SHEBOYGAN, WI 53081	PRESIDENT 1.00	0.	0.	0.
DANIEL ZABROWSKI 4541 NORTH EVERGREEN DRIVE SHEBOYGAN, WI 53081	VICE PRESIDENT / TREASURE 1.00	0.	0.	0.
SHARON ZABROWSKI 4541 NORTH EVERGREEN DRIVE SHEBOYGAN, WI 53081	SECRETARY 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	350,936.
b	Average of monthly cash balances			1b	
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	350,936.
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	350,936.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	5,264.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	345,672.
6	**Minimum investment return.** Enter 5% of line 5			6	17,284.

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	17,284.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	489.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	489.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	16,795.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	16,795.
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	16,795.

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	18,650.
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	18,650.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,650.

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				16,795.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 13,490.				
d From 2010				
e From 2011 1,423.				
f Total of lines 3a through e	14,913.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 18,650.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				16,795.
e Remaining amount distributed out of corpus	1,855.			
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	16,768.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	16,768.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 13,490.				
c Excess from 2010				
d Excess from 2011 1,423.				
e Excess from 2012 1,855.				

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

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 ▶ 10/31/07

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

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

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

1 **Information Regarding Foundation Managers:**

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

RANDAL ZABROWSKI

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.

RANDAL ZABROWSKI

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:

RANDAL ZABROWSKI
4541 NORTH EVERGREEN DRIVE, SHEBOYGAN, WI 53081

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST PETER CLAVER CATHOLIC CHURCH 1444 S. 11TH STREET SHEBOYGAN, WI 53081	NONE		GENERAL CONTRIBUTION	3,000.
ARMY EMERGENCY RELIEF 200 STOVALL STREET ALEXANDRIA, VA 22332	NONE		GENERAL CONTRIBUTION	1,000.
WOUNDED EOD WARRIOR FOUNDATION 33735 SNICKERVILLE TURNPIKE, SUITE 201, P.O. BOX 309 BLUEMONT, VA 20135	NONE		GENERAL CONTRIBUTION	2,000.
LAKE COUNTRY ACADEMY 4101 TECHNOLOGY PKWY SHEBOYGAN, WI 53083	NONE		GENERAL CONTRIBUTION	3,000.
RAWHIDE BOYS RANCH E7475 RAWHIDE ROAD NEW LONDON, WI 54961	NONE		GENERAL CONTRIBUTION	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	17,700.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,786.	
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			01	20,055.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		29,841.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 29,841.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

R Zabrowski | 5/8/2013 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
LAWRENCE J. SEXAUER	Lawrence J. Sexauer	5-7-13		P00357844

Firm's name ▶ WEISS & COMPANY LLP

Firm's EIN ▶ 36-2663249

Firm's address ▶ 2700 PATRIOT BOULEVARD - SUITE 400
GLENVIEW, IL 60026

Phone no. 847-441-8800

Form **990-PF** (2012)

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE ZABROWSKI FAMILY FOUNDATION, INC	37-1554846

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization

THE ZABROWSKI FAMILY FOUNDATION, INC

Employer identification number

37-1554846

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RANDAL J. ZABROWSKI 4541 N. EVERGREEN DRIVE SHEBOYGAN, WI 53081	$ 27,773.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE ZABROWSKI FAMILY FOUNDATION, INC

Employer identification number

37-1554846

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	156 SHARES OF SPIDERS MID CAP 400	$ 27,773.	11/21/12
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE ZABROWSKI FAMILY FOUNDATION, INC	37-1554846

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

THE ZABROWSKI FAMILY FOUNDATION, INC 37-1554846 PAGE 1 OF 1

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	SCHEDULE ATTACHED	P	VARIOUS	12/31/12
b	SCHEDULE ATTACHED	P	VARIOUS	12/31/12
c	SCHEDULE ATTACHED	D	11/21/12	12/21/12
d	SCHEDULE ATTACHED	P	VARIOUS	12/31/12
e	SCHEDULE ATTACHED	P	VARIOUS	12/31/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,009.		17,123.	-114.
b	13,086.		10,739.	2,347.
c	24,867.		15,556.	9,311.
d	74,782.		77,391.	-2,609.
e	88,185.		77,414.	10,771.
f	349.			349.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-114.
b				2,347.
c				9,311.
d				-2,609.
e				10,771.
f				349.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	20,055.
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

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05-01-12

THE ZABROWSKI FAMILY FOUNDATION, INC 37-1554846

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY 11315 W. WATERTOWN PLANK RD. WAUWATOSA, WI 53226	NONE		GENERAL CONTRIBUTION	500.
ST. VINCENT DE PAUL 36455 N. WILSON ROAD INGLESIDE, IL 60041	NONE		GENERAL CONTRIBUTION	1,000.
THE ARCHDIOCESE OF MILWAUKEE 3501 S. LAKE DRIVE, P.O. BOX 070912 MILWAUKEE, WI 53207	NONE		GENERAL CONTRIBUTION	500.
CATHOLIC STEWARDSHIP APPEAL C/O THE ARCHDIOCESE OF MILWAUKEE 3501 S. LAKE DRIVE, P.O. BOX 070912 MILWAUKEE, WI 53207	NONE		GENERAL CONTRIBUTION	500.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002	NONE		GENERAL CONTRIBUTION	100.
FOUNDATION FOR RELIGIOUS RETIREMENT 3221 S. LAKE DRIVE ST FRANCIS, WI 53235	NONE		GENERAL CONTRIBUTION	100.
THE CARDINAL NEWMAN SOCIETY 9415 WEST STREET MANASSES, VA 20110	NONE		GENERAL CONTRIBUTION	100.
ST PETER CLAVER PARISH 1444 S. 11TH STREET SHEBOYGAN, WI 53081	NONE		GENERAL CONTRIBUTION	2,800.
ST. PAUL UNIVERSITY CATHOLIC FOUNDATION 723 STATE STREET MADISON, WI 53703	NONE		GENERAL CONTRIBUTION	100.
UNIVERSITY OF NOTRE DAME 18449 VANESS STREET SOUTH BEND, IN 46637	NONE		GENERAL CONTRIBUTION	2,000.
Total from continuation sheets				7,700.

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TD AMERITRADE A/C 1524	2,090.	83.	2,007.
TD AMERITRADE A/C 1539	8,045.	266.	7,779.
TOTAL TO FM 990-PF, PART I, LN 4	10,135.	349.	9,786.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - INVESTMENTS	91.	91.		0.
FEDERAL TAX EXPENSE	380.	0.		0.
TO FORM 990-PF, PG 1, LN 18	471.	91.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	4,361.	4,361.		0.
TAX PREPARATION FEES	1,900.	950.		950.
LICENSES AND FEES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	6,271.	5,321.		950.

TD AMERITRADE CLEARING INC

Account 964021524

Supplemental Information

2012

SUMMARY OF GAINS AND LOSSES

These amounts are for informational purposes. Cost basis totals include only amounts that were available to us. Any amounts shown with an undetermined term must be reviewed to establish whether the gains/losses are short-term or long-term Refer to the appropriate detail schedule on the following pages to ensure that you consider all relevant items and to determine if the cost basis figures are correct for your tax return

Term	Category	Detail Schedule		Proceeds	Cost Basis	Wash Sale Loss Disallowed	Net Capital Gain/Loss
Short							
	A (basis reported to the IRS)	Form 1099-B		10,870.55	10,714 07	0 00	156 48
	B (basis not reported to the IRS)	Form 1099-B		6,138.69	6,409 19	0 00	-270.50
			Total	**17,009.24**	**17,123.26**	**0.00**	**-114.02**
Long							
	B (basis not reported to the IRS)	Form 1099-B		37,952.65	26,294.28	0.00	11,658.37

SUMMARY OF NON REPORTED INCOME, FEES, EXPENSES AND EXPENDITURES

The items in this section are not reported to the IRS They are presented here for your reference when preparing your tax return

Interest Payments and Other Adjustments

Taxable accrued interest paid	0.00
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts

Partnership distributions	0.00
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0.00
Deferred income payment	0.00

Expenses

Margin interest	0.00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Opening Transactions

Securities purchased	49,019.64
Installment payments	0.00
Short sales	0 00

Fees and Payments Received

Deemed premium	0.00
Organizational expense	0.00
Income accrual - UIT	0.00
Miscellaneous fees	0.00
Basis adjustments	0.00
Tax-exempt investment expense	0.00

Options Transactions

Sales	0.00
Short sales	0.00
Purchases	0 00
Purchases to close	0.00

TD AMERITRADE CLEARING INC
Account 964021524

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ISHARES CORE S&P 500 ETF / CUSIP 464287200 / Symbol· IVV							
03/08/12	3 000	412.01	08/15/11	361.71	50.30	Sale	
07/10/12	4.000	537.98	08/15/11	482.28	55.70	Sale	
	Security total:	949.99		843.99	106.00		
ISHARES MSCI EMERGING MKTS / CUSIP: 464287234 / Symbol. EEM							
05/15/12	12 000	465.95	03/08/12	523.20	-57.25	Sale	
ISHARES RUSSELL 2000 IDX FUND / CUSIP: 464287655 / Symbol. IWM							
03/08/12	2 000	160.33	08/15/11	142.27	18.06	Sale	
07/10/12	4 000	316 71	08/15/11	284.53	32.18	Sale	
	Security total:	477.04		426.80	50.24		
MERGER FD SH BEN INT / CUSIP 589509108 / Symbol. MERFX							
07/10/12	9.114	144.00	03/08/12	143.45	0.55	Sale	
PIMCO HIGH YIELD FD INSTL / CUSIP. 693390841 / Symbol: PHIYX							
03/08/12	4.360	40.55	01/03/12	39.15	1.40	Sale	
07/10/12	72 454	676.00	07/05/12	675.27	0.73	Sale	
	Security total:	716.55		714.42	2.13		
PIMCO FOREIGN BD FD INSTL (HEDGED) / CUSIP: 693390882 / Symbol. PFORX							
07/10/12	15.188	166.00	03/08/12	162.97	3 03	Sale	
PIMCO FUNDS COMMODITY/REAL RET STRAT INSTL / CUSIP: 722005667 / Symbol PCRIX							
07/05/12	244 201	1,626 38	03/08/12	1,680.10	-53 72	Sale	
PIMCO FDS EMERGING LOCAL BOND / CUSIP. 72201F516 / Symbol. PELBX							
07/10/12	6.489	68.00	03/08/12	70.80	-2.80	Sale	
SPDR DJ WILSHRE INTL REAL ESTATE / CUSIP: 78463X863 / Symbol· RWX							
06/26/12	31.000	1,094.03	03/08/12	1,137.98	-43.95	Sale	
SPDR DOW JONES REIT EFT / CUSIP: 78464A607 / Symbol: RWR							
07/10/12	3.000	218.78	08/15/11	188.74	30.04	Sale	
TORTOISE ENERGY ETF / CUSIP. 89147L100 / Symbol· TYG							
07/10/12	6.000	238.07	03/08/12	239.46	-1.39	Sale	

TD AMERITRADE CLEARING INC

Account 964021524

Proceeds from Broker and Barter Exchange Transactions

2012

(continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol					These columns are not reported to the IRS		
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
VANGUARD MSCI EAFE ETF / CUSIP. 921943858 / Symbol. VEA							
05/15/12	46 000	1,414.46	03/08/12	1,554.29	-139 83	Sale	
07/10/12	6.000	185.87	03/08/12	202.74	-16.87	Sale	
	Security total:	1,600.33		1,757.03	-156 70		
VANGUARD HIGH DIVIDEND YIELD ETF / CUSIP: 921946406 / Symbol. VYM							
03/08/12	51 000	2,422.46	VARIOUS	2,205.00	217 46	Sale	
07/10/12	8.000	380.55	09/26/11	322.24	58 31	Sale	
	Security total:	2,803.01		2,527.24	275.77		
VANGUARD MSCI US MID CAP 450 INDEX / CUSIP 922908629 / Symbol VO							
07/10/12	2.000	151.35	08/15/11	142.22	9 13	Sale	
VANGUARD SM CAP ETF US SMALL MKT 1750 / CUSIP. 922908751 / Symbol. VB							
07/10/12	2.000	151.07	07/05/12	155.67	-4.60	Sale	
	Totals:	**10,870.55**		**10,714.07**	**156.48**		

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
IVY FUNDS ASSET STRATEGY I / CUSIP: 466001864 / Symbol: IVAEX							
03/08/12	66.276	1,689.38	VARIOUS	1,649.72	39.66	Sale	
PIMCO HIGH YIELD FD INSTL / CUSIP 693390841 / Symbol. PHIYX							
03/08/12	83.460	776.18	VARIOUS	750.33	25 85	Sale	
PERMANENT PORTFOLIO FUND COM / CUSIP. 714199106 / Symbol. PRPFX							
07/10/12	0.967	45 00	08/15/11	47.71	-2 71	Sale	
WELLS FARGO INTL BOND INSTL / CUSIP: 94985D582 / Symbol: ESICX							
03/08/12	171.433	1,964.62	08/15/11	2,132.63	-168.01	Sale	
07/05/12	147 999	1,663.51	VARIOUS	1,828.80	-165 29	Sale	
	Security total:	3,628.13		3,961.43	-333.30		

TD AMERITRADE CLEARING INC

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Proceeds from Broker and Barter Exchange Transactions
(continued)

Account 964021524

SHORT-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS Cost or other basis	Gain or loss	Additional Information	Notes
	Totals:	6,138.69		6,409.19	-270.50		

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS Cost or other basis	Gain or loss	Additional Information	Notes
HUSSMAN INVT TR STRAT TOTAL RET FD / CUSIP. 448108209 / Symbol· HSTRX							
03/08/12	88.874	1,099.37	05/20/10	1,084.26	15 11	Sale	
ISHARES BARCLAYS TIPS BOND FUND / CUSIP 464287176 / Symbol. TIP							
07/10/12	3 000	362.51	02/14/08	321.15	41.36	Sale	
ISHARES MSCI EMERGING MKTS / CUSIP. 464287234 / Symbol EEM							
05/15/12	10.000	388.29	12/30/09	413.00	-24.71	Sale	
07/10/12	3.000	114.56	12/30/09	123.90	-9.34	Sale	
	Security total:	502.85		536.90	-34.05		
PIMCO TOTAL RET FD INSTL / CUSIP: 693390700 / Symbol PTTRX							
07/10/12	45.742	521.00	VARIOUS	509.59	11.41	Sale	
PERMANENT PORTFOLIO FUND COM / CUSIP· 714199106 / Symbol PRPFX							
12/21/12	54.858	2,660.61	VARIOUS	2,705.24	-44.63	Sale	
PIMCO FDS ALL ASSET ALL AUTH FD INSTL / CUSIP. 72200Q182 / Symbol. PAUIX							
03/08/12	3 200	34.50	11/19/10	35.46	-0.96	Sale	
07/10/12	7.634	81.00	11/19/10	84.59	-3.59	Sale	
	Security total:	115.50		120.05	-4 55		
SPDR TR S&P 500 ETF TRUST / CUSIP: 78462F103 / Symbol. SPY							
03/08/12	33.000	4,515.96	VARIOUS	3,184.31	1,331.65	Sale	
✱ SPDR S&P MIDCAP 400 ETF TRUST / CUSIP: 78467Y107 / Symbol MDY							
03/08/12	2.000	355.08	11/21/07	301.78	53.30	Sale	
07/10/12	1.000	169.64	11/21/07	150.89	18.75	Sale	
12/21/12	149.000	27,650.13	VARIOUS	17,380.11	10,270.02	Sale	

TD AMERITRADE CLEARING INC

Account 964021524

Proceeds from Broker and Barter Exchange Transactions

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LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
	Security total:	28,174.85		17,832.78	10,342.07		
	Totals:	**37,952.65**		**26,294.28**	**11,658.37**		
134 Shares Spiders Mid Cap 400 —	Purchased	13,086.09		10,738.63			
	Donated	24,866.56		15,555.65			
		37,952.65		26,294.28			

TD AMERITRADE CLEARING INC Account 964021539

Supplemental Information

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SUMMARY OF GAINS AND LOSSES

These amounts are for informational purposes Cost basis totals include only amounts that were available to us Any amounts shown with an undetermined term must be reviewed to establish whether the gains/losses are short-term or long-term Refer to the appropriate detail schedule on the following pages to ensure that you consider all relevant items and to determine if the cost basis figures are correct for your tax return.

Term	Category	Detail Schedule		Proceeds	Cost Basis	Wash Sale Loss Disallowed	Net Capital Gain/Loss
Short							
	A (basis reported to the IRS)	Form 1099-B		48,906.84	51,769.11	0.00	-2,862 27
	B (basis not reported to the IRS)	Form 1099-B		25,874.80	25,621.51	0 00	253.29
			Total	**74,781.64**	**77,390.62**	**0.00**	**-2,608.98**
Long							
	A (basis reported to the IRS)	Form 1099-B		4,435.96	3,924.48	0.00	511.48
	B (basis not reported to the IRS)	Form 1099-B		83,748.94	73,489 53	0.00	10,259.41
			Total	**88,184.90**	**77,414.01**	**0.00**	**10,770.89**

SUMMARY OF NON REPORTED INCOME, FEES, EXPENSES AND EXPENDITURES

The items in this section are not reported to the IRS They are presented here for your reference when preparing your tax return

Interest Payments and Other Adjustments	
Taxable accrued interest paid	0.00
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts	
Partnership distributions	0.00
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0 00
Deferred income payment	0 00

Expenses	
Margin interest	0 00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Opening Transactions	
Securities purchased	111,749.07
Installment payments	0.00
Short sales	0.00

Fees and Payments Received	
Deemed premium	0.00
Organizational expense	0.00
Income accrual - UIT	0.00
Miscellaneous fees	0 00
Basis adjustments	0.00
Tax-exempt investment expense	0.00

Options Transactions	
Sales	0 00
Short sales	0.00
Purchases	0.00
Purchases to close	0.00

TD AMERITRADE CLEARING INC

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Proceeds from Broker and Barter Exchange Transactions

Account 964021539

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information	Notes
MERGER FD SH BEN INT / CUSIP. 589509108 / Symbol MERFX							
12/24/12	62.137	1,001.03	03/13/12	980.52	20.51	Sale	
PIMCO TOTAL RET FD INSTL / CUSIP. 693390700 / Symbol PTTRX							
03/13/12	3.675	40.83	01/03/12	39.95	0.88	Sale	
PIMCO HIGH YIELD FD INSTL / CUSIP: 693390841 / Symbol PHIYX							
03/13/12	24.231	225.83	01/03/12	217.59	8.24	Sale	
PIMCO FOREIGN BD FD INSTL (HEDGED) / CUSIP: 693390882 / Symbol. PFORX							
12/24/12	19 139	209.96	03/13/12	205.55	4.41	Sale	
PERMANENT PORTFOLIO FUND COM / CUSIP· 714199106 / Symbol. PRPFX							
12/24/12	14 039	679.77	03/13/12	688.45	-8 68	Sale	
PIMCO FDS EMERGING LOCAL BOND / CUSIP: 72201F516 / Symbol PELBX							
12/24/12	22.932	253.17	03/13/12	248.12	5.05	Sale	
SPDR DJ WILSHRE INTL REAL ESTATE / CUSIP· 78463X863 / Symbol. RWX							
06/26/12	163.000	5,752.50	03/13/12	6,042.28	-289 78	Sale	
SPDR DOW JONES REIT EFT / CUSIP. 78464A607 / Symbol RWR							
03/13/12	4.000	277.60	08/15/11	251.65	25.95	Sale	
VANGUARD MSCI EAFE ETF / CUSIP: 921943858 / Symbol. VEA							
05/15/12	508 000	15,626.74	03/13/12	17,272.00	-1,645.26	Sale	
12/24/12	57.000	1,992.68	03/13/12	1,938.00	54.68	Sale	
	Security total:	17,619.42		19,210.00	-1,590.58		
VANGUARD HIGH DIVIDEND YIELD ETF / CUSIP: 921946406 / Symbol: VYM							
03/13/12	163.000	7,850.16	12/22/11	7,333.35	516.81	Sale	
VANGUARD FUNDS MSCI EMERGING MARKETS ETF / CUSIP: 922042858 / Symbol· VWO							
05/15/12	316 000	12,381.23	03/13/12	14,058.80	-1,677.57	Sale	
12/24/12	31.000	1,343.03	03/13/12	1,379.19	-36.16	Sale	
	Security total:	13,724.26		15,437.99	-1,713.73		

TD AMERITRADE CLEARING INC Account 964021539

Proceeds from Broker and Barter Exchange Transactions

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*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information	Notes
VANGUARD MSCI US MID CAP 450 INDEX / CUSIP 922908629 / Symbol. VO							
03/13/12	8 000	648.39	08/15/11	568.87	79.52	Sale	
VANGUARD SM CAP ETF US SMALL MKT 1750 / CUSIP. 922908751 / Symbol. VB							
03/13/12	8 000	623.92	08/15/11	544.79	79 13	Sale	
	Totals:	**48,906.84**		**51,769.11**	**-2,862.27**		

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	These columns are not reported to the IRS Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
FEDERATED INDEX TR MAX-CAP INST / CUSIP: 31420E106 / Symbol: FISPX							
03/13/12	52.873	750.80	VARIOUS	668.93	81 87	Sale	
IVY FUNDS ASSET STRATEGY I / CUSIP 466001864 / Symbol IVAEX							
03/13/12	558.968	14,466.09	VARIOUS	13,913.51	552.58	Sale	
MERGER FD SH BEN INT / CUSIP: 589509108 / Symbol. MERFX							
12/24/12	30 269	487.63	12/30/11	471.60	16 03	Sale	
PIMCO TOTAL RET FD INSTL / CUSIP: 693390700 / Symbol PTTRX							
03/13/12	418.774	4,652.58	VARIOUS	4,631.31	21.27	Sale	
PIMCO HIGH YIELD FD INSTL / CUSIP· 693390841 / Symbol. PHIYX							
03/13/12	104.492	973.87	VARIOUS	938.36	35 51	Sale	
WELLS FARGO INTL BOND INSTL / CUSIP· 94985D582 / Symbol· ESICX							
03/13/12	401.753	4,543.83	08/15/11	4,997.80	-453 97	Sale	
	Totals:	**25,874.80**		**25,621.51**	**253.29**		

TD AMERITRADE CLEARING INC

Account 964021539

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information	Notes
SPDR DOW JONES REIT EFT / CUSIP: 78464A607 / Symbol· RWR							
12/24/12	11.000	797.04	08/15/11	692.06	104.98	Sale	
VANGUARD HIGH DIVIDEND YIELD ETF / CUSIP 921946406 / Symbol VYM							
12/24/12	44.000	2,176.19	12/22/11	1,979.56	196 63	Sale	
VANGUARD MSCI US MID CAP 450 INDEX / CUSIP. 922908629 / Symbol: VO							
12/24/12	9.000	738.70	08/15/11	639.97	98.73	Sale	
VANGUARD SM CAP ETF US SMALL MKT 1750 / CUSIP. 922908751 / Symbol· VB							
12/24/12	9 000	724.03	08/15/11	612.89	111.14	Sale	
	Totals:	**4,435.96**		**3,924.48**	**511.48**		

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	These columns are not reported to the IRS Cost or other basis	Gain or loss	Additional Information	Notes
FEDERATED INDEX TR MAX-CAP INST / CUSIP: 31420E106 / Symbol: FISPX							
03/13/12	1,808 032	25,674.05	05/28/10	21,370.94	4,303.11	Sale	
ISHARES RUSSELL 2000 IDX FUND / CUSIP 464287655 / Symbol: IWM							
03/13/12	11.000	904.31	11/21/07	818.07	86 24	Sale	
12/24/12	7.000	586.16	11/21/07	520.59	65.57	Sale	
	Security total:	1,490 47		1,338.66	151.81		
MERGER FD SH BEN INT / CUSIP. 589509108 / Symbol. MERFX							
12/24/12	1,043 478	16,810.43	08/15/11	16,476.51	333 92	Sale	
PIMCO TOTAL RET FD INSTL / CUSIP· 693390700 / Symbol: PTTRX							
03/13/12	308.474	3,427.15	02/05/09	3,131.01	296.14	Sale	
12/24/12	14.743	167.19	02/05/09	149.64	17.55	Sale	
	Security total:	3,594.34		3,280.65	313 69		

TD AMERITRADE CLEARING INC **Account 964021539**

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
PIMCO HIGH YIELD FD INSTL / CUSIP· 693390841 / Symbol: PHIYX							
03/13/12	2,109 571	19,661.20	VARIOUS	17,081.03	2,580.17	Sale	
12/24/12	89.623	867.55	02/05/09	610 41	257.14	Sale	
	Security total:	20,528.75		17,691.44	2,837.31		
PERMANENT PORTFOLIO FUND COM / CUSIP. 714199106 / Symbol. PRPFX							
12/24/12	169.496	8,206.99	VARIOUS	8,358.47	-151.48	Sale	
SPDR TR S&P 500 ETF TRUST / CUSIP 78462F103 / Symbol: SPY							
03/13/12	17.000	2,359.72	12/30/09	1,909.76	449.96	Sale	
12/24/12	16.000	2,278.57	VARIOUS	1,494.71	783.86	Sale	
	Security total:	4,638.29		3,404.47	1,233.82		
SPDR S&P MIDCAP 400 ETF TRUST / CUSIP 78467Y107 / Symbol: MDY							
03/13/12	7 000	1,261.73	02/05/09	652.62	609.11	Sale	
12/24/12	7.000	1,296.41	02/05/09	652 63	643 78	Sale	
	Security total	2,558.14		1,305.25	1,252.89		
WELLS FARGO INTL BOND INSTL / CUSIP: 94985D582 / Symbol ESICX							
12/24/12	21 152	247.48	08/15/11	263.14	-15.66	Sale	
	Totals:	**83,748.94**		**73,489.53**	**10,259.41**		