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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE BARZILLAI FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

2419 DAKOTA DRIVE

A Employer identification number

42-1233554

City or town, state, and ZIP code

PELLA, IA 50219

Room/suite

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

B Telephone number

641-628-2068

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationC If exemption application is pending, check here ►

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 540,716. (Part I, column (d) must be on cash basis.)

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
1	Contributions, gifts, grants, etc., received	203,916.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	11,491.	11,490.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,646.			Statement 1
b	Gross sales price for all assets on line 6a	169,059.			
7	Capital gain net income (from Part IV, line 2)		35,061.		
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	223,053.	46,551.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 3	959.	0.		0.
b	Accounting fees				
c	Other professional fees Stmt 4	2,461.	2,461.		0.
17	Interest				
18	Taxes	589.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	4,009.	2,461.		0.
25	Contributions, gifts, grants paid	98,125.			98,125.
26	Total expenses and disbursements. Add lines 24 and 25	102,134.	2,461.		98,125.
27	Subtract line 26 from line 12:	120,919.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		44,090.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	20,506.	10,837.	10,837.
	2	Savings and temporary cash investments	25,321.	99,243.	99,243.
	3	Accounts receivable ► 155.	213.	155.	155.
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 6	491,304.	548,028.	430,481.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	537,344.	658,263.	540,716.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	0.	0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds	537,344.	658,263.	
	30	Total net assets or fund balances	537,344.	658,263.	
	31	Total liabilities and net assets/fund balances	537,344.	658,263.	

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	537,344.
2	Enter amount from Part I, line 27a	2	120,919.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	658,263.
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	658,263.

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	169,059.	133,998.	35,061.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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					35,061.
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	35,061.	
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	106,753.	450,010.	.237224
2010	119,070.	537,823.	.221393
2009	121,777.	592,762.	.205440
2008	201,708.	774,587.	.260407
2007	130,081.	960,437.	.135439

2 Total of line 1, column (d) 2 1.059903

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 .211981

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 494,563.

5 Multiply line 4 by line 3 5 104,838.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 441.

7 Add lines 5 and 6 7 105,279.

8 Enter qualifying distributions from Part XII, line 4 8 98,125.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	882.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6b 6c 6d	7	0.
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d			
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 9 10	8 9 10	7. 889. Refunded
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a 1b 1c	Yes X X	
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
<i>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</i>				
c	Did the foundation file Form 1120-POL for this year?	N/A	X X X X X X X X X 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?			
<i>If "Yes," attach a detailed description of the activities</i>				
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? <i>If "Yes," attach a conformed copy of the changes</i>			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
<i>If "Yes," attach the statement required by General Instruction T.</i>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
<ul style="list-style-type: none"> • By language in the governing instrument, 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? 				
7	Did the foundation have at least \$5,000 in assets at any time during the year?			
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
IA				
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 9 10	X X X 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			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► STANLEY J. VERMEER	Telephone no. ► 641-628-2068
Located at ► 2419 DAKOTA DRIVE, PELLA, IA		
15	ZIP+4 ► 50219	► <input type="checkbox"/>
16	► 15	N/A
	Yes	No
	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

	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 ► <input type="checkbox"/>	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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A ► <input type="checkbox"/>	
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 ► <input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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
STANLEY J. VERMEER 2419 DAKOTA DRIVE, PELLA, IA 50219	PRESIDENT 0.00	0.	0.	0.
ALMA VERMEER 2419 DAKOTA DRIVE, PELLA, IA 50219	SECY-TREAS 0.00	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

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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 GRANT MAKING TO CHARITABLE AND RELIGIOUS ORGANIZATIONS	
2	0.
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		
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	437,843.
b Average of monthly cash balances	1b	64,251.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	502,094.
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	502,094.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,531.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	494,563.
6 Minimum investment return. Enter 5% of line 5	6	24,728.

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	24,728.
2a Tax on investment income for 2012 from Part VI, line 5	2a	882.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	882.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	23,846.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	23,846.
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	23,846.

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	98,125.
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	98,125.
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	98,125.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				23,846.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	82,997.			
b From 2008	163,363.			
c From 2009	92,385.			
d From 2010	92,439.			
e From 2011	84,946.			
f Total of lines 3a through e	516,130.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 98,125.			0.	
a Applied to 2011, but not more than line 2a				
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				23,846.
e Remaining amount distributed out of corpus	74,279.			
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:	590,409.			
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				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	82,997.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	507,412.			
10 Analysis of line 9:				
a Excess from 2008	163,363.			
b Excess from 2009	92,385.			
c Excess from 2010	92,439.			
d Excess from 2011	84,946.			
e Excess from 2012	74,279.			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LITERATURE AND EVANGELISM INTERNATIONAL <u>TULSA, OK</u>	NONE	PUBLIC	TO FURTHER ITS EXEMPT PURPOSES	5,550.
NAVIGATORS-US STAFF SUPPORT <u>COLORADO SPRINGS, CO</u>	NONE	PUBLIC	TO FURTHER ITS EXEMPT PURPOSES	29,675.
NEW HORIZONS FOUNDATION (NAVIGATORS IN AFRICA) <u>COLORADO SPRINGS, CO</u>	NONE	PUBLIC	TO FURTHER ITS EXEMPT PURPOSES	53,400.
OPERATION MOBILIZATION-SPECIAL PROJECTS <u>TYRONE, GA</u>	NONE	PUBLIC	TO FURTHER ITS EXEMPT PURPOSES	6,000.
SIM/USA-STAFF SUPPORT <u>CHARLOTTE, NC</u>	NONE	PUBLIC	TO FURTHER ITS EXEMPT PURPOSES	3,000.
Total	See continuation sheet(s)			► 3a 98,125.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,491.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,646.	
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.		19,137.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		19,137.

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).
N/A	

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

THE BARZILLAI FOUNDATION

Employer identification number

42-1233554

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE BARZILLAI FOUNDATION

42-1233554

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	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 39,762.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 9,498.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 26,347.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 27,893.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 5,357.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ 8,937.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE BARZILLAI FOUNDATION

42-1233554

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
7	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ <u>4,601.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ <u>33,823.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ <u>23,905.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	<u>STANLEY & ALMA VERMEER</u> <u>2419 DAKOTA DRIVE</u> <u>PELLA, IA 50219</u>	\$ <u>23,793.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE BARZILLAI FOUNDATION

42-1233554

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	3010 SH ALLIANZ NFJ DIV VALUE FD 	\$ 39,762.	09/20/12
2	294.141 SH ALLIANZ NFJ SMALL CAP VALUE FD 	\$ 9,498.	09/20/12
3	649.732 SH AMERICAN EUROPACIFIC GR F 	\$ 26,347.	09/20/12
4	1983.832 SH EDGEWOOD GROWTH INSTL 	\$ 27,893.	09/20/12
5	277 SH ISHARES MSCI HONG KONG INDEX 	\$ 5,357.	12/17/12
6	695.501 SH ALLIANZ NFJ DIV VALUE FD 	\$ 8,937.	12/17/12

Name of organization

Employer identification number

THE BARZILLAI FOUNDATION

42-1233554

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
7	358.056 SH ALLIANZ NFJ DIV VALUE FD	\$ 4,601.	12/17/12
8	2244.373 SH LOOMIS SAYLES FOND INSTL	\$ 33,823.	12/17/12
9	1586.277 SH LOOMIS SAYLES BOND INSTL	\$ 23,905.	12/17/12
10	2100 SH PIMCO TOTAL RETN INSTL	\$ 23,793.	12/17/12
		\$	

Name of organization

Employer identification number

THE BARZILLAI FOUNDATION

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

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	-----------------	---------------	-----------

41 SH ISHARES MSCI THAILAND INDEX FND		Purchased	09/06/11	06/01/12
---------------------------------------	--	-----------	----------	----------

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,684.	2,677.	0.	0.	7.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	-----------------	---------------	-----------

618.353 SH AMERICAN EUROPACIFIC GROWTH FD		Donated	03/26/03	09/17/12
---	--	---------	----------	----------

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24,984.	25,074.	0.	0.	<90. >

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	-----------------	---------------	-----------

1326.21 SH EDGEWOOD GROWTH FND		Donated	09/20/12	12/21/12
--------------------------------	--	---------	----------	----------

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
18,397.	18,647.	0.	0.	<250. >

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
648 SH ISHARES GOLD TRUST		08/14/09	03/20/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10,417.	6,039.	0.	0.	4,378.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
252 SH ISHARES INC MSCI HONG KONG INDEX FD		06/17/11	12/21/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,814.	4,874.	0.	0.	<60. >

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
654.206 SH JPMORGAN INFLATION MGD BOND		03/09/11	06/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,984.	6,794.	0.	0.	190.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
488.827 SH LOOMIS SAYLES BOND INSTL		08/14/09	06/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,984.	6,084.	0.	0.	900.

(a)

Description of Property

Manner
AcquiredDate
Acquired

Date Sold

709.849 SH PIMCO TOTAL RTN INSTL

Purchased

Various

06/13/12

(b)
Gross
Sales Price(c)
Cost or
Other Basis(d)
Expense of
Sale(e)
Deprec.(f)
Gain or Loss

7,984.

7,611.

0.

0.

373.

(a)

Description of Property

Manner
AcquiredDate
Acquired

Date Sold

592.885 SH ALLIANZ NFJ DIV VAL FD

Purchased

08/14/09

03/20/12

(b)
Gross
Sales Price(c)
Cost or
Other Basis(d)
Expense of
Sale(e)
Deprec.(f)
Gain or Loss

7,484.

5,597.

0.

0.

1,887.

(a)

Description of Property

Manner
AcquiredDate
Acquired

Date Sold

1050.805 SH ALLIANZ NFJ DIV VAL

Purchased

08/14/09

03/20/12

(b)
Gross
Sales Price(c)
Cost or
Other Basis(d)
Expense of
Sale(e)
Deprec.(f)
Gain or Loss

13,382.

9,919.

0.

0.

3,463.

(a)

Description of Property

Manner
AcquiredDate
Acquired

Date Sold

1959.195 SH ALLIANZ NFJ DIV VAL

Donated

09/20/12

12/21/12

(b)
Gross
Sales Price(c)
Value at
Time of Acq.(d)
Expense of
Sale(e)
Deprec.(f)
Gain or Loss

24,952.

25,881.

0.

0.

<929.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
	Donated	09/20/12	12/21/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,550.	6,794.	0.	0.	<244. >

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
	Purchased	08/17/09	12/21/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,587.	5,937.	0.	0.	2,650.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24,000.	29,485.	0.	0.	<5,485. >

Capital Gains Dividends from Part IV	856.
Total to Form 990-PF, Part I, line 6a	7,646.

Form 990-PF	Dividends and Interest from Securities	Statement	2
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MAINSTAY TOTAL RETURN FUND B	1,035.	0.	1,035.
MARION CO STATE BANK-CD	127.	0.	127.
MARION CO STATE BANK-CHECKING	10.	0.	10.
MARION CO STATE BANK-MM	28.	0.	28.
RONALD BLUE & CO-DIVIDENDS	11,147.	856.	10,291.
Total to Fm 990-PF, Part I, ln 4	12,347.	856.	11,491.

Form 990-PF

Legal Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROWN, WINICK, GRAVES, ETAL.	959.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	959.	0.		0.

Form 990-PF

Other Professional Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
RONALD BLUE & COMPANY INVESTMENT ADVISORS	2,461.	2,461.		0.
To Form 990-PF, Pg 1, ln 16c	2,461.	2,461.		0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME TAX	347.	0.		0.
FOREIGN TAX PAID	242.	0.		0.
To Form 990-PF, Pg 1, ln 18	589.	0.		0.

Form 990-PF

Other Investments

Statement 6

Description	Valuation Method	Book Value	Fair Market Value
OTHER RBC ACCOUNTS	COST	528,705.	414,161.
MAINSTAY TOTAL RETURN FUND B	COST	19,323.	16,320.
Total to Form 990-PF, Part II, line 13		548,028.	430,481.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 7

Name of Manager

STANLEY J. VERMEER
ALMA VERMEER

**Barzillai Foundation
Investment Summary
12/31/2012**

# shares	Purch/Donate date	\$ per Share Cost	Total Cost	12/31/2011 Donor Cost	12/31/2011	12/31/2012	12/31/2012	12/31/2012	12/31/2012
				# Shares	FMV Cost	Donor Cost Basis	Cost Basis	Fair Market Value	Value
2344.944	<u>MAINSTAY FUNDS</u>								
RBC / FIDELITY:									
	RBC/Fidelity MM								
	RBC/Fidelity Cash								
	Total Cash & Money Market								
	US Stock Funds:								
1643.69	Allianz NFJ Dividend	8/17/2009	9.44	15,516.00					
3010	Allianz NFJ Dividend	9/20/2012	13.21		536.47	7,086.80	5,060.84	6,807.83	
695.501	Allianz NFJ Dividend	12/17/12	12.85		695.50	8,937.19	6,561.00	8,825.91	
358.056	Allianz NFJ Dividend	12/17/12	12.85		358.06	4,601.02	4,216.00	4,543.73	
	Total US Stock Funds								
294.141	Allianz NFJ Small Cap Valu fd	09/20/12	32.29		294.14	9,497.81	6,487.00	8,806.58	
619.031	Edgewood Growth Inst	8/17/2009	9.59	5,936.82					
1983.832	Edgewood Growth Inst	09/20/12	14.06		657.62	9,246.11	6,302.60	9,101.43	
	International Stock Funds:								
217.9389	American EuroPacific Gr F-2	8/17/2009	34.98	7,623.67	217.94	7,623.67		8,968.18	
649.732	American EuroPacific Gr F-2	09/20/12	40.55		31.38	1,272.42		1,291.25	
3779.07	Lord Abett Int'l Div Inc	9/7/2011	7.74	29,266.00	3,779.07	29,266.00		31,290.70	
906.892	Lord Abett Int'l Div Inc	12/24/2012	8.29		906.89	7,516.00		7,509.07	
823.723	Touchstone Emerging Mkts	9/7/2011	12.16	10,016.00	823.72	10,016.00		10,708.40	
870	iShares MSCI ACWI	9/9/2011	41.25	35,889.94	870.00	35,889.94		41,829.60	
178	iShares MSCI ACWI	12/27/2012	47.83		178.00	8,513.94		8,558.24	
118	iShares MSCI Australia	9/9/2011	22.77	2,686.71	118.00	2,686.71		2,966.52	
28	iShares MSCI Australia	12/27/2012	24.78		28.00	693.92		703.92	
122	iShares MSCI Hong Kong	9/9/2011	17.03	2,077.49	122.00	2,077.49		2,854.74	
277	iShares MSCI Hong Kong	12/17/12	19.34		25.00	483.50		454.78	

**Barzillai Foundation
Investment Summary
12/31/2012**

# shares	Purch/Donate date	\$ per Share	Total Cost	12/31/2011 Donor Cost	12/31/2011	12/31/2012 # Shares	FMV Cost	12/31/2012 Donor Cost Basis	12/31/2012 Fair Market Value
214 iShares MSCI Singapore	9/9/2011	12.53	2,681.63			214.00	2,681.63		2,929.66
51 iShares MSCI Singapore	12/27/2012	13.52		51.00	689.59			-	698.19
93 iShares MSCI Switzerland	9/9/2011	22.51	2,093.34			93.00	2,093.34		2,492.40
11 iShares MSCI Switzerland	12/27/2012	26.74		11.00	294.09			-	294.80
205 iShares MSCI Taiwan	9/9/2011	13.12	2,689.76			205.00	2,689.76		2,792.10
68 iShares MSCI Taiwan	12/27/2012	13.13		68.00	893.04			-	926.16
41 iShares MSCI Thailand	9/9/2011	65.28	2,676.67					-	
175 iShares MSCI UK	6/6/2012	15.32		175.00	2,680.56			-	3,139.50
28 iShares MSCI UK	12/27/2012	17.84		28.00	499.39			-	502.32
				97,701.21		7,945.00	118,560.99	1,125.99	130,455.75
Total International Stock Funds									
Bond Funds:									
2704.78 JP Morgan Inf Mgd	3/10/2011	10.39	28,089.65			2,050.57	21,295.60		22,166.70
3131.169 JP Morgan Str Inc Opp	6/2/2010	11.58	36,269.49			3,131.17	36,269.49		37,041.73
1991.252 Loomis Sayles	8/17/2009	12.45	24,781.66			1,502.43	18,698.08		22,716.67
2244.373 Loomis Sayles	12/17/2012	15.07				2,244.37	33,822.70	27,936.00	33,934.92
1586.277 Loomis Sayles	12/17/2012	15.07				1,586.28	23,905.19	21,363.00	23,984.51
219.613 PIMCO Tot Rtn Ins	3/27/2003	10.73	2,357.43						
2380.952 PIMCO Tot Rtn Ins	9/21/2005	10.72	25,516.00			1,890.72	20,262.27		21,251.64
2100 PIMCO Tot Rtn Ins	12/17/2012	11.33				2,100.00	23,793.00	22,455.00	23,604.00
1899.404 Vanguard ST Inv Gr Corp Adm	6/2/2010	10.68	20,293.75			1,899.40	20,293.75		20,570.55
				137,307.98		16,404.94	198,340.08	71,754.00	205,270.71
Total Bond Funds									
Commodities:									
1042.391 PIMCO Commodities Plus	3/10/2011	14.41	15,016.00			1,042.39	15,016.00		11,393.33
790.441 PIMCO Commodities Plus	12/24/2012	10.9				790.44	8,616.00	552.00	8,639.52
1200 iShares Comex Gold Trust	8/19/2009	9.3188	11,182.54					5,143.97	8,986.01
250 iShares Comex Gold Trust	6/4/2010	12.029	3,007.25			250.00	3,007.25	4,069.75	4,069.75
446 iShares Comex Gold Trust	12/27/2012	16.12				446.00	7,189.03		7,260.43

Barzillai Foundation
Investment Summary
12/31/2012

# shares	Purch/Donate date	\$ per Share	Total Cost	12/31/2011	12/31/2012	12/31/2012	12/31/2012	Fair Market Value
				Donor Cost	Shares	FMV Cost	Donor Cost Basis	Market Value
Total Commodities			29,205.79	-	3,080.83	38,972.25	-	40,349.05
Total RBC / FIDELITY			285,667.80	-	29,972.56	395,242.24	101,507.43	414,160.98

THE BARZILLAI FOUNDATION

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 41 SH ISHARES MSCI THAILAND INDEX FND		P	09/06/11	06/01/12
b 618.353 SH AMERICAN EUROPACIFIC GROWTH FD		D	03/26/03	09/17/12
c 1326.21 SH EDGEWOOD GROWTH FND		D	09/20/12	12/21/12
d 648 SH ISHARES GOLD TRUST		P	08/14/09	03/20/12
e 252 SH ISHARES INC MSCI HONG KONG INDEX FD		D	06/17/11	12/21/12
f 654.206 SH JPMORGAN INFLATION MGD BOND		P	03/09/11	06/13/12
g 488.827 SH LOOMIS SAYLES BOND INSTL		P	08/14/09	06/13/12
h 709.849 SH PIMCO TOTAL RTN INSTL		P	Various	06/13/12
i 592.885 SH ALLIANZ NFJ DIV VAL FD		P	08/14/09	03/20/12
j 1050.805 SH ALLIANZ NFJ DIV VAL		P	08/14/09	03/20/12
k 1959.195 SH ALLIANZ NFJ DIV VAL		D	09/20/12	12/21/12
l 514.333 SH ALLIANZ NFJ DIV VAL		D	09/20/12	12/21/12
m 619.031 SH EDGEWOOD GROWTH FND		P	08/17/09	12/21/12
n 1416.6 SH MAINSTAY		P	Various	Various
o Capital Gains Dividends				

(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 2,684.		2,677.	7.
b 24,984.		13,227.	11,757.
c 18,397.		12,710.	5,687.
d 10,417.		6,039.	4,378.
e 4,814.		4,584.	230.
f 6,984.		6,794.	190.
g 6,984.		6,084.	900.
h 7,984.		7,611.	373.
i 7,484.		5,597.	1,887.
j 13,382.		9,919.	3,463.
k 24,952.		18,482.	6,470.
l 6,550.		4,852.	1,698.
m 8,587.		5,937.	2,650.
n 24,000.		29,485.	<5,485.>
o 856.			856.

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			7.
b			11,757.
c			5,687.
d			4,378.
e			230.
f			190.
g			900.
h			373.
i			1,887.
j			3,463.
k			6,470.
l			1,698.
m			2,650.
n			<5,485.>
o			856.

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	35,061.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3		N/A

223591
05-01-12

THE BARZILLAI FOUNDATION

42-1233554

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

223831
05-01-12