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

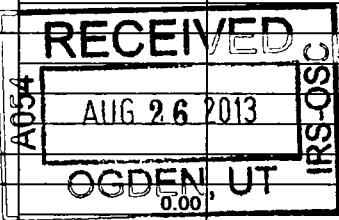
Department of the Treasury
Internal Revenue Service

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 , 2012, and ending , 20

Name of foundation VELMA NEIMAN CHARITABLE FOUNDATION		A Employer identification number 43-6362412
Number and street (or P O box number if mail is not delivered to street address) C/O WALTER WITTENBERG 6434 CECIL AVENUE	Room/suite	B Telephone number (see instructions) 314-241-9090
City or town, state, and ZIP code CLAYTON, MO 63105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,192,698.13	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,856.72	4,856.72	4,856.72	
	4 Dividends and interest from securities	178,918.83	178,918.83	178,918.83	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		52.56		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	183,775.55	183,828.11	183,775.55		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	47,650.00	47,650.00	47,650.00	47,650.00
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,095.57	6,095.57	1,539.00	1,539.00
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	53,745.57	53,745.57	49,189.00	49,189.00
	25 Contributions, gifts, grants paid	275,000.00			275,000.00
26 Total expenses and disbursements. Add lines 24 and 25	328,745.57	53,745.57	49,189.00	324,189.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(144,970.02)				
b Net investment income (if negative, enter -0-)		130,082.54			
c Adjusted net income (if negative, enter -0-)			134,586.55		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	1,355,646.63	1,351,525.92	1,351,525.92		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	1,250,381.58	1,250,485.17	5,841,172.21		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶ _____)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,606,028.21	2,602,011.09	7,192,698.13			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ _____)					
	23 Total liabilities (add lines 17 through 22)	0.00	0.00			
Net Assets or Fund Balances	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 type="checkbox"/>					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds	2,606,028.21	2,602,011.09				
28 Paid-in or capital surplus, or land, bldg., and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see instructions)	2,606,028.21	2,602,011.09				
31 Total liabilities and net assets/fund balances (see instructions)	2,606,028.21	2,602,011.09				

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	2,606,028.21
2 Enter amount from Part I, line 27a		2	(144,970.02)
3 Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS & NON-BOOK ITEMS VA NEIMAN		3	140,952.90
4 Add lines 1, 2, and 3		4	2,602,011.09
5 Decreases not included in line 2 (itemize) ▶		5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,602,011.09

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	708 SHS. FIRST ENERGY CORP.		10/18/88	7/05/12
b	690420 SHS. DUKE ENERGY		10/18/88	7/30/12
c	333 SHS. KRAFT FOODS GROUP		12/11/90	10/01/12
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	25.84		19.94	5.90
b	47.78		14.17	33.61
c	15.18		2.13	13.05
d				
e				

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

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

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	52.56
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	293,318.99	6,527,118.76	0.0449
2010	203,714.34	5,936,367.16	0.0343
2009	215,361.45	4,204,772.93	0.0512
2008	350,377.69	5,561,694.64	0.0630
2007	344,527.56	6,052,095.20	0.0569

2	Total of line 1, column (d)	2	0.2503
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	0.05006
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,027,287.05
5	Multiply line 4 by line 3	5	351,785.99
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,300.83
7	Add lines 5 and 6	7	353,086.82
8	Enter qualifying distributions from Part XII, line 4 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	8	324,189.00

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,601	65
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	2,601	65
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,601	65
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,220	00
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	00
d	Backup withholding erroneously withheld	6d	5,332	03
7	Total credits and payments. Add lines 6a through 6d	7	7552	03
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,950	38
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,605 00 Refunded	11	2,345	38

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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: • 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) ▶ MISSOURI		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	✓	
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)? <i>If "Yes," complete Part XIV.</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	✓	
14	The books are in care of ▶ WALTER L. WITTENBERG Telephone no. ▶ 314-241-9090 Located at ▶ 6434 CECIL AVENUE, CLAYTON, MO ZIP+4 ▶ 63105-2225			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				✓

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

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

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

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)? (see instructions) 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)? Yes No
 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? 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? Yes 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? Yes No

	5b	NA
	6b	✓
	7b	NA

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

Total number of other employees paid over \$50,000

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3	
.....	
Total. Add lines 1 through 3	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,714,287.89
b	Average of monthly cash balances	1b	1,420,013.68
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,134,301.57
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,134,301.57
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	107,014.52
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,027,287.05
6	Minimum investment return. Enter 5% of line 5	6	351,364.35

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	351,364.35
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,601.65
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,601.65
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	348,762.70
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	348,762.70
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	348,762.70

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	324,189.00
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	324,189.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,300.83
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	322,888.17

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				348,762.70
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			270,894.02	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 324,189.00				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				53,294.98
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			270,894.02	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				295,467.72
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test—enter:

(1) Value of all assets 0.00

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 0.00

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed 0.00

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) 0.00

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) 0.00

(3) Largest amount of support from an exempt organization 0.00

(4) Gross investment income 0.00

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N/A

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

NONE

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>				
<p>Total</p>				<p>3a 275,000.00</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>3b 0.00</p>

VELMA A. NEIMAN FOUNDATION
2012 CY 990-PF (EI# 43-6362412)

Schedule 1

Schedule for Part I - Line 16(a) and Line 18

Fees of \$47,650 were paid during CY 2012 to Greensfelder, Hemker & Gale, P.C. These represented legal, accounting and administrative work performed for the period January 1, 2012 to December 31, 2012 for services related to the organization's exempt function.

Schedule for Part I - Line 18

Paid in CY 2011 (Credit of 2011 refund to 2012 estimate)	\$ 2,220.00
U.S. Tax paid in 2012 (By erroneous withholding)	5,332.03
Dutch withholding tax	1,539.00
U.K. withholding tax	-0-
Refund paid in 2012 of overpayment of Excise Tax (per 2011 990 PF)	<u>(2,995.46)</u>
	<u>\$6,095.57</u>

VELMA A. NEIMAN FOUNDATION
2012 CY 990-PF (EIN# 43-6362412)

Schedule for Part II - Line 10(b)

Book Value (Cost Basis) of Listed Securities 12-31-12

	<u>Basis</u>
Stocks Per Schedules Attached	<u>\$1,250,485.17</u>

Velma A. Neiman Foundation, Schedule for Part II - Line 10(b)

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>
10/18/1988	Ameren Corp	578	12,258 62
10/18/1988	Applied Industrial Tech	36,249	173,654 02
10/15/1996	Anadarko Petroleum	714	8,873 40
10/18/1988	FirstEnergy Corp	749	21,092 49
12/11/1990	Altria Group	3,093	11,833 68
10/18/1988	Bank of America	2,680	15,868 98
12/25/1997	Bank of America	912	3,950 01
10/18/1988	BP PLC	1,230	30,656 25
10/18/1988	BP PLC	3,572	50,329 48
10/18/1998	Delta Airlines	564	14,205 75
10/18/1988	Dominion Resources	1,124	16,696 06
10/18/1988	Dupont	900	12,290 63
12/11/1990	Walt Disney	3,384	28,039.55
12/11/1990	Federal Natl Mort	5,248	44,535 84
10/18/1988	Sprint	2,478	19,543 49
10/18/1988	General Electric	6,756	30,463 82
10/18/1988	Halliburton	2,252	14,066 78
12/11/1990	Kimberly Clark	2,922	34,844 21
10/18/1988	McDonalds	3,000	18,421 88
12/11/1990	Merck & Co	3,096	44,270 17
10/18/1988	Duke Energy	325	6,671 08
10/18/1988	Pfizer Inc	6,744	15,718 31
10/18/1988	Proctor & Gamble	2,400	12,215 64
5/4/1996	Collective Brands	537	2,120 67
10/18/88	Royal Dutch Shell	3,000	42,375 00
10/18/88	AT&T (SBC)	2,996	35,844 97
10/18/88	AT&T (SBC)	2,963	26,478 55
10/18/88	AT&T (SBC)	1,096	13,806 53
10/18/88	Union Pacific	1,856	18,212 65
10/18/88	Vodafone	1,640	9,162 23
10/18/88	Verizon	1,500	27,117 23
10/18/88	Verizon	685	12,205 95
12/11/90	Waste Management	883	42,902 70
10/18/88	Exxon Mobil	3,960	33,749 97
10/18/1988	J M Smucker	24	0 00
10/18/1988	Comcast Holdings	345	0.00
10/18/1988	Neenah Paper	88	0 00
10/18/1988	Express Scripts	604	0.00
10/18/1988	Macys	1,050	21,081.41
10/18/1988	Western Union	250	0 00
10/18/1988	Tronox	27	360 26
10/18/1988	Windstream Corp	315	0 00
12/11/1990	Mondelez Int'l	2,140	8,431 02
12/11/1990	Hospira	72	0 00
12/11/1990	Phillip Morris	3,093	27,186 34
12/11/1990	CenturyLink Inc	168	0 00
10/18/1988	CenturyLink Inc	221	12,786 53
7/1/2010	Frontier Communications	360	0 00
7/1/2010	Frontier Communications	164	0 00
10/18/1988	Sprint	619	2,346 63
10/18/1988	CenturyLink Inc	41	0 00
12/11/1990	Kraft Foods Group Inc	713	4,555 63
	Live Nation		
10/18/1988	Entertainment	23	0 00
Subtotal			981,224 41
plus stock from distrb from unitrust, see attached schedule			<u>269,260 76</u>
Total			1,250,485 17

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>
9/15/1995	American Intl Group	23	9,429.47
4/12/1996	Abbott Labs	725	7,251.17
4/12/1996	Abbvie Inc	725	7,863.27
10/18/1988	Bank of America	891	5,273.81
5/29/1992	Bank of America	59	603.25
10/18/1988	BP PLC	827	11,649.22
4/19/1999	Citigroup	20	6,945.01
10/18/1988	Du Pont	250	3,414.06
10/18/1988	Exxon Mobil	1,295	11,035.68
10/18/1988	Federal Natl Mtg Assoc	563	4,777.76
2/7/2003	Gannett Inc	87	6,289.23
12/11/1990	General Electric	350	1,649.96
10/18/1988	General Electric	1,350	4,985.16
6/27/2002	Honeywell	213	7,540.20
9/15/1995	Intel	1,500	11,812.50
4/19/1999	Johnson & Johnson	100	4,668.13
6/27/2002	Johnson & Johnson	50	2,674.00
12/2/1999	Johnson & Johnson	200	9,905.00
9/15/1995	Kimberly Clark	250	7,923.88
12/4/1996	Eli Lilly	325	12,178.56
12/11/1990	Merck	375	5,073.71
2/7/2003	Microsoft	200	4,683.00
4/19/1999	Microsoft	400	17,337.50
10/18/1988	McDonalds	1,000	6,140.63
5/29/1992	Pepsico	700	11,787.18
10/18/1988	Pfizer Inc	750	1,748.05
10/18/1988	Proctor & Gamble	800	4,039.99
10/18/1988	Royal Dutch Shell	675	9,534.38
10/18/1988	AT&T	750	7,617.19
2/7/2003	Target	250	6,727.50
6/27/2002	Texas Instruments	250	6,115.75
6/27/2002	United Technologies	224	7,336.00
6/27/2002	Verizon	175	6,585.25
2/7/2003	Verizon	75	2,806.50
6/27/2002	Wal Mart	147.5100	7,312.17
2/7/2003	Wal Mart	147.5100	6,157.16
2/7/2003	3M Co	100	6,149.00
5/29/1992	Proctor & Gamble	438	5,632.88
2/7/2003	Viacom (new)	106	5,196.41
2/7/2003	CBS (new)	106	3,411.19
7/1/2011	Frontier Communications	60	<u>0.00</u>
Total			269,260.76

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VELMA A. NEIMAN FOUNDATION
2012 CY 990-PF (EI# 43-6362412)

Schedule for Part II - Line 10(b)

Fair Market Value - Securities - 12-31-12

Stocks Per Schedules Attached

\$5,841,172.21

Velma A. Neiman Foundation, Schedule for Part II - Line 10(b)

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/12 Value</u>
10/18/1988	Ameren Corp	578	12,258 62	17,629 00
10/18/1988	Applied Industrial Tech	36,249	173,654 02	1,504,967 86
10/15/1996	Anadarko Petroleum	714	8,873 40	52,191 62
10/18/1988	FirstEnergy Corp	749	21,092 49	30,959 92
12/11/1990	Altria Group	3,093	11,833 68	96,470 67
10/18/1988	Bank of America	2,680	15,868 98	30,753 00
12/25/1997	Bank of America	912	3,950 01	10,465 20
10/18/1988	BP PLC	1,230	30,656 25	50,891 25
10/18/1988	BP PLC	3,572	50,329 48	147,791 50
10/18/1998	Delta Airlines	564	14,205 75	0 00
10/18/1988	Dominion Resources	1,124	16,696 06	57,672 44
10/18/1988	Dupont	900	12,290 63	40,104 00
12/11/1990	Walt Disney	3,384	28,039 55	166,831 20
12/11/1990	Federal Natl Mort	5,248	44,535 84	1,338 24
10/18/1988	Sprint	2,478	19,543 49	14,099 82
10/18/1988	General Electric	6,756	30,463 82	139,376 28
10/18/1988	Halliburton	2,252	14,066 78	77,119 74
12/11/1990	Kimberly Clark	2,922	34,844 21	244,220 76
10/18/1988	McDonalds	3,000	18,421 88	262,590 00
12/11/1990	Merck & Co	3,096	44,270 17	125,372 52
10/18/1988	Duke Energy	325	6,671 08	20,548 13
10/18/1988	Pfizer Inc	6,744	15,718 31	167,689 56
10/18/1988	Proctor & Gamble	2,400	12,215 64	161,760 00
5/4/1996	Collective Brands	537	2,120 67	0 00
10/18/88	Royal Dutch Shell	3,000	42,375 00	212,040 00
10/18/88	AT&T (SBC)	2,996	35,844 97	100,111.34
10/18/88	AT&T (SBC)	2,963	26,478 55	99,008 65
10/18/88	AT&T (SBC)	1,096	13,806 53	36,622 84
10/18/88	Union Pacific	1,856	18,212 65	230,914.33
10/18/88	Vodafone	1,640	9,162 23	0 00
10/18/88	Verizon	1,500	27,117 23	64,320 00
10/18/88	Verizon	685	12,205 95	29,372 80
12/11/90	Waste Management	883	42,902 70	29,554 01
10/18/88	Exxon Mobil	3,960	33,749 97	339,292 80
10/18/1988	J M Smucker	24	0 00	2,049.96
10/18/1988	Comcast Holdings	345	0 00	14,527 95
10/18/1988	Neenah Paper	88	0 00	2,493 13
10/18/1988	Express Scripts	604	0 00	32,166 02
10/18/1988	Macys	1,050	21,081 41	40,052 25
10/18/1988	Western Union	250	0 00	3,352 50
10/18/1988	Tronox	27	360 26	0 00
10/18/1988	Windstream Corp	315	0 00	2,597 18
12/11/1990	Mondelez Int'l	2,140	8,431 02	54,024 30
12/11/1990	Hospira	72	0 00	2,215 44
12/11/1990	Phillip Morris	3,093	27,186 34	256,996 60
12/11/1990	CenturyLink Inc	168	0 00	6,517 56
10/18/1988	CenturyLink Inc	221	12,786 53	8,573 70
7/1/2010	Frontier Communications	360	0.00	1,524 60
7/1/2010	Frontier Communications	164	0 00	694 54
10/18/1988	Sprnt	619	2,346 63	3,522 11
10/18/1988	CenturyLink Inc	41	0.00	1,590 60
12/11/1990	Kraft Foods Group Inc	713	4,555 63	31,956 66
	Live Nation			
10/18/1988	Entertainment	23	0 00	210 34
Subtotal			981,224 41	5,027,144 92
plus stock from distrb from untrust,see attached schedule			<u>269,260 76</u>	<u>814,027 29</u>
Total			1,250,485 17	5,841,172 21

<u>Date</u>	<u>Name</u>	<u>Quantity</u>	<u>Basis Total</u>	<u>12/31/12 Value</u>
9/15/1995	American Intl Group	23	9,429.47	805.17
4/12/1996	Abbott Labs	725	7,251.17	46,958.25
4/12/1996	Abbvie Inc.	725	7,863.27	25,030.63
10/18/1988	Bank of America	891	5,273.81	10,224.23
5/29/1992	Bank of America	59	603.25	677.02
10/18/1988	BP PLC	827	11,649.22	34,217.13
4/19/1999	Citigroup	20	6,945.01	782.50
10/18/1988	Du Pont	250	3,414.06	11,140.00
10/18/1988	Exxon Mobil	1,295	11,035.68	110,955.60
10/18/1988	Federal Natl Mtg Assoc	563	4,777.76	143.57
2/7/2003	Gannett Inc	87	6,289.23	1,548.60
12/11/1990	General Electric	350	1,649.96	7,220.50
10/18/1988	General Electric	1,350	4,985.16	27,850.50
6/27/2002	Honeywell	213	7,540.20	13,391.31
9/15/1995	Intel	1,500	11,812.50	30,615.00
4/19/1999	Johnson & Johnson	100	4,668.13	6,964.25
6/27/2002	Johnson & Johnson	50	2,674.00	3,482.13
12/2/1999	Johnson & Johnson	200	9,905.00	13,928.50
9/15/1995	Kimberly Clark	250	7,923.88	20,895.00
12/4/1996	Eli Lilly	325	12,178.56	15,881.13
12/11/1990	Merck	375	5,073.71	15,185.63
2/7/2003	Microsoft	200	4,683.00	5,314.00
4/19/1999	Microsoft	400	17,337.50	10,628.00
10/18/1988	McDonalds	1,000	6,140.63	87,530.00
5/29/1992	Pepsico	700	11,787.18	47,544.00
10/18/1988	Pfizer Inc.	750	1,748.05	18,648.75
10/18/1988	Proctor & Gamble	800	4,039.99	53,920.00
10/18/1988	Royal Dutch Shell	675	9,534.38	47,709.00
10/18/1988	AT&T	750	7,617.19	25,061.25
2/7/2003	Target	250	6,727.50	14,687.50
6/27/2002	Texas Instruments	250	6,115.75	7,660.63
6/27/2002	United Technologies	224	7,336.00	18,203.81
6/27/2002	Verizon	175	6,585.25	7,504.00
2/7/2003	Verizon	75	2,806.50	3,216.00
6/27/2002	Wal Mart	147.5100	7,312.17	10,006.34
2/7/2003	Wal Mart	147.5100	6,157.16	10,006.34
2/7/2003	3M Co	100	6,149.00	9,216.00
5/29/1992	Proctor & Gamble	438	5,632.88	29,521.20
2/7/2003	Viacom (new)	106	5,196.41	5,535.85
2/7/2003	CBS (new)	106	3,411.19	3,963.87
7/1/2011	Frontier Communications	60	<u>0.00</u>	<u>254.10</u>
Total			269,260.76	814,027.29

VELMA A. NEIMAN FOUNDATION
2012 CY 990-PF (EIN# 43-6362412)
Schedule for Part XV - Section 3

	<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
(1)	St. Louis University High School 4970 Oakland Avenue St. Louis, MO 63110	N/A	N/A	General educational purposes	\$50,000
(2)	Radio Amateur Satellite Corp 850 Sligo Ave., #600 Silver Springs, MD 20910	N/A	N/A	General educational purposes	\$25,000
(3)	De La Salle Middle School 4145 Kennerly Ave. St. Louis, MO 63113	N/A	N/A	General educational purposes	\$25,000
(4)	DeSmet Jesuit High School 233 N. New Ballas Rd. St. Louis, MO 63108	N/A	N/A	General educational purposes	\$100,000
(5)	St. Joan of Arc Catholic School 5821 Pernod Ave. St. Louis, MO 63139	N/A	N/A	General educational purposes	\$25,000
(6)	Our Lady of Lourdes Catholic Parish 7148 Forsyth University City, MO 63105	N/A	N/A	General educational purposes	\$25,000
(7)	St. Louis Zoo Association One Government Drive St. Louis, MO 63110	N/A	N/A	General educational purposes	<u>\$25,000</u>
	Total				\$275,000