Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Susan Zirkl Z L Memorial Charitable Foundation Trust

A Employer identification number
45-3005204

Number and street (or P O box number if mail is not delivered to street address)
250 West 57th St

Room/suite

B Telephone number (see instructions)
(212) 307-1499

City or town, state, and ZIP code
New York, NY 10107

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,822,230

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	7,500,000			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,836	5,836		
	4	Dividends and interest from securities	207,706	207,706		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	329,272			
	b	Gross sales price for all assets on line 6a 6,919,042				
	7	Capital gain net income (from Part IV, line 2)		286,710		
	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)	5,734			
	12	**Total.** Add lines 1 through 11	8,048,548	500,252		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,000	12,000		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	21,000	15,000		6,000
	c	Other professional fees (attach schedule)	86,774	86,774		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,132	1,132		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	850			850
	24	**Total operating and administrative expenses.** Add lines 13 through 23	121,756	114,906		6,850
	25	Contributions, gifts, grants paid	230,000			230,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	351,756	114,906		236,850
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,696,792			
	b	**Net investment income** (if negative, enter -0-)		385,346		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	23	26	26
	2	Savings and temporary cash investments	2,001,276	2,679,215	2,678,688
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		6,560,235	6,662,698
	c	Investments—corporate bonds (attach schedule)		455,000	480,818
	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)	2,001,299	9,694,476	9,822,230
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 ▶ ________)		1	
	23	**Total liabilities** (add lines 17 through 22)		1	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,001,299	9,694,475	
	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 page 17 of the instructions)	2,001,299	9,694,475	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,001,299	9,694,476	

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	2,001,299
2	Enter amount from Part I, line 27a	2	7,696,792
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	9,698,091
5	Decreases not included in line 2 (itemize) ▶ ________	5	3,616
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,694,475

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				

	(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				

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

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	286,710
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			

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

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,707
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	7,707
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	7,707
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 21		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	21
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	7,686
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ►N/A

14 The books are in care of ►Lissner & Lissner LLP Telephone no ►(212) 307-1499

Located at ►250 West 57th St Suite 615 New York NY ZIP +4 ►10107

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ► ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ► | 15 | |

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ 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		No
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)?	**5b**		**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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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
Michael D Lissner 250 West 57th St Suite 615 New York, NY 10107	Trustee 5 00	6,000		
Harry Rosenberg 160 Sheridan Ave HoHoKus, NJ 07423	Trustee 5 00	6,000		
Eva Zirkl 250 west 57th St Suite 615 New York, NY 10107	Advisory 1 00	0		

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	
2	
3	
4	

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

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

Total. Add lines 1 through 3 . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,227,526
b	Average of monthly cash balances	1b	2,186,191
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	9,413,717
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	
3	Subtract line 2 from line 1d	3	9,413,717
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,206
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,272,511
6	**Minimum investment return.** Enter 5% of line 5	6	463,626

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	463,626
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 7,707		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	7,707
3	Distributable amount before adjustments Subtract line 2c from line 1	3	455,919
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	455,919
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	455,919

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	236,850
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	236,850
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	236,850

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				455,919
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			98,539	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 236,850				
a Applied to 2011, but not more than line 2a			98,539	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				138,311
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				317,608
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				230,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	5,836	
4 Dividends and interest from securities. . . .			14	207,706	
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.			14	5,734	
8 Gain or (loss) from sales of assets other than inventory			18	42,562	286,710
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). .				261,838	286,710

13 Total. Add line 12, columns (b), (d), and (e). 13 548,548

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2013-11-13	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Woody Raymond	Woody Raymond			P01080772
Firm's name ▶	Ultimate Tax Preparers Inc		Firm's EIN ▶	
	250 W 57TH ST 615			
Firm's address ▶	NEW YORK, NY 101070001		Phone no (212) 307-1499	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
The Alpine Learning Center 777 Paramus Road Paramus, NJ 07652	Charitable	501(C)3	Charitable	25,000
The National Jewish Council for Dis 11 Boradway New York, NY 10004	Charitable	501(C)3	Charitable	40,000
Reuth American Friends 185 Madison Ave New York, NY 10016	Charitable	501(C)3	Charitable	5,000
The Fresh Air Fund 633 Third Ave New York, NY 10017	Charitable	501(C)3	Charitable	20,000
St Jude Children's Research Hospita 501 St Jude Place Memphis, TN 38105	Hospital	501(C)3	Charitable	60,000
Make A wish Foundation 4742 N 24th St Suite 400 Phoenix, AZ 85016	Charitable	501(C)3	Charitable	30,000
Ronald McDonald House Charities Inc 26345 Network Place Chicago, IL 60673	Charitable	501(C)3	Charitable	50,000
Total . . . . ▶ **3a**				230,000

TY 2012 Accounting Fees Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting and Tax Preparation fee	21,000	15,000	0	6,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317004173

TY 2012 Other Decreases Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
Prior year adjustments	3,616

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317004173

TY 2012 Other Income Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	5,734		

TY 2012 Other Liabilities Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Rounding		1

TY 2012 Other Professional Fees Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS - Advisory Fees	86,774	86,774	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317004173

TY 2012 Taxes Schedule

Name: Susan Zirkl Z L Memorial Charitable Foundation Trust

EIN: 45-3005204

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Paid	1,132	1,132		

TY 2012 IRS Payment

Name:	Susan Zirkl Z L Memorial Charitable Foundation Trust
EIN:	45-3005204
Software ID:	12000229
Software Version:	2012v2.0
Routing Transit Number:	021000021
Bank Account Number:	734971245
Type of Account:	Checking
Payment Amount in Dollars and Cents:	7,686
Requested Payment Date:	2013-11-13
Taxpayer's Daytime Phone Number:	(212) 307-1499

CHASE

JPMorgan Chase Bank, N A
P O Box 659754
San Antonio, TX 78265 - 9754

December 11, 2012 through January 09, 2013
Primary Account [redacted]

CUSTOMER SERVICE INFORMATION

Web site	**Chase.com**
Service Center	**1-888-262-4273**
Deaf and Hard of Hearing	1-800-242-7383
International Calls.	1-713-262-1679

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SUSAN ZIRKL Z L MEMORIAL
CHARITABLE FOUNDATION TRUST
MICHAEL D LISSNER TRUSTEE
C/O LISSNER & LISSNER
250 W 57TH ST STE 615
NEW YORK NY 10107-0605

IMPORTANT UPDATES TO THE DEPOSIT ACCOUNT AGREEMENT

We will be making the following changes to the Deposit Account Agreement for Chase checking and savings accounts, effective March 24, 2013.

We have:

- Added the following language to the Important Definitions section: Debit card transaction: Includes any purchase from a merchant using your ATM card or debit card
- Modified the agreement to clarify that we will only send one copy of any notice relating to your account, even if the account has more than one owner
- Revised our Funds Availability Policy. Under Longer Delays May Apply, we describe circumstances where funds may not be available until the seventh business day after the day of deposit We are deleting the sentence saying that the first $200 from your deposit will be available on the next business day, so if we delay availability in those cases the delay may apply to the full amount of the deposit

All other terms of your account agreement remain the same If you have questions about the changes, please call us at the number on this statement or visit your nearest branch

CONSOLIDATED BALANCE SUMMARY

ASSETS

Checking & Savings	ACCOUNT	BEGINNING BALANCE THIS PERIOD	ENDING BALANCE THIS PERIOD
Chase Premier Platinum Checking	[redacted]	$25 59	$25.59
Chase Plus Savings	[redacted]	1,004,214 15	741,442 62
Total		**$1,004,239.74**	**$741,468.21**
TOTAL ASSETS		**$1,004,239.74**	**$741,468.21**

All Summary Balances shown are as of January 9, 2013 unless otherwise stated For details of your retirement accounts, credit accounts or securities accounts, you will receive separate statements Balance summary information for annuities is provided by the issuing insurance companies and believed to be reliable without guarantee of its completeness or accuracy

Account name THE SUSAN ZIRKL Z L
Account type: PACE Multi
Account number. [redacted]

Your Financial Advisor: [redacted]

Your account balance sheet

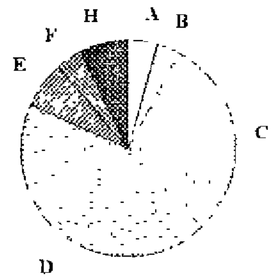
The value of your account includes assets held at UBS and certain assets held away from UBS See page 1 for more information

Summary of your assets

		Value on December 31 ($)	Percentage of your account
A	Cash and money balances	389,707 21	4 29%
B	Cash alternatives	308,293 43	3 39%
C	Equities	2,738,252 86	30 16%
D	Fixed income	3,996,583 69	44 01%
E	Alternative strategies	618,401 84	6 81%
F	Broad commodities	346,574 62	3 82%
G	Real estate	0 00	0 00%
H	Other	683,175 52	7 52%
Total assets		**$9,080,989.17**	**100.00%**

Value of your account **$9,080,989.17**

Your current asset allocation



▸ UBS Bank USA deposit account balances are included in the *Cash and money balances* value, are insured by the FDIC within applicable limits, but are not protected by SIPC See the *Important information about your statement* at the end of this document for details about those balances

Eye on the markets

Index	Percentage change December 2012	Year to date
S&P 500	0 91%	16 00%
Russell 3000	1 23%	16 42%
MSCI - Europe, Australia & Far East	3 21%	17 90%
Barclays Capital Aggregate Bond Index 10+ Yrs	-1 00%	8 81%

Interest rates on December 31, 2012

3-month Treasury bills 0 10%

One-month LIBOR 0 21%

Account name: THE SUSAN ZIRKL Z L
Account type: PACE Multi
Account number: [redacted]

Your Financial Advisor: [redacted]

Your PACE assets

Some prices, income and current values shown may be approximate As a result gains and losses may not be accurately reflected Gains and losses for zero-coupon investments are not shown See Important information about your statement at the end of this document for more information

Investment return is the current value minus the amount you invested It does not include any cash dividends that were not reinvested

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized gain or loss is the difference between the current value and the cost basis The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Cash alternatives

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 (($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
PACE MONEY MARKET INVESTMENTS FUND CLASS P									
Trade date Apr 4, 12	118,228 800	1 000	118,228 80	118,228 80	1 000	118,228 80			ST
Trade date May 17, 12	72,676 710	1 000	72,676 71	72,676 71	1 000	72,676 71			ST
Trade date Aug 6, 12	106,736 380	1 000	106,736 38	106,736 38	1 000	106,736 38			ST
Trade date Aug 9, 12	10,651 540	1 000	10,651 54	10,651 54	1 000	10,651 54			ST
Security total	308,293 430	1 000	308,293 43	308,293 43		308,293 43			

Equities

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
DODGE & COX GLOBAL STOCK FUND									
Symbol DODWX									
Trade date Jan 11, 12	25,285 689	7 890	199,504 09	199,504 09	8 990	227,318 34	27,814 25		ST
Trade date Feb 16, 12	5,696 132	8 569	48,815 85	48,815 85	8 990	51,208 23	2,392 38		ST
Trade date Mar 9, 12	515 730	8 539	4,404 33	4,404 33	8 990	4,636 41	232 08		ST
Trade date Aug 6, 12	6,546 387	8 500	55,644 29	55,644 29	8 990	58,852 02	3,207 73		ST

EAI $5,554 Current yield 1 62%

continued next page

Your PACE assets › **Equities** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Security total	38,043 938	8 106	308,368 56	308,368 56		342,015 00	33,646 44	33,646 44	
GOLDMAN SACHS EMERGING MARKET FUND CLASS A									
Symbol GEMAX									
Trade date Jan 11, 12	14,106 628	14 050	198,198 13	198,198 13	15 810	223,025 79	24,827 66		ST
Trade date Feb 16, 12	1,880 324	15 400	28,956 99	28,956 99	15 810	29,727 92	770 93		ST
Trade date Mar 9, 12	109 524	15 409	1,687 76	1,687 76	15 810	1,731 57	43 81		ST
Trade date May 17, 12	880 835	13 360	11,767 96	11,767 36	15 810	13,926 00	2,158 04		ST
EAI $1,239 Current yield 0 46%									
Security total	16,977 311	14 172	240,610 84	240,610 84		268,411 28	27,800 44	27,800 44	
HENNESSY GAS UTILITY INDEX FUND INVESTOR CLASS SHARES									
Symbol GASFX									
Trade date Aug 9, 12	11,412 017	22 869	260,992 82	260,992 82	22 130	252,547 94	-8,444 88		ST
Trade date Oct 10, 12	11 178	23 089	258 09	258 09	22 130	247 37	-10 72		ST
Trade date Oct 23, 12	69 422	22 800	1,582 83	1,582 83	22 130	1,536 31	-46 52		ST
EAI $7,251 Current yield 2 85%									
Security total	11,492 617	22 870	262,833 74	262,833 74		254,331 61	-8,502 12	-8,502 12	
OPPENHEIMER EQUITY INCOME FUND INC CL A									
Symbol OAEIX									
Trade date Jan 11, 12	10,396 528	23 279	242,031 17	242,031 17	25 510	265,215 42	23,184 25		ST
Trade date Feb 16, 12	2,758 309	24 650	68,106 50	68,106 50 ²	25 510	70,364 46	2,257 96		ST
Trade date May 17, 12	1,368 905	22 920	31,375 31	31,375 31	25 510	34,920 77	3,545 46		ST
EAI $10,777 Current yield 2 91%									
Security total	14,523 742	23 514	341,512 98	341,512 98		370,500 65	28,987 67	28,987 67	
OPPENHEIMER DISCOVERY FD									
Symbol OPOCX									
Trade date Apr 4, 12	2,186 601	61 689	134,891 40	134,891 40	58 880	128,747 06	-6,144 34	-6,144 34	ST
PRUDENTIAL JENNISON GROWTH FUND CLASS A									

continued next page

Your PACE assets › **Equities** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol PJFAX									
Trade date Apr 4, 12	16,878 400	21 529	363,391 95	363,391 95	20 880	352,420 99	-10,970 96		ST
Trade date May 17, 12	1,155 496	19 689	22,751 71	22,751 71	20 880	24,126 76	1,375 05		ST
Trade date Aug 6, 12	340 473	20 240	7,292 94	7,292 94[2]	20 880	7,109 08	-183 86		ST
Security total	18,374 369	21 412	393,436 60	393,436 60		383,656 82	-9,779 77	-9,779 77	
R S GLOBAL NATURAL RESOURCES FUND CLASS A									
Symbol RSNRX									
Trade date Jan 11, 12	7,711 561	35 249	271,832 51	271,832 51	36 600	282,243 13	10,410 62		ST
Trade date Jan 17, 12	89 523	35 100	3,142 26	3,142 26	36 600	3,276 54	134 28		ST
Trade date Feb 16, 12	1,011 871	37 659	38,107.06	38,107 06	36 600	37,034 48	-1,072 58		ST
Trade date Mar 14, 12	142 840	36 330	5,189 38	5,189 38	36 600	5,227 94	38 56		ST
Trade date Apr 4, 12	138 168	35 310	4,878 72	4,878 72	36 600	5,056 95	178 23		ST
Trade date May 17, 12	656 265	32 600	21,394 24	21,394 24	36 600	24,019 30	2,625 06		ST
Trade date Oct 10, 12	319 212	37 420	11,944 92	11,944 92	36 600	11,683 16	-261 76		ST
Security total	10,069 440	35 403	356,489 09	356,489 09		368,541 50	12,052 41	12,052 41	
TRANSAMERICA SMALL/MID CAP VALUE A									
Symbol IIVAX									
Trade date Oct 23, 12	6,293 703	21 939	138,083 84	138,083 84	22 440	141,230 69	3,146 85	3,146 85	ST
EAI $617 Current yield 0 44%									
PACE portfolio total			**$2,176,227.05**	**$2,176,227.05**		**$2,257,434.61**	**$81,207.58**	**$81,207.56**	

Total estimated annual income. $25,438

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your PACE assets (continued)

Fixed income

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ALLIANCEBERNSTEIN GLOBAL BOND FUND INC FD CL A									
Symbol ANAGX									
Trade date May 17, 12	19,760 150	8 440	166,775 67	166,775 67	8 620	170,332 49	3,556 82		ST
Trade date Aug 9, 12	247 370	8 590	2,124 91	2,124 91	8 620	2,132 33	7 42		ST
EAI $4,362 Current yield 2 53%									
Security total	20,007 520	8 442	168,900 58	168,900 58		172,464 82	3,564 24	3,564 24	
LORD ABBETT SHORT DURATION INCOME FUND CLASS A									
Symbol LALDX									
Trade date Jan 11, 12	45,232 552	4 560	206,260 44	206,260 44	4 650	210,331 37	4,070 93		ST
Trade date Feb 16, 12	12,973 839	4 589	59,549 92	59,549 92	4 650	60,328 35	778 43		ST
Trade date Apr 4, 12	164 092	4 589	753 18	753 18	4 650	763 03	9.85		ST
Trade date Aug 6, 12	472 771	4 619	2,184.20	2,184 20	4 650	2,198 39	14 19		ST
Trade date Aug 9, 12	547 644	4 610	2,524 64	2,524 64	4 650	2,546 54	21 90		ST
EAI $11,165 Current yield 4 04%									
Security total	59,390 898	4 568	271,272 38	271,272 38		276,167 67	4,895 30	4,895 30	
OPPENHEIMER SENIOR FLOATING RATE FUND CLASS A									
Symbol OOSAX									
Trade date May 17, 12	42,221 362	8 220	347,059 60	347,059 60	8 300	350,437 30	3,377 70		ST
Trade date, Aug 9, 12	164 804	8 209	1,356 34	1,356 34 2	8 300	1,367 87	11 53		ST
Trade date Oct 10, 12	7,612 782	8 299	63,186 09	63,186 09	8 300	63,186 09			ST
Trade date Oct 23, 12	8,159 107	8 310	67,802 18	67,802 18	8 300	67,720 59	-81 59		ST
EAI $24,775 Current yield 5 13%									
Security total	58,158 055	8 243	479,404 21	479,404 21		482,711 85	3,307 64	3,307 64	

continued next page

Your PACE assets › **Fixed income** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
OPPENHEIMER GLOBAL STRATEGIC INCOME FUND A									
Symbol OPSIX									
Trade date Mar 14, 12	31,694 303	4.210	133,433 02	133,433 02	4 360	138,187 16	4,754 14		ST
Trade date Apr 4, 12	179 329	4 199	753 18	753 18	4 360	781 87	28 69		ST
Trade date Aug 9, 12	15 925	4 270	68 00	68 00	4 360	69 43	1 43		ST
EAI $7,813 Current yield 5 62%									
Security total	31,889 557	4 210	134,254 20	134,254 20		139,038 46	4,784 26	4,784 26	
PIMCO REAL RETURN FUND CLASS A									
Symbol PRTNX									
Trade date Jan 11, 12	22,596 332	11 890	268,670 39	268,670 39	12 270	277,256 99	8,586 60		ST
Trade date Feb 16, 12	4,766 325	12 020	57,291 23	57,291 23	12 270	58,482 81	1,191 58		ST
Trade date Apr 4, 12	401 423	11 949	4,797 00	4,797 00	12 270	4,925 46	128 46		ST
Trade date Aug 9, 12	232 305	12 410	2,882 91	2,882 91	12 270	2,850 38	-32 53		ST
Trade date Oct 10, 12	709 105	12 640	8,963 09	8,963 09	12 270	8,700 72	-262 37		ST
Trade date Oct 23, 12	176 167	12 579	2,216 18	2,216 18	12 270	2,161 57	-54 61		ST
EAI $5,574 Current yield 1 57%									
Security total	28,881 657	11 939	344,820 80	344,820 80		354,377 93	9,557 13	9,557.13	
PIMCO TOTAL RETURN FUND CLASS A									
Symbol PTTAX									
Trade date Jan 11, 12	46,425 858	10 959	508,827 40	508,827 40	11 240	521,826 64	12,999 24		ST
Trade date Feb 16, 12	14,446 183	11 090	160,208 17	160,208 17	11.240	162,375 10	2,166 93		ST
Trade date Aug 9, 12	399 239	11 429	4,563 30	4,563 30	11 240	4,487 45	-75 85		ST
Trade date Oct 10, 12	28,208 323	11 579	326,652 38	326,652 38	11 240	317,061 55	-9,590 83		ST
Trade date Oct 23, 12	47 896	11 570	554 16	554 16	11 240	538 35	-15 81		ST
EAI $28,649 Current yield. 2 85%									
Security total	89,527 499	11 179	1,000,805 41	1,000,805 41		1,006,289 08	5,483 68	5,483 68	
PACE portfolio total			**$2,399,457.58**	**$2,399,457.58**		**$2,431,049.81**	**$31,592.25**	**$31,592.23**	

Total estimated annual income. $82,338

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your PACE assets (continued)

Alternative strategies

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
TRANSAMERICA MULTI-MANAGER ALTERNATIVE STRATEGIES PORTFOLIO A									
Symbol IMUAX									
Trade date Oct 10, 12	47,015 627	9 930	466,865 18	466,865 18	9 900	465,454 71	-1,410 47		ST
Trade date Oct 23, 12	15,449 206	9 909	153,101 63	153,101 63	9 900	152,947 14	-154 49		ST
EAI $12,118 Current yield 1 96%									
Security total	62,464 833	9 925	619,966 81	619,966 81		618,401 84	-1,564 96	-1,564 96	

Broad commodities

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
PIMCO COMMODITY REAL RETURN STRATEGY FUND CLASS A									
Symbol PCRAX									
Trade date Jan 11, 12	38,530 971	6 570	253,148 48	253,148 48	6 520	251,221 93	-1,926 55		ST
Trade date Feb 16, 12	8,047 978	6 759	54,887 21	54,887 21 [2]	6 520	52,472 82	-2,414 39		ST
Trade date Mar 9, 12	1,683 040	6 809	11,461 50	11,461 50	6 520	10,973,42	-488 08		ST
Trade date Apr 4, 12	1,838 831	6 499	11,952 40	11,952 40	6 520	11,989 18	36 78		ST
Trade date May 17, 12	1,587 695	6 319	10,034 23	10,034 23	6 520	10,351 77	317 54		ST
Trade date Oct 10, 12	186 460	6 959	1,297 76	1,297 76	6 520	1,215 72	-82 04		ST
Trade date Oct 23, 12	1,280 642	6 779	8,682 75	8,682 75	6 520	8,349 79	-332 96		ST
EAI $6,804 Current yield 1 96%									
Security total	53,155 617	6 612	351,464 33	351,464 33		346,574 62	-4,889 70	-4,889 70	

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your PACE assets (continued)

Other

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
TRANSAMERICA TACTICAL									
INCOME FUND CLASS A									
Symbol IGTAX									
Trade date Aug 6, 12	46,638 188	10 269	478,974 19	478,974 19	10 200	475,709 52	-3,264 67		ST
Trade date Aug 9, 12	496 676	10 220	5,076 03	5,076 03	10 200	5,066 10	-9 93		ST
Trade date Oct 23, 12	19,843 129	10 280	204,068 80	204,068 80 [2]	10 200	202,399 92	-1,668 88		ST
EAI $41,527 Current yield 6 08%									
Security total	66,977 993	10 274	688,119 02	688,119 02		683,175 52	-4,943 48	-4,943 48	

[2] Value has been adjusted to include the amount of the disallowed loss as a result of a Wash Sale transaction

Your assets not enrolled in PACE

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

UBS Bank USA deposit account balances are included in the Cash and money balances value, are insured by the FDIC within applicable limits, but are not protected by SIPC See the *Important information about your statement* at the end of this document for details about those balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	0 00	6,193 51				
UBS BANK USA DEP ACCT	264,867 85	383,513 70				
Total	**$264,867 85**	**$389,707.21**				

Your assets not enrolled in PACE (continued)

Equities

Structured products

There may be little or no secondary market for structured products Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
UBS AG TRIGGER YON BAC 06/26/2013 11 62% Exchange OTC EAI $11,622 Current yield 11 20%	Jun 20, 12	12,285 000	8 140	99,999 90	8 450	103,808 25	3,808 35	ST
ROYAL BANK OF CANADA TRIGGER PS SX5E 9/29/2017 Exchange OTC	Sep 26, 12	35,500 000	10 000	355,000 00	10 620	377,010 00	22,010 00	ST
Total				**$454,999 90**		**$480,818.25**	**$25,818.35**	

Total estimated annual income: $11,622

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BANCO POPULAR DE PR RT 00 3500% MAT 03/19/13 FIXED RATE CD ACCRUED INTEREST $27 62 CUSIP 05967ETD1 EAI $207 Current yield 0 35%	Dec 13, 12	240,000 000	100.000	240,000 00	99 990	239,976 00	-24 00	ST
WORLD FINANCIAL NE DE US RATE 00 5000% MAT 05/22/2013 FIXED RATE JUMBO CD ACCRUED INTEREST $24 66 CUSIP 981996B67 EAI $715 Current yield 0 50%	Aug 17, 12	200,000 000	100 000	200,000 00	99 787	199,574 00	-426 00	ST

continued next page

Your assets not enrolled in PACE › Fixed income › Certificates of deposit (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
STATE BANK INDIA IL US RATE 00 3500% MAT 06/18/2013 FIXED RATE CD ACCRUED INTEREST $29 92 CUSIP 856283UA2 EAI $419 Current yield 0 35%	Dec 14, 12	240,000 000	100 000	240,000 00	99 961	239,906 40	-93 60	ST
BANK OF CHINA NY US RATE 00 6000% MAT 08/22/2013 FIXED RATE CD ACCRUED INTEREST $172 27 CUSIP 06426NCU4 EAI $480 Current yield 0 60%	Aug 17, 12	80,000 000	100 000	80,000 00	100 085	80,068 00	68 00	ST
GE CAPITAL FIN UT US RATE 00 4000% MAT 08/23/2013 FIXED RATE CD ACCRUED INTEREST $339 28 CUSIP 36160WX61 EAI $957 Current yield 0 40%	Aug 17, 12	240,000 000	100 000	240,000 00	99 959	239,901 60	-98 40	ST
BEAL BANK NV US RATE 00 4000% MAT 08/28/2013 FIXED RATE CD ACCRUED INTEREST $326 13 CUSIP 07370VJU3 EAI $957 Current yield 0 40%	Aug 20, 12	240,000 000	100 000	240,000 00	100 020	240,048 00	48 00	ST
Total		**$1,240,000.000**		**$1,240,000.00**		**$1,239,474.00**	**-$526 00**	

Total accrued interest: $919.88

Total estimated annual income: $3,735

Your assets not enrolled in PACE › **Fixed income** (continued)

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
JPMORGAN CHASE & CO SER O 5 500% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol JPM PRD Exchange NYSE EAI $8,250 Current yield 5 47%	Aug 20, 12	6,000 000	25 000	150,000 00	25 140	150,840 00	840 00	ST
WELLS FARGO & COMPANY (WFC) 5 125% PREFERRED CLBL PAR VALUE 25 00 USD Symbol: WFC PRO Exchange NYSE EAI $8,967 Current yield 5 14%	Nov 13, 12	7,000 000	25 000	175,000 00	24 900	174,300 00	-700 00	ST
Total				**$325,000 00**		**$325,140.00**	**$140.00**	

Total estimated annual income. $17,217

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**389,707.21**	**4.29%**	**389,707.21**		
Cash alternatives	**PACE**	**308,293.43**	**3 39%**	**308,293.43**		
Equities	PACE	2,257,434 61		2,176,227 05	25,438 00	81,207 58
	Structured products	480,818 25		454,999 90	11,622 00	25,818 35
	Total equities	**2,738,252 86**	**30.16%**	**2,631,226.95**	**37,060 00**	**107,025.93**
Fixed income	PACE	2,431,049 81		2,399,457 58	82,338 00	31,592 25
	Certificates of deposits	1,239,474 00		1,240,000 00	3,735 00	-526 00
	Preferred securities	325,140 00		325,000 00	17,217 00	140 00
	Total accrued interest	919 88				
	Total fixed income	**3,996,583 69**	**44.01%**	**3,964,457.58**	**103,290.00**	**31,206.25**
Alternative strategies	**PACE**	**618,401.84**	**6.81%**	**619,966.81**	**12,118.00**	**-1,564.96**
Broad commodities	**PACE**	**346,574 62**	**3.82%**	**351,464.33**	**6,804.00**	**-4,889.70**
Other	**PACE**	**683,175.52**	**7.52%**	**688,119.02**	**41,527.00**	**-4,943.48**
Total		**$9,080,989.17**	**100.00%**	**$8,953,235.33**	**$200,799.00**	**$126,834.04**
Your total PACE assets**		**$6,644,929 83**	**73.17%**	**$6,543,528.22**	**$168,225.00**	**$101,401 69**

** Your total PACE assets are included in the Total reported above

Proceeds from Broker Transactions Details Reported on Form 1099-B

In compliance with IRS guidance the substitute Form 1099-B has been formatted with the following changes
Transactions are grouped into sections based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result the substitute Form 1099-B could have up to five separate sections each with a heading identifying which securities are included and how to report the transactions on Form 8949. The IRS allows the display of basis information for noncovered securities even though this information is not reported to them. Therefore when available, basis information will be displayed in sections where basis is not reported to the IRS. A security is a covered security and subject to basis reporting requirement if it is acquired on or after its corresponding effective date. For stock in a corporation the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the Constructive Sale provisions (Sec 1259) for short-against-the box transactions is not considered. Clients may wish to discuss the potential application of this provision with their tax advisors

The cost basis of the oldest security lot (first-in first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. 2012 Gain/Loss for transactions with trade dates through 12/31/12 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary and not capital gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (C) will be printed to the right of the gain or loss subtotal and total amounts. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Net gain or loss is not reported to the IRS

On Line 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "±" symbol indicate where an option premium adjustment has been made

Beginning in 2012 basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012 basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities including securities subject to AMT has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked

In this sub-section Date acquired, Cost or Other basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
ALLIANCEBERNSTEIN GLOBAL BOND FUND INC FD CL A Symbol ANAGX CUSIP 01853W105									
Sell	5,298 3440		05/17/12	08/06/12	45,618 71	44,718 02			900 72
Sell	6,387 9210		05/17/12	09/19/12	55,000 00	53 914 06			1,085 94
Sell	8,106 1920		05/17/12	10/10/12	70 037 41	68,416 17			1 621 24
Sell	6,009 4860		05/17/12	10/23/12	51 921 96	50,720 06			1,201 90
Sub Total	**25,801.9330**				**222,578.11**	**217,768 31**			**4,809.80**
DODGE & COX GLOBAL STOCK FUND Symbol DODWX CUSIP 256206202									
Sell	9,357 2760		01/11/12	01/17/12	74,296 77	73,828 91			467 86
Sell	3 633 2170		01/11/12	02/27/12	31,318 33	28,666 08			2 652 25

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
DODGE & COX GLOBAL STOCK FUND Symbol DODWX CUSIP 256206202									
Sell	5,123 0700		01/11/12	02/29/12	44,058 40	40,421 02			3,637 38
Sell	4,847 7280		01/11/12	03/14/12	42,078 28	38,248 58			3,829 70
Sell	1,420 5870		01/11/12	04/04/12	12,146 02	11,208 43			937 59
Sell	3,006 6000		01/11/12	05/17/12	23,391 35	23,722 07			(330 72)
Sell	580 7370		01/11/12	08/09/12	4,994 34	4,582 02			412 32
Sell	21,834 0610		01/11/12	09/19/12	200,000 00	172,270 74			27,729 26
Sell	16 5730		01/11/12	10/10/12	146 34	130 76			15 58
Sell	944.2690		01/11/12	10/23/12	8,413 44	7,450 28			963 16
Sub Total	50,764.1180				440,843.27	400,528.89			40,314.38
DREYFUS INTERNATIONAL BOND FUND CLASS A Symbol DIBAY CUSIP 261980684									
Sell	76 5780		01/11/12	01/17/12	1,251 29	1,244 39			6 90
Sell	1,089 6940		01/11/12	02/27/12	18 252 38	17,707 53			544 85
Sell	4,236 6840		01/11/12	02/29/12	70,964 46	68,846 11			2,118 35
Sell	2,557 9240		01/11/12	04/04/12	42,256 91	41,566 27			690 64
Sell	19,732 9500		01/11/12	05/17/12	324,409 70	320,660 43			3,749 27
Sell	3,912 2000		02/16/12	05/17/12	64,316 57	65,020 77			(704.20)
Sell	71 0240		03/09/12	05/17/12	1,167 63	1,177 58			(9 95)
Sell	153 2900		03/14/12	05/17/12	2,520 09	2,513.95			6 14
Sub Total	31,830 3440				525,139 03	518,737.03			6,402 00
EATON VANCE LARGE CAP GROWTH FUND CLASS A Symbol EALCX CUSIP 277905691									
Sell	2,332 9310		01/11/12	01/17/12	38,003 44	37,793 48			209 96
Sell	1,481 9380		01/11/12	02/27/12	25,904.28	24,007 40			1,896.88
Sell	1 279 1050		01/11/12	02/29/12	22,333 18	20,721 50			1,611 68
Sell	141 2720		01/11/12	03/09/12	2,484 97	2,288 60			196 37
Sell	67 5600		01/11/12	03/14/12	1,208 65	1,094 48			114 17

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UBS Financial Services Inc.

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
EATON VANCE LARGE CAP GROWTH FUND CLASS A Symbol EALCX CUSIP 277905691									
Sell	31,736.2670		01/11/12	04/04/12	569,665.99	514,127.52			55,538.47
Sell	3,258.1800		02/16/12	04/04/12	58,484.33	56,692.33			1,792.00
Sub Total	**40,297.2530**				**718,084.84**	**656,725.31**			**61,359.53**
GOLDMAN SACHS EMERGING MARKET FUND CLASS A Symbol GEMAX CUSIP 38142B450									
Sell	40.7210		01/11/12	01/17/12	581.17	578.21			2.96
Sell	1,127.3060		01/11/12	02/27/12	17,349.27	15,838.68			1,510.59
Sell	1,838.2000		01/11/12	02/29/12	28,657.54	25,326.71			3,330.83
Sell	1,259.3400		01/11/12	03/14/12	19,456.81	17,693.73			1,763.08
Sell	58.2770		01/11/12	04/04/12	878.81	818.79			60.02
Sell	713.6420		01/11/12	08/06/12	10,155.12	10,026.67			128.45
Sell	206.3370		01/11/12	08/09/12	2,963.00	2,899.04			63.96
Sell	6,752.1940		01/11/12	09/19/12	100,000.00	94,868.32			5,131.68
Sell	228.8780		01/11/12	10/10/12	3,348.48	3,215.74			132.74
Sell	360.3270		01/11/12	10/23/12	5,296.80	5,062.59			234.21
Sub Total	**12,585.2300**				**188,687.00**	**176,822.48**			**11,864.52**
HARTFORD FLOATING RATE FUND CLASS A Symbol HFLAX CUSIP 416648558									
Sell	67.0320		01/11/12	01/17/12	581.17	580.50			0.67
Sell	1,322.9480		01/11/12	02/27/12	11,628.71	11,456.73			171.98
Sell	660.5300		01/11/12	02/29/12	5,812.66	5,720.19			92.47
Sell	5,241.8920		01/11/12	03/09/12	46,128.65	45,394.78			733.87
Sell	2,553.8210		01/11/12	03/14/12	22,499.16	22,116.09			383.07
Sell	33,458.6970		01/11/12	05/17/12	294,436.54	289,752.32			4,684.22
Sell	6,422.7490		02/16/12	05/17/12	56,520.19	56,391.74			128.45
Sell	4,874.7660		04/04/12	05/17/12	42,897.94	43,092.93			(194.99)
Sub Total	**54,602.4350**				**480,505.02**	**474,505.28**			**5,999.74**

Continued next page

Account Number [redacted]
Your Financial Advisor or Contact
[redacted]

UBS Financial Services Inc.

2012 Consolidated Form 1099

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1c) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
JP MORGAN MID CAPVALUE FUND CLASS A Symbol JAMCX CUSIP 339128308									
Sell	24 5550		01/11/12	01/17/12	590 05	588 83			1 22
Sell	514 5610		01/11/12	02/27/12	12,982 38	12,339 17			643 21
Sell	1,422.7770		01/11/12	02/29/12	35,868 20	34,118 19			1,750 01
Sell	75 7520		01/11/12	03/09/12	1,924 86	1,816 54			108 32
Sell	916 3040		01/11/12	03/14/12	23,576 51	21,972 97			1,603 54
Sell	313 7150		01/11/12	04/04/12	8,134 63	7,522 88			611 75
Sell	296 0700		01/11/12	08/06/12	7,795 53	7,099 76			695 77
Sell	717 6960		01/11/12	08/09/12	19,054 84	17,210 35			1,844 49
Sell	1,027 1570		01/11/12	10/10/12	28,144 10	24,631 23			3,512 87
Sell	7,202 5260		01/11/12	10/23/12	197,565 29	172,716 57			24,848 72
Sell	1,517 1330		02/16/12	10/23/12	41,614 96	38,246 92			3,368 04
Sell	79 4510		05/17/12	10/23/12	2,179 34	1,964 02			215 32
Sub Total	**14,107.6970**				**379,430.69**	**340,227.43**			**39,203.26**
JP MORGAN STRATEGIC INCOME OPPORTUNITIES FUND CLASS A Symbol JSOAX CUSIP 4812A4365									
Sell	22 0930		01/11/12	01/17/12	250 75	250 76	0 01		0 00
Sell	1,133 6730		01/11/12	02/27/12	13,082 59	12 867 18			215 41
Sell	2,409 3260		01/11/12	02/29/12	27,779 53	27,345 85			433 68
Sell	1,624 2290		01/11/12	03/09/12	18,711 12	18,435 00			276 12
Sell	27,852 1420		01/11/12	03/14/12	321 970 76	316,121 82			5,848 94
Sell	22 0930		02/16/12	03/14/12	255 40	254 08			1 32
Sell	4,910 9530		02/16/12	03/14/12	56,770 61	56,475 96			294 65
Sub Total	**37,974.5090**				**438,820.76**	**431,750.65**	**0.01**		**7,070.12**
LORD ABBETT SHORT DURATION INCOME FUND CLASS A Symbol LALDX CUSIP 543916100									
Sell	127 4500		01/11/12	01/17/12	581 17	581 17			0 00
Sell	2,514 0200		01/11/12	02/27/12	11,564 49	11,463 93			100 56
Sell	1,365 2520		01/11/12	02/29/12	6,280 16	6,225 55			54 61

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UBS Financial Services Inc.

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099 B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
LORD ABBETT SHORT DURATION INCOME FUND CLASS A Symbol LALDX CUSIP 543916100									
Sell	10,131.6150		01/11/12	03/09/12	46,605.43	46,200.17			405.26
Sell	4,787.4760		01/11/12	03/14/12	22,022.39	21,830.89			191.50
Sell	1,987.9020		01/11/12	05/17/12	9,104.59	9,064.83			39.76
Sell	15,989.0370		01/11/12	10/10/12	74,349.02	72,910.01			1,439.01
Sell	106.0580		01/11/12	10/23/12	493.17	483.62			9.55
Sub Total	**37,008.8100**				**171,000.42**	**168,760.17**			**2,240.25**
OPPENHEIMER DISCOVERY FD Symbol OPOCX CUSIP 683921100									
Sell	22.0230		04/04/12	05/17/12	1,287.41	1,358.60			(71.19)
Sell	46.1860		04/04/12	08/06/12	2,863.97	2,849.21			14.76
Sell	689.4440		04/04/12	08/09/12	43,469.47	42,531.80			937.67
Sell	284.4860		04/04/12	10/10/12	18,275.41	17,549.94			725.47
Sell	2,115.7910		04/04/12	10/23/12	133,612.22	130,523.14			3,089.08
Sub Total	**3,157.9300**				**199,508.51**	**194,812.69**			**4,695.82**
OPPENHEIMER EQUITY INCOME FUND INC CL A Symbol OAEIX CUSIP 68383A103									
Sell	1,631.1220		01/11/12	01/17/12	37,858.34	37,972.52	114.18		0.00
Sell	1,178.3660		01/11/12	02/27/12	29,294.17	27,432.36			1,861.81
Sell	904.3570		01/11/12	02/29/12	22,473.26	21,053.43			1,419.83
Sell	99.1030		01/11/12	03/09/12	2,477.58	2,307.12			170.46
Sell	94.3310		01/11/12	03/14/12	2,386.58	2,196.02			190.56
Sell	351.3720		01/11/12	04/04/12	8,812.41	8,179.94			632.47
Sell	2,551.2020		01/11/12	08/06/12	62,580.98	59,391.99			3,188.99
Sell	2,035.9570		01/11/12	08/09/12	50,695.32	47,397.07			3,298.25
Sell	3,720.4470		01/11/12	10/10/12	95,987.53	86,612.01			9,375.52
Sell	2,811.8280		01/11/12	10/23/12	72,207.75	65,459.35			6,748.40
Sub Total	**15,378.0850**				**384,773.92**	**358,001.81**	**114.18**		**26,886.29**

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
OPPENHEIMER GLOBAL STRATEGIC INCOME FUND A Symbol OPSIX CUSIP 68380K102									
Sell	1,572 9760		03/14/12	05/17/12	6,527 85	6,619 99			(92 14)
Sell	41,230 5620		03/14/12	08/06/12	176,054 50	173,396 47			2,658 03
Sell	8,653 0670		03/14/12	10/10/12	37,294 72	36,369 09			925 63
Sell	205 6690		03/14/12	10/23/12	888 49	864 21			24 28
Sub Total	**51,662.2740**				**220,765.56**	**217,249.76**			**3,515.80**
OPPENHEIMER SENIOR FLOATING RATE FUND CLASS A Symbol OOSAX CUSIP 68381K101									
Sell	**4,560.1450**		05/17/12	08/06/12	**37,393 19**	**37,484.39**	**3.30**		**(87.90)**
PIMCO COMMODITY REAL RETURN STRATEGY FUND CLASS A Symbol PCRAX CUSIP 722005584									
Sell	10,278 2010		01/11/12	01/17/12	66,911.09	67,527 78	482 88		(133 81)
Sell	4,636 1480		01/11/12	02/27/12	32,360 31	30,459 49			1,900 82
Sell	9,647 9700		01/11/12	02/29/12	66,763 95	63,387 17			3,376 78
Sell	481 6060		01/11/12	03/14/12	3,241 21	3,164 15			77 06
Sell	3,332 7720		01/11/12	08/06/12	22,329 57	21,896 31			433 26
Sell	13,005 3990		01/11/12	08/09/12	88,046 55	85,445 47			2,601 08
Sub Total	**41,382.0960**				**279,652.68**	**271,880.37**	**482.88**		**8,255.19**
PIMCO REAL RETURN FUND CLASS A Symbol PRTNX CUSIP 693391120									
Sell	75 1530		01/11/12	01/17/12	896 58	893.57			3 01
Sell	997 5040		01/11/12	02/27/12	12 069 80	11,860 32			209 48
Sell	2,363 8710		01/11/12	02/29/12	28,508.28	28,106 43			401 85
Sell	1,836 7740		01/11/12	03/09/12	22,151 50	21,839 24			312 26
Sell	1,588 4820		01/11/12	03/14/12	18,950 59	18,887 05			63 54

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss Disallowed are reported to the IRS (Line 6b)

Security description (Line 3) Symbol (Line 1a) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
PIMCO REAL RETURN FUND CLASS A Symbol PRTNX CUSIP 693391120									
Sell	1,937.0630		01/11/12	05/17/12	23,306.50	23,031.68			274.82
Sell	145.6630		01/11/12	08/06/12	1,819.33	1,731.93			87.40
Sub Total	**8,944.5100**				**108,202.58**	**106,350.22**			**1,852.36**
PIMCO TOTAL RETURN FUND CLASS A Symbol PTTAX CUSIP 693390445									
Sell	7,246.4510		01/11/12	01/17/12	79,710.96	79,421.10			289.86
Sell	2,667.5250		01/11/12	02/27/12	29,662.88	29,236.08			426.80
Sell	47.2320		01/11/12	02/29/12	525.22	517.66			7.56
Sell	599.9060		01/11/12	03/09/12	6,682.95	6,574.97			107.98
Sell	4,193.1560		01/11/12	03/14/12	46,292.44	45,956.99			335.45
Sell	14,872.5210		01/11/12	04/04/12	164,787.53	163,002.83			1,784.70
Sell	3,915.7820		01/11/12	05/17/12	44,052.55	42,916.97			1,135.58
Sell	22,683.1960		01/11/12	08/06/12	259,949.43	248,607.83			11,341.60
Sub Total	**56,225.7690**				**631,663.96**	**616,234.43**			**15,429.53**
PRUDENTIAL JENNISON GROWTH FUND CLASS A Symbol PJFAX CUSIP 74437E107									
Sell	3,760.3300		04/04/12	08/09/12	76,522.71	80,359.90	401.76		(4,035.43)
Sell	4,913.6140		04/04/12	10/10/12	102,645.40	105,790.11			(3,144.71)
Sell	3,033.2410		04/04/12	10/23/12	61,908.44	65,305.68			(3,397.24)
Sub Total	**11,707.1850**				**241,076.55**	**252,055.69**	**401.76**		**(10,577.38)**
R S GLOBAL NATURAL RESOURCES FUND CLASS A Symbol RSNRX CUSIP 74972H705									
Sell	695.2710		01/11/12	02/27/12	26,642.77	24,508.30			2,134.47
Sell	641.6260		01/11/12	02/29/12	24,221.38	22,617.32			1,604.06
Sell	915.4050		01/11/12	03/09/12	33,805.90	32,268.02			1,537.88
Sell	505.3560		01/11/12	08/06/12	17,730.24	17,831.43			(101.19)

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
R S GLOBAL NATURAL RESOURCES FUND CLASS A Symbol RSNRX CUSIP 74972H705									
Sell	151 0000		01/11/12	08/09/12	5 437 51	5,322 75			114 76
Sell	18 1640		01/11/12	10/23/12	672 99	640 28			32 71
Sub Total	2,927 3220				108,510.79	103,188.10			5,322.69
TRANSAMERICA HIGH YIELD BOND A Symbol IHIYX CUSIP 893961102									
Sell	8,490 2320		01/11/12	01/17/12	75,817 77	76,157 38	324 14		(15 47)
Sell	2,473 4430		01/11/12	02/27/12	23,003 02	22,186 78			816.24
Sell	2 359 6600		01/11/12	02/29/12	22,015 63	21,166 15			849 48
Sell	5,047 3320		01/11/12	03/09/12	47,041 13	45,274 57			1,766 56
Sell	205 7320		01/11/12	03/14/12	1,925 65	1,845 42			80 23
Sell	4,372 8590		01/11/12	04/04/12	40,580 13	39,224 54			1,355 59
Sell	5,863 2560		01/11/12	05/17/12	53,648 79	52,593 41			1 055 38
Sell	9 498 9520		01/11/12	08/06/12	89,765 10	85,205 60			4,559 50
Sell	28,581 8430		01/11/12	10/10/12	274,099 87	256,379 13			17,720 74
Sell	8 103 5560		02/16/12	10/10/12	77,713 10	74,633 75			3,079 35
Sell	100 0580		08/09/12	10/10/12	959 56	946 55			13 01
Sub Total	75,096 9230				706,569.75	675,613.28	324.14		31,280.61
TRANSAMERICA TACTICAL INCOME FUND CLASS A Symbol IGTAX CUSIP 89355J201									
Sell	8,142.6930		08/06/12	10/10/12	83,544.03	83,625.46	81.43		0 00
WILLIAM BLAIR SMALL-MID CAP GROWTH N Symbol WSMNX CUSIP 093001345									
Sell	934 1290		01/11/12	02/27/12	13,557 39	12,564 03			993 36
Sell	570 2310		01/11/12	02/29/12	8,151 79	7,669 61			482 18

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Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked (continued)

In this sub-section Date acquired, Cost or Other Basis and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
WILLIAM BLAIR SMALL-MID CAP GROWTH I Symbol WSMNX CUSIP 093001345									
Sell	3 6040		01/11/12	03/14/12	52 48	48 48			4 00
Sell	20,798 0950		01/11/12	04/04/12	300,886 32	279,734 37			21,151 95
Sell	1,347 2850		02/16/12	04/04/12	26,724 70	27,062 73			(338 03)
Sell	201 7430		03/09/12	04/04/12	2,918 62	2,931 32			(12 70)
Sub Total	**24,355.0870**				**352,291.30**	**330,010.54**			**22,280.76**
Short-term total Box A, Part I	608,512 3480				$6,919,041.96	$6,632,332 29	$1,407.70		$288,117.37
Total					$6,919,041 96				