



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation CAS FOUNDATION INC		A Employer identification number 48-1292269	
Number and street (or P O box number if mail is not delivered to street address) 404 21ST STREET		B Telephone number (see instructions) (310) 394-8715	
City or town, state, and ZIP code SANTA MONICA, CA 904022436		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,085,758	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	
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))		(b) Net investment income	
Revenue		(c) Adjusted net income	
1 Contributions, gifts, grants, etc , received (attach schedule)		5,000	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		7,375	7,375
4 Dividends and interest from securities.		194,584	194,584
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		31,117	
b Gross sales price for all assets on line 6a 459,796			
7 Capital gain net income (from Part IV, line 2) . . .			31,117
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		238,076	233,076
Operating and Administrative Expenses		(d) Disbursements for charitable purposes (cash basis only)	
13 Compensation of officers, directors, trustees, etc		0	0
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		6,607	0
c Other professional fees (attach schedule)			6,607
17 Interest		5	5
18 Taxes (attach schedule) (see instructions)		172	0
19 Depreciation (attach schedule) and depletion . . .			60
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)		140	0
24 Total operating and administrative expenses.			140
Add lines 13 through 23		6,924	5
25 Contributions, gifts, grants paid.		203,650	
26 Total expenses and disbursements. Add lines 24 and 25		210,574	5
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		27,502	
b Net investment income (if negative, enter -0-)			233,071
c Adjusted net income (if negative, enter -0-)			

Part III 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
1	Cash—non-interest-bearing	7,628	11,175	11,175
2	Savings and temporary cash investments	23,267	55,935	55,935
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)	7,083,801	7,075,088	5,919,088
c	Investments—corporate bonds (attach schedule)	100,080	100,080	99,560
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)	7,214,776	7,242,278	6,085,758
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	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	7,214,776	7,242,278	
30	Total net assets or fund balances (see page 17 of the instructions)	7,214,776	7,242,278	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,214,776	7,242,278	

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	7,214,776
2	Enter amount from Part I, line 27a	2	27,502
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	7,242,278
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,242,278

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	See Additional Data Table				
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table				
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	See Additional Data Table				
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right.$		2	31,117
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right.$		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

27. 1959, the foundation does not qualify under Section 1313(c). 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	198,200	5,779,063	0 034296	
2010	178,550	6,008,943	0 029714	
2009	139,800	4,407,326	0 031720	
2008	334,412	5,729,170	0 058370	
2007	207,800	7,275,273	0 028563	
2 Total of line 1, column (d).			2	0 182661
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 036531
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4	5,693,244
5 Multiply line 4 by line 3.			5	207,993
6 Enter 1% of net investment income (1% of Part I, line 27b).			6	2,337
7 Add lines 5 and 6.			7	210,320
8 Enter qualifying distributions from Part XII, line 4.			8	210,451

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 <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	2,331
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,331
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.		5	2,331
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6	Credits/Payments
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		7	5,618
6	Credits/Payments		8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9	
b	Exempt foreign organizations—tax withheld at source	6b	10	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
c	Tax paid with application for extension of time to file (Form 8868)	6c	11	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
d	Backup withholding erroneously withheld	6d		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,287 Refunded <input checked="" type="checkbox"/> 0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
1c	<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>		Yes	No
d	Did the foundation file Form 1120-POL for this year?		Yes	No
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		Yes	No
2	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ <u>0</u>		Yes	No
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>		Yes	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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
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>		Yes	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?		Yes	No
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>		Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		Yes	No
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? <i>If "No," attach explanation.</i>		Yes	No
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>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► LIONEL B SANDERS CPA	Telephone no ► (310) 476-6264
	Located at ► 12011 SAN VICENTE BLVD STE 330 LOS ANGELES CA	ZIP +4 ► 900494962

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	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?	16
----	---	----

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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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?		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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 2011, 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)		
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 <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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		No
4b			No

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

- | | |
|---|------------------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>5b</p> |
| <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> | |
| <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i></p> | |
| <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>6b</p> |
| <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> | <p>No</p> |
| <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | |
| <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | <p>7b</p> |

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)

List of officers, directors, trustees, fund 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
SIDNEY J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	CEO AND DIRECTOR 1 00	0	0	
CAROLE J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	SECRETARY AND DIRECTOR 1 00	0	0	
ARON MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	TREASURER AND DIRECTOR 1 00	0	0	

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

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		

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.

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.

1	
2	
All other program-related investments See page 24 of the instructions	
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	5,715,817
b	Average of monthly cash balances.	1b	64,126
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,779,943
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,779,943
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	86,699
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,693,244
6	Minimum investment return. Enter 5% of line 5.	6	284,662

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	284,662
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,331
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,331
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	282,331
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	282,331
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	282,331

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	210,457
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	210,457
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	2,331
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).	6	208,126
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				282,331
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			221,674	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 210,457			210,457	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			11,217	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				282,331
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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))

See Additional Data Table

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	203,650
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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 or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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

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.

* * * * *

2013-05-11

* * * * *

May the IRS discuss this return
with the preparer shown below
(see instr. 12) Yes No

Signature of officer or trustee

Dat

10

**Sign
Here**

Paid Prepared Use Only

Print/Type preparer's name LIONEL B SANDERS	Preparer's Signature LIONEL B SANDERS	Date 2013-05-13	Check if self-employed <input checked="" type="checkbox"/> <input type="checkbox"/>	PTIN P00013139
Firm's name LIONEL B SANDERS CPA 12011 SAN VICENTE BLVD STE 330			Firm's EIN <input type="checkbox"/> 27-0288955	
Firm's address LOS ANGELES, CA 900494962			Phone no (310) 476-6264	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 SHS DENDREON CORP	P	2011-12-22	2012-01-05
700 SHS FIRST REPUBLIC BANK	P	2011-07-06	2012-01-13
500 SHS SOUTHERN COMPANY	P	2011-06-30	2012-01-20
300 SHS PARKER HANNIFIN CORP	P	2011-07-26	2012-02-08
300 SHS PHILIP MORRIS INTERNATIONAL	P	2012-01-13	2012-02-09
600 SHS CEDAR FAIR LP	P	2012-02-09	2012-02-15
800 SHS BRISTOL MEYER	P	2011-11-10	2012-02-17
500 SHS JOHNSON CONTROLS	P	2012-01-11	2012-02-21
1000 SHS LIONS GATE ENTERTAINMENT	P	2012-02-15	2012-03-01
1000 SHS LOWES COMPANY	P	2011-04-15	2012-03-08
1000 SHS HALCON RESOURCES CO	P	2012-03-16	2012-03-26
300 SHS EDWARDS LIFESCIENCE	P	2012-02-08	2012-04-25
300 SHS SOUTHERN COMPANY	P	2011-06-30	2012-05-14
1000 SHS DUKE ENERGY CORP	P	2011-07-21	2012-06-01
500 SHS INTERNTIONAL PAPER	P	2011-07-28	2012-07-27
800 SHS MEADWESTVACO CORP	P	2012-01-20	2012-09-12
300 SHS DOMINOS PIZZA INC	P	2012-09-24	2012-10-01
1500 SHS SPRINT NEXTEL CORP	P	2012-09-05	2012-10-11
800 SHS YAHOO INC	P	2012-10-02	2012-10-23
200 EOG RESOURCES INC	P	2012-02-17	2012-11-06
200 SHS ALLERGAN	P	2012-09-13	2012-11-23
300 SHS EBAY INC	P	2012-11-07	2012-12-04
500 SHS LILLY ELI & CO	P	2012-07-27	2012-12-04
1000 SHS WEYERHAEUSER CO	P	2011-05-25	2012-06-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,529		7,606	3,923
21,998		21,423	575
22,519		20,196	2,323
26,340		25,458	882
24,177		23,212	965
16,699		16,279	420
26,521		25,050	1,471
17,584		17,176	408
13,729		12,220	1,509
29,129		27,366	1,763
10,659		10,046	613
24,241		22,278	1,963
13,557		12,118	1,439
22,214		19,191	3,023
16,699		15,616	1,083
23,753		22,707	1,046
11,406		10,686	720
8,829		7,381	1,448
13,311		12,807	504
24,530		23,050	1,480
18,261		17,831	430
15,379		14,740	639
24,548		22,306	2,242
22,184		21,936	248

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			3,923
			575
			2,323
			882
			965
			420
			1,471
			408
			1,509
			1,763
			613
			1,963
			1,439
			3,023
			1,083
			1,046
			720
			1,448
			504
			1,480
			430
			639
			2,242
			248

Form 990PF Part XV Line 1a - 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).

SIDNEY J MELTZNER

CAROLE J MELTZNER

ARON MELTZNER

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF JEWISH RELIGION 6301 RIVERDALE AVENUE RIVERDALES, NY 10471	NONE	PUBLIC CHARITY	ACADEMIC RESEARCH	2,000
ALZHEIMER DISEASE RESEARCH 1520 SAN PABLO ST HCT3000 LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	ALZHEIMER RESEARCH	500
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC CHARITY	CANCER RESEARCH	500
AMERICAN FRIENDS OF HEBREW UNIVERSITY 9911 WPICO BLVD STE 1520 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	2,000
AMERICAN FRIENDS OF MAGEN DAVID ASSOC 352 SEVENT AVENUE SUITE 400 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	MEDICAL VOLUNTEERING	1,000
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
BNAI BIRTH 2020 K ST NEW 7TH FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	HUMANITARIAN RIGHTS	2,000
AMERICAN VALUES 2800 SHIRLINGTON RD STE 950 ARLINGTON, VA 22206	NONE	PUBLIC CHARITY	GENERAL FUND	500
ANTI DEFAMATION LEAGUE 10495 SANTA MONICA BLVD LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	ANTI-SEMITISM EDUCATION	1,000
BOYS & GIRLS CLUB OF SANTA MONICA 1238 LINCOLN BLVD SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	FAMILY ASSISTANCE PROGRAM	1,000
BROAD STAGE 1310 11TH STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	PERFORMING ARTS CENTER	1,500
CALIFORNIA STATE SHERIFF'S ASSOCIATION PO BOX 980790 WEST SACRAMENTO, CA 957980790	NONE	PUBLIC CHARITY	TRAINING PROGRAMS	500
CAMERA PO BOX 35040 BOSTON, MA 02135	NONE	PUBLIC CHARITY	MEDIA-MONITORING	3,000
EQUINUNK HISTORICAL SOCIETY 1972 PINE MILL ROAD EQUINUNK, PA 18417	NONE	PUBLIC CHARITY	HISTORICAL EDUCATIONAL PROGRAMS	300
CARING BRIDGE PO BOX 131447 HOUSTON, TX 77219	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DAVID HOROWITZ FREEDOM CENTER PO BOX 55089 SHERMAN OAKS, CA 914991964	NONE	PUBLIC CHARITY	UNIVERSITY EDUCATIONAL PROGRAMS	700
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI, OH 45250	NONE	PUBLIC CHARITY	SOCIAL SERVICES FOR VETERANS	800
FLAME PO BOX 590359 SAN FRANCISCO, CA 94159	NONE	PUBLIC CHARITY	PUBLIC EDUCATION INFORMATION	1,500
HADASSAH 50 WEST 58 STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	TEACHING & RESEARCH PROGRAMS	500
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE 16TH FL NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500
HILLEL OF SAN DIEGO 800 8TH ST NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAMS	500
HONEST REPORTING 10024 SKOKIE BLVD SUITE 201 SKOKIE, IL 60077	NONE	PUBLIC CHARITY	MEDIA WATCHDOG	1,500
ILLINOIS INSTITUTE OF TECHNOLOGY 3300 SOUTH FEDERAL ST CHICAGO, IL 60616	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	1,000
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC CHARITY	MEDICAL	1,000
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE 19TH FL NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PERSERVING LEGACY OF HOLOCAUST SURVIVORS	500
JEWISH NATIONAL FUND 6310 SAN VICENTE BLVD NO 425 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	HELP JEWISH CHARITIES AND INDIVIDUALS	1,000
JEWISH WAR VETERANS OF THE USA 1811 R STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	WWII MEMORIAL FUND	300
JEWISH WORLD WATCH 5551 BALBOA BLVD ENCINO, CA 91316	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAMS	2,500
KEHILLAT MA'ARAV 1715 21ST SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SCHOLARSHIPS, RELIEF AND EDUCATION PROGRAMS	102,500
KESHET 284 AMORY ST JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	JEWISH COMMUNITY OUTREACH PROGRAMS	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KUSC 1149 S HILL STREET SUITE H100 LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	CLASSIC RADIO	1,000
LACMA 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	ART MUSEUM GENERAL FUND	600
LEUKEMIA-LYMPHOMA SOCIETY PO BOX 4072 PITTSFIELD, MA 01202	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	1,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	HOUSING FOR THE ELDERLY	1,000
MACCABI SPORTS USA 1926 ARCH STREET 4R PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	ATHLETIC PROGRAMS	1,000
MCHENRY COUNTY CONGREGATION 8617 RIDGEFIELD RD CRYSTAL LAKE, IL 60012	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
MEALS ON WHEELS 900 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	PROVIDE MEALS FOR ELDERLY/DISABLE	2,000
MICHAEL FOX FOUNDATION PO BOX 780 NEW YORK, NY 10008	NONE	PUBLIC CHARITY	PARKINSON DISEASE RESEARCH	500
MILKEN COMMUNITY HIGH SCHOOL 15800 ZELDINS WAY LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAM	35,000
MULTIPLE SCLEROSIS ASSOC OF AMERICA 706 HADDONFIELD RD CHERRY HILL, NJ 08002	NONE	PUBLIC CHARITY	MULTIPLE SCLEROSIS RESEARCH	500
NATIONAL CHILDREN CANCER SOCIETY ONE SOUTH MEMORIAL DRSTE 800 ST LOUIS, MO 63102	NONE	PUBLIC CHARITY	CANCER RESEARCH	300
NATIVE AMERICAN HERITAGE 1737 ELGIN RD HIGHLAND, KS 66035	NONE	PUBLIC CHARITY	GEN FUND FOR MUSEUM	300
NEW HORIZONS 15725 PARTHENIA ST NORTH HILLS, CA 91343	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	2,000
NEW LA CHARTER SCHOOL 5100 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	1,000
NORTH AMERICAN ETHIOPIAN 132 NASSAU STREET STE 412 NEW YORK, NY 10038	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	600

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
OPICA 11759 MISSOURI AVENUE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	ADULT DAY SERVICES AND COUNSELING	500
QUEENS COLLEGE FOUNDATION 65-30 KISSENA BLVD FLUSHING, NY 11367	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	350
SALVATION ARMY 1518 W 11TH STREET LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500
SEPHARDIC EDUCATIONAL CENTER 10808 SANTA MONICA BLVD LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	2,500
SHARE OUR STRENGTH 733 15TH STREET NW STE 640 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	FOOD PANTRY PROGRAM	1,000
SPECIAL OLYMPICS SO CALIFORNIA 1133 19TH STREET NW 12TH FLR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	BENEFIT PERSONS WITH INTELLECTUAL DISABILITIES	300
ST JOHNS HEALTH CENTER 2121 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	MEDICAL CHARITY	500
ST JUDE HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	CANCER RESEARCH	600
STAND WITH US PO BOX 341069 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	EDUCATE PEOPLE REGARDING ISRAEL	1,200
JEWISH FAMILY SERVICE 16439 VANOWEN STREET VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	CUMMUNITY FOOD & RESOURCE PROGRAM	2,000
USO WORLD HEADQUARTERS 2111 WILSON BLVD SUITE 1200 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	MILITARY SUPPORT PROGRAMS	500
VETERANS OF FOREIGN WARS 200 MARYLAND AVENUE NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	MILITARY VETERANS SUPPORT PROGRAMS	400
VISTA DEL MAR 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	MENTAL HEALTH SERVICES FOR CHILDREN	500
WEST POINT CHAPEL WEST POINT WEST POINT, NY 10996	NONE	PUBLIC CHARITY	GENERAL FUND	2,000
WEST SIDE JEWISH COMMUNITY CENTER 5870 OLYMPIC BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WORLD JEWISH CONGRESS 501 MADISON AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,300
YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	RESCUE OF YIDDISH BOOKS	1,300
YMCA 101 N WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL FUND	2,000
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH ST NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL FUND	1,200
PBS SOSCAL PO BOX 25113 SANTA ANA, CA 92799	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAM	500
PROSTATE CANCER RESEARCH 5777 W CENTURY BOULEVARD SUITE 800 LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	CANCER RESEARCH	1,500
SANTA MONICA CONCERVANCY PO BOX 653 SANTA MONICA, CA 90406	NONE	PUBLIC CHARITY	PRESERVATION	300
THE METROPOLITAN OPERA FUND LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL FUND	500
THE NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL FUND	300
Total			► 3a	203,650

2012

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

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization
CAS FOUNDATION INC**Employer identification number**

48-1292269

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- 501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization
CAS FOUNDATION INC

Employer identification number

48-1292269

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SIDNEY MELTZNER 404 21ST STREET SANTA MONICA, CA 90402	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization CAS FOUNDATION INC		Employer identification number 48-1292269	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: CAS FOUNDATION INC

EIN: 48-1292269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,607	0		6,607

TY 2012 Investments Corporate Bonds Schedule

Name: CAS FOUNDATION INC

EIN: 48-1292269

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL MOTORS NOTE	100,080	99,560

**TY 2012 Investments Corporate
Stock Schedule**

Name: CAS FOUNDATION INC

EIN: 48-1292269

Name of Stock	End of Year Book Value	End of Year Fair Market Value
257,475 SHS. NATIONAL TECH	1,300,010	1,979,983
79,176.564 SHS. FRANKLIN TEMPLETON FUND	1,000,300	882,027
23,600 SHS. GENERAL ELECTRIC	804,581	495,364
5,100 SHS. ENTERGY CORP	350,872	325,125
14,240.6 SHS. LAKELAND INDUSTRIES	249,587	70,630
2,586 SHS. ALPINE GLOBAL PREMIER PROP	50,609	18,826
4,000 SHS. ALPINE TOTAL DYNAMIC DIVIDEND FUND	79,985	16,120
80,526 SHS. NATIONAL TECHNICAL SYSTEM INC	485,170	619,245
4,000 SHS. TELESTONE TECHNOLOGIES	49,091	5,240
2,100 SHS. INVESCO VAN KAMPEN DYNAMIC	42,000	26,208
72,100 SHS. ING GBL EQ DIV & PREM OP	1,340,524	625,107
16,000 SHS. NFJ DIVIDEND INTERST & PREM STRAT FUND	364,992	249,600
2,000 SHS. ALCOA	29,502	17,360
400 SHS. BERKSHIRE HATHAWAY D	30,902	35,880
5,000 SHS CITIGROUP	19,436	19,780
1,000 SHS FORD MOTOR CO	13,061	12,950
1,500 SHS. FRONTIER COMMUNICATIONS	13,796	6,420
46,000 SHS GUANWEI RECYCLING	205,751	42,900
500 SHS. HONEYWELL	21,936	31,735
2,000 SHS. HUNTINGTON BANCSHARES	13,490	12,780
1,500 SHS. NOVAGOLD RESOURCES	20,788	6,765
1,000 SHS. SANDRIDGE ENERGY	10,191	6,350
500 SHS. TEVA PHARMACEUTICAL	27,414	18,670
1,000 SHS, AMERN AXLE & MFG HLDG	13,666	11,200
700 SHS, ARCH COAL INC.	23,928	5,124
800 SHS, BRISTOL	0	0
400 SHS, COCA-COLA	26,825	29,000
250 SHS, CONOCO PHILLIPS	14,710	14,498
1,000 SHS DENDREON CORP	0	0
500 SHS, DOW CHEMICAL COMPANY	18,251	16,160

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 SHS DUKE ENERGY CORP	0	0
700 SHS, FIRST REPUBLIC BANK	0	0
500 SHS, HALLIBURTON COMPANY	24,771	17,345
1,200 SHS HECKMANN CORP	7,674	4,836
300 SHS HESS CORP	24,088	15,888
500 SHS, INTERNATIONAL PAPER	0	0
500 SHS JP MORGAN CHASE	22,016	21,980
1,000 SHS LOWES COMPANIES INC	0	0
1,000 SHS MANITOWOC COMPANY INC.	21,821	15,680
300 SHS, PARKER-HANNIFIN CORP	0	0
700 SHS, PUBLIC STORAGE DEP	17,500	18,998
500 SHS, SOLAR CAPTIAL LTD	12,541	11,955
800 SHS, SOUTHERN COMPANY	0	0
500 SHS, UNIPHASE CORP PAR	13,965	6,750
10,000 SHS VIRTUS TOTAL RETURN	130,920	38,700
1,000 SHS WEYERHAEUSER COMPANY	0	0
263 SHS ACCO BRANDS	2,500	1,930
25 SHS APPLE INC.	14,124	13,304
600 SHS BB&T CORP	15,000	15,588
1500 SHS BGC PARTNERS INC.	11,326	5,190
500 SHS CAPITAL ONE FINL CORP	12,500	12,430
1500 SHS CROWN CRAFTS INC.	8,471	7,500
500 SHS JAKKS PACIFIC INC.	8,061	6,260
300 SHS JOHNSON & JOHNSON	20,444	21,030
400 SHS KELLOGG COMPANY	21,162	22,340
500 SHS MONDELEZ INTERNATIONAL	13,826	12,725
400 SHS NEWS CORP CL B	9,850	10,496
250 SHS NOVA COPPER INC.	748	453
125 SHS PHILLIPS 66 INC	3,571	6,638
500 SHS PRUDENTIAL FINANCIAL	12,500	12,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 SHS PUBLIC STORAGE DEP	12,500	13,075
1000 SHS ROUNDY'S INC.	11,841	4,450

TY 2012 Other Expenses Schedule

Name: CAS FOUNDATION INC

EIN: 48-1292269

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES & MISC	140	0		140

TY 2012 Taxes Schedule

Name: CAS FOUNDATION INC**EIN:** 48-1292269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	50	0		50
CALIFORNIA FILING FEES	10	0		10
FOREIGN TAXES	112	0		0