FILED PURSUANT TO NOTICE 2004-35

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: BELZ FOUNDATION

A Employer identification number: 62-6046715

Number and street (or P O box number if mail is not delivered to street address): 100 PEABODY PLACE, SUITE 1400 | Room/suite:

B Telephone number: (901) 767-4780

City or town, state, and ZIP code: MEMPHIS, TN 38103

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*) ▶$ 24,905,504.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	1,502,800.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	291,640.	291,640.		STATEMENT 1
	4 Dividends and interest from securities	367,835.	367,835.		STATEMENT 2
	5a Gross rents	384,950.	384,950.		STATEMENT 3
	b Net rental income or (loss) 116,818.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	114,493.			
	b Gross sales price for all assets on line 6a 2,398,539.				
	7 Capital gain net income (from Part IV, line 2)		114,493.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,573.	2,573.		STATEMENT 5
	12 **Total** Add lines 1 through 11	2,664,291.	1,161,491.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	97,235.	0.		0.
	18 Taxes STMT 6	110,797.	74,928.		0.
	19 Depreciation and depletion	88,016.	88,016.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	242,810.	242,189.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	538,858.	405,133.		0.
	25 Contributions, gifts, grants paid	1,321,244.			1,321,244.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,860,102.	405,133.		1,321,244.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	804,189.			
	b **Net investment income** (if negative, enter -0-)		756,358.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,177,969.	1,113,005.	1,113,005.
	2 Savings and temporary cash investments	383,676.	625,830.	625,830.
	3 Accounts receivable ▶ <23,496.> Less: allowance for doubtful accounts ▶	241,182.	<23,496.>	<23,496.>
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 4,498,615. Less: allowance for doubtful accounts ▶ 0.	5,034,923.	4,498,615.	4,498,615.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	12,940,793.	13,011,967.	13,820,305.
	c Investments - corporate bonds STMT 9	1,700,500.	1,650,500.	1,650,500.
	11 Investments - land, buildings, and equipment basis ▶ 3,871,551. Less accumulated depreciation STMT 10▶ 725,553.	3,234,014.	3,145,998.	3,145,998.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	86,170.	74,747.	74,747.
	16 **Total assets** (to be completed by all filers)	24,799,227.	24,097,166.	24,905,504.
Liabilities	17 Accounts payable and accrued expenses	45,357.	39,107.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	6,500,000.	5,000,000.	
	22 Other liabilities (describe ▶ STATEMENT 12)	103,125.	103,125.	
	23 **Total liabilities** (add lines 17 through 22)	6,648,482.	5,142,232.	
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 ▶ [X] 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	18,150,745.	18,954,934.	
	30 **Total net assets or fund balances**	18,150,745.	18,954,934.	
	31 **Total liabilities and net assets/fund balances**	24,799,227.	24,097,166.	

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	18,150,745.
2	Enter amount from Part I, line 27a	2	804,189.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,954,934.
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	18,954,934.

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	PUBLICLY TRADED SECURITIES	P		
b	STATE OF ISRAEL 3RD JUBILEE ISSUE	P	11/01/02	11/01/12
c	STATE OF ISRAEL 6TH JUBILEE ISSUE BOND	P	06/22/09	06/22/12
d	STATE OF ISRAEL 6TH JUBILEE ISSUE BOND	P	12/01/09	12/01/12
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	2,048,539.		1,934,046.	114,493.
b	50,000.		50,000.	0.
c	250,000.		250,000.	0.
d	50,000.		50,000.	0.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				114,493.
b				0.
c				0.
d				0.
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 } 2 114,493.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,392,413.	23,429,910.	.059429
2010	1,513,103.	22,396,823.	.067559
2009	1,682,432.	21,343,493.	.078826
2008	2,257,273.	14,988,548.	.150600
2007	2,100,256.	15,528,902.	.135248

2	**Total** of line 1, column (d)	2	.491662
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	.098332
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	24,048,996.
5	Multiply line 4 by line 3	5	2,364,786.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,564.
7	Add lines 5 and 6	7	2,372,350.
8	Enter qualifying distributions from Part XII, line 4	8	1,321,244.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	15,127.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	15,127.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	15,127.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,000.		
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	25,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	151.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,722.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		9,722. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ JIMMIE D. WILLIAMS Telephone no. ▶ 901-767-4780

Located at ▶ 100 PEABODY PL, STE 1400, MEMPHIS, TN ZIP+4 ▶ 38103

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

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,281,205.
b	Average of monthly cash balances	1b	2,075,288.
c	Fair market value of all other assets	1c	8,058,731.
d	**Total** (add lines 1a, b, and c)	1d	24,415,224.
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	24,415,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	366,228.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,048,996.
6	**Minimum investment return.** Enter 5% of line 5	6	1,202,450.

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	1,202,450.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 15,127.		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	15,127.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,187,323.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,187,323.
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	1,187,323.

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	1,321,244.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,321,244.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,321,244.

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				1,187,323.
2 Undistributed income, if any, as of the end of 2012 a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 1,112,714.				
b From 2008 1,511,922.				
c From 2009 1,682,432.				
d From 2010 1,513,103.				
e From 2011 1,392,413.				
f **Total** of lines 3a through e	7,212,584.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,321,244. a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,187,323.
e Remaining amount distributed out of corpus	133,921.			
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	7,346,505.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,112,714.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,233,791.			
10 Analysis of line 9.				
a Excess from 2008 1,511,922.				
b Excess from 2009 1,682,432.				
c Excess from 2010 1,513,103.				
d Excess from 2011 1,392,413.				
e Excess from 2012 133,921.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 14

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

NONE

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

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

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

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				
EDUCATIONAL DONATIONS	NONE	VARIOUS	EDUCATION	687,809.
HEALTH/WELFARE DONATIONS	NONE	VARIOUS	HEALTH/WELFARE	417,464.
MISCELLANEOUS DONATIONS	NONE	VARIOUS	MISCELLANEOUS	137,275.
RELIGIOUS DONATIONS	NONE	VARIOUS	RELIGIOUS	78,696.
SEE STATEMENT 16				
Total			▶ 3a	1,321,244.
b Approved for future payment				
FOUNDATION FOR THE LIBRARY (MEMPHIS PUBLIC LIBRARY) 3030 POPLAR AVE MEMPHIS, TN 38111	NONE		EDUCATION	120,000.
LEBONHEUR FOUNDATION CAPITAL CAMPAIGN 50 N. DUNLAP STREET MEMPHIS, TN 38103	NONE		HEALTH/WELFARE	100,000.
MEMPHIS JEWISH COMMUNITY CENTER 6560 POPLAR AVE MEMPHIS, TN 38138	NONE		RELIGIOUS	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	572,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	291,640.	
4 Dividends and interest from securities			14	367,835.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	116,818.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,573.	
8 Gain or (loss) from sales of assets other than inventory			18	114,493.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		893,359.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 893,359.

(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)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/15/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID A. CRAIG	[signature], CPA	6/17/2013		P00542227

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 100 PEABODY PLACE, SUITE 800 MEMPHIS, TN 38103 — Phone no. 901-322-6700

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.	OMB No 1545-0047 **2012**

Name of the organization	Employer identification number
BELZ FOUNDATION	62-6046715

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	Employer identification number
BELZ FOUNDATION	62-6046715

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	PHILIP BELZ CHARITABLE LEAD ANNUITY II 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 1,002,800.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	THE 1992 BELZ CHARITABLE TRUST 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BELZ FOUNDATION	62-6046715

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
BELZ FOUNDATION	62-6046715

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMPHIS JEWISH HIGH SCHOOL - KADIMA 1203 RIDGEWAY ROAD, SUITE 203 MEMPHIS, TN 38119	NONE		EDUCATION	200,000.
METHODIST HEALTHCARE FOUNDATION - HOSPICE 1211 UNION AVE MEMPHIS, TN 38138	NONE		HEALTH/WELFARE	50,000.
UNIVERSITY OF FLORIDA MOVEMENT DISORDER CENTER 3450 HULL ROAD GAINSVILLE, FL 32607	NONE		HEALTH/WELFARE	52,500.
UNIVERSITY OF MEMPHIS FOUNDATION (LAW SCHOOL CAPITAL CAMPAIGN) PO BOX 1000 MEMPHIS, TN 38148	NONE		EDUCATION	14,500.
Total from continuation sheets				317,000.

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization RENT 1

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2012** Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
BELZ FOUNDATION	RENTAL INCOME	62-6046715

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	88,016.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	88,016.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first.)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

2012 DEPRECIATION AND AMORTIZATION REPORT

RENTAL INCOME RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
2	BUILDINGS	VARIES		.000	16	3277896.			3277896.	616,526.		84,046.
	* 990-PF RENTAL											
	TOTAL BUILDINGS					3277896.		0.	3277896.	616,526.	0.	84,046.
	MACHINERY & EQUIPMENT											
3	MACHINERY AND EQUIPMENT	VARIES		.000	16	154,855.			154,855.	21,011.		3,970.
	* 990-PF RENTAL											
	TOTAL MACHINERY & E					154,855.		0.	154,855.	21,011.	0.	3,970.
	LAND											
1	IMPROVED LAND	VARIES		.000	16	438,800.			438,800.			0.
	* 990-PF RENTAL											
	TOTAL LAND					438,800.		0.	438,800.	0.	0.	0.
	* GRAND TOTAL 990-PF RENTAL DEPR					3871551.		0.	3871551.	637,537.	0.	88,016.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON SAVINGS AND OTHER TEMPORARY CASH INVESTMENTS	365.
OTHER INTEREST INCOME	291,275.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	291,640.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	367,835.	0.	367,835.
TOTAL TO FM 990-PF, PART I, LN 4	367,835.	0.	367,835.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	384,950.
TOTAL TO FORM 990-PF, PART I, LINE 5A		384,950.

BELZ FOUNDATION 62-6046715

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		88,016.	
REAL ESTATE TAXES		61,153.	
REPAIRS AND MAINTENANCE		46,667.	
MANAGEMENT FEES & LEASE COMMISSIONS		10,160.	
INSURANCE		62,136.	
- SUBTOTAL -	1		268,132.
TOTAL RENTAL EXPENSES			268,132.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			116,818.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	2,573.	2,573.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,573.	2,573.	

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	13,775.	13,775.		0.
EXCISE TAXES	35,869.	0.		0.
REAL ESTATE TAXES	61,153.	61,153.		0.
TO FORM 990-PF, PG 1, LN 18	110,797.	74,928.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	119,152.	119,152.		0.
SECURITY	4,074.	4,074.		0.
BANK CHARGES	586.	0.		0.
TENNESSEE ANNUAL REPORT	22.	0.		0.
TRAVEL & ENTERTAINMENT	13.	0.		0.
REPAIRS AND MAINTENANCE	46,667.	46,667.		0.
MANAGEMENT FEES & LEASE COMMISSIONS	10,160.	10,160.		0.
INSURANCE	62,136.	62,136.		0.
TO FORM 990-PF, PG 1, LN 23	242,810.	242,189.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMPAL AMERICAN ISRAEL CORP	4,218.	4,218.
STEPHENS INC	13,007,749.	13,816,087.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,011,967.	13,820,305.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL AMPAL DEVELOPMENT - BOND	500.	500.
STATE OF ISRAEL 5TH FLOATING RATE ISSUE	100,000.	100,000.
STATE OF ISRAEL 6TH JUBILEE	550,000.	550,000.
STATE OF ISRAEL 6TH FLOATING RATE ISSUE	5,000.	5,000.
STATE OF ISRAEL 7TH SERIES JUBILEE BOND	820,000.	820,000.
STATE OF ISRAEL 10TH SERIES FLOATING RATE BOND	175,000.	175,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,650,500.	1,650,500.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IMPROVED LAND	438,800.	0.	438,800.
BUILDINGS	3,277,896.	700,572.	2,577,324.
MACHINERY AND EQUIPMENT	154,855.	24,981.	129,874.
TOTAL TO FM 990-PF, PART II, LN 11	3,871,551.	725,553.	3,145,998.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CAPITALIZED LEASE COMMISSSIONS	103,286.	121,788.	121,788.
OTHER ASSETS	<17,116.>	<47,041.>	<47,041.>
TO FORM 990-PF, PART II, LINE 15	86,170.	74,747.	74,747.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND PROCEEDS PAYABLE TO MEMPHIS JEWISH FEDERATION	103,125.	103,125.
TOTAL TO FORM 990-PF, PART II, LINE 22	103,125.	103,125.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JIMMIE D. WILLIAMS 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	SEC./TREASURER/DIRECTOR 0.00	0.	0.	0.
MARTIN S. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
RAYMOND SHAINBERG 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
RONALD A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JAN B. GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ANDREW GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 14

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER
JACK A. BELZ
MARTIN S. BELZ
RONALD A. BELZ
JAN B. GROVEMAN
ANDREW GROVEMAN

Payee	Date	Amount	Job Code
Tennessee Holocaust Commission Vanderbilt University	2/2/2012	3,000 00	Miscellaneous
Dixon Gallery & Gardens	2/23/2012	1,600 00	Miscellaneous
Dr Martin Luther King Jr Commemorative Magazine	2/27/2012	100 00	Miscellaneous
Memphis Germantown Art League	3/1/2012	100 00	Miscellaneous
National Right to Work Committee	4/20/2012	325 00	Miscellaneous
Tennessee Parks & Greenways Foundation	4/26/2012	20 00	Miscellaneous
Memphis ED	5/24/2012	10,000 00	Miscellaneous
Business Committee For the Arts Inc/Americans for the Arts	5/31/2012	1,000 00	Miscellaneous
Middle East Forum	5/31/2012	1,000 00	Miscellaneous
Anti Defamatin League	6/7/2012	500 00	Miscellaneous
Iris Chamber Orchestra	6/7/2012	500 00	Miscellaneous
Jewish National Fund	6/7/2012	180 00	Miscellaneous
Southern Poverty Law Center	6/7/2012	250 00	Miscellaneous
US Holocaust Memorial Museum	6/7/2012	162 00	Miscellaneous
Vaad Hakehilloth of Memphis Mphs Orthodox Jewish Community	6/7/2012	125 00	Miscellaneous
World Jewish Congress	6/7/2012	270 00	Miscellaneous
European Leadership Network	6/14/2012	750 00	Miscellaneous
Stax Museum of American Soul Music	06/21/012	100 00	Miscellaneous
American Israrl Education Foundation	7/5/2012	51,850 00	Miscellaneous
Big Brothers Big Sisters	7/26/2012	200 00	Miscellaneous
Chronicle of Philanthropy	7/26/2012	72 00	Miscellaneous
Philanthropy Roundtable	8/16/2012	500 00	Miscellaneous
Memphis Shelby County Fire Fighters Assoc	10/11/2012	26 00	Miscellaneous
University of Memphis Foundation School of Music	10/25/2012	500 00	Miscellaneous
Community Foundation of Greater Memphis	11/1/2012	250 00	Miscellaneous
American Israeli Cooperative	11/8/2012	1,000 00	Miscellaneous
Center for Jewish History Development Office	11/8/2012	180 00	Miscellaneous
Facing History & Ourselves FND	11/8/2012	2,000 00	Miscellaneous
Museum At Eldridge Street	11/8/2012	360 00	Miscellaneous
Museum of Tolerance Simon Wiesenthal Plaza	11/8/2012	360 00	Miscellaneous
Ort America	11/8/2012	180 00	Miscellaneous
American Jewish Committee Jacob Blaustein Bldg	11/9/2012	100 00	Miscellaneous
Memphis Area Legal Services Inc	11/9/2012	100 00	Miscellaneous
Memphis Youth Symphony	11/9/2012	100 00	Miscellaneous
Arts Memphis	12/6/2012	53,000 00	Miscellaneous
Associaton of Small Foundation Membership Office	12/20/2012	695 00	Miscellaneous
Union of Orthodox Jewish	1/5/2012	2,500 00	Miscellaneous
Private Redemption Foundation	8/22/2012	120 00	Miscellaneous
Arts Memphis	9/1/2012	2,000 00	Miscellaneous
Wolf River Conservancy	9/12/2012	2,000 00	Miscellaneous
		138,075 00	Total Miscellaneous
		(800 00)	Less Adjustments and void check
		137,275 00	Net Miscellaneous
Chickasaw Council	2/9/2012	1,000 00	Education
Memphis Opportunity Scholarship Trust	2/10/2012	4,800 00	Education
University of Tennessee	2/23/2012	2,500 00	Education
Yeshiva Zhosetz Chaim of Radin	2/27/2012	70 00	Education
Gilder Lehrman Institute of American History	3/29/2012	1,200 00	Education
WKNO	5/24/2012	25 00	Education
Israel Project	5/31/2012	7,200 00	Education
Ballet Memphis	6/7/2012	270 00	Education
American Friends of Bar Ilan University	6/7/2012	500 00	Education
Bnai Brith Youth Organization	6/7/2012	360 00	Education
MIT Hillel	6/7/2012	360 00	Education
WKNO	6/7/2012	750 00	Education
Memphis College of Art	6/21/2012	500 00	Education

2012 Grants and Contributions Paid During the Year

62-6046715

Payee	Date	Amount	Job Code
Boys Town Jerusalem Foundation of American Inc	8/16/2012	1,500 00	Education
Yeshiva University	9/6/2012	25 00	Education
American Society for Yad Vashem Inc	9/27/2012	36 00	Education
Lezion B'Rina	10/4/2012	360 00	Education
Foundation for the Library	10/25/2012	20,000 00	Education
University of Memphis Foundation School of Music	11/1/2012	500 00	Education
Cantorial Council of America c/o Yeshiva University	11/8/2012	1,000 00	Education
Cato Institute	11/8/2012	100 00	Education
Goldring Woldenberg Institute	11/8/2012	108 00	Education
Hebrew Theological College	11/8/2012	500 00	Education
Jerusalem Fellowships	11/8/2012	360 00	Education
Jewish Institute For National Security Affairs	11/8/2012	144 00	Education
Lemoyne Owen College	11/8/2012	250 00	Education
Memphis Russian Cultural Ctr	11/8/2012	100 00	Education
NEGEV Foundation	11/8/2012	100 00	Education
New York Public Library	11/8/2012	100 00	Education
Thurgood Marshall Adademy	11/8/2012	100 00	Education
Yeshivat Birkat Moshe	11/8/2012	1,750 00	Education
Margolin Hebrew Academy Feinstone Yeshiva of the South	11/9/2012	5,000 00	Education
University of Memphis Foundation The Humphreys Law School	12/6/2012	14,250 00	Education
American Society For Yad Vashem Inc	12/6/2012	66,666 67	Education
United Institutions of Karlin	1/4/2012	100 00	Education
Toras Chachom	1/19/2012	300 00	Education
Yeshivath Shearith Hapeltah	1/24/2012	230 00	Education
Kamenitzer Yeshiva of Jerusalem	1/24/2012	360 00	Education
Talmud Torah Mekor Boruch	1/27/2012	270 00	Education
Torah Institution Center	1/26/2012	175 00	Education
Belz Institutions of Bnei Brak	1/26/2012	350 00	Education
American Friends of Yeshiva	3/1/2012	54 00	Education
Yeshiva Keser Dovid	3/8/2012	300 00	Education
Institute of Ohev Yisroel	3/26/2012	100 00	Education
Yeshiva Beth David	4/19/2012	180 00	Education
Yeshiva Minchas Eluzar	5/8/2012	180 00	Education
Ophal Bas Zion	6/4/2012	300 00	Education
American Friends of Baruch U'Marpeh	8/29/2012	400 00	Education
Intercollegiate Studies Institute, Inc	10/12/2012	750 00	Education
Shomrei Emunim	11/30/2012	40 00	Education
Neve Yerushalayim College	11/12/2012	450 00	Education
Kollel Ziditshuiv	11/26/2012	240 00	Education
Cumberland College	12/11/2012	60 00	Education
Jinsa	12/31/2012	275 00	Education
American Friends of Hebrew University	12/31/2012	300 00	Education
Memphis Jewish High School	2/24/2012	50,000 00	Education
Memphis Jewish High School	2/24/2012	50,000 00	Education
Memphis Jewish High School	2/27/2012	50,000 00	Education
Memphis Jewish High School	3/26/2012	50,000 00	Education
Memphis Jewish High School	4/30/2012	50,000 00	Education
Memphis Jewish High School	7/31/2012	50,000 00	Education
Memphis Jewish High School	8/29/2012	50,000 00	Education
Memphis Jewish High School	9/30/2012	50,000 00	Education
Memphis Jewish High School	10/26/2012	50,000 00	Education
Memphis Jewish High School	11/30/2012	50,000 00	Education
Memphis Jewish High School	12/31/2012	50,000 00	Education
		687,898 67	Total Education
		(90 00)	Less Adjustments & void checks
		687,808 67	Net Education

2012 Grants and Contributions Paid During the Year

62-6046715

Payee	Date	Amount	Job Code
Lebonheur Foundation	1/3/2012	5,000 00	Health/Welfare
Church Health Center Of Memphis	1/19/2012	25 00	Health/Welfare
Lebonheur Children's Medical Center	2/23/2012	25 00	Health/Welfare
Bikur Cholim	2/27/2012	36 00	Health/Welfare
Diskin Orphan Home & Yeshive	2/27/2012	70 00	Health/Welfare
Kere Hayisomim	2/27/2012	70 00	Health/Welfare
Nezer Hatorah	2/27/2012	70 00	Health/Welfare
Yad L'Shabbat	2/27/2012	18 00	Health/Welfare
Leukemia and Lymphoma Society	3/8/2012	20 00	Health/Welfare
United Way	3/22/2012	27,499 98	Health/Welfare
United Way of the Mid South	4/12/2012	9,166 66	Health/Welfare
United Way of the Mid South	5/17/2012	9,166 67	Health/Welfare
Hospital For Special Surgery	5/24/2012	90 00	Health/Welfare
St Jude Children's Research Hospital	5/24/2012	36 00	Health/Welfare
Alzheimer's Association	6/7/2012	360 00	Health/Welfare
American Parkinson Disease Assoc Inc	6/7/2012	100 00	Health/Welfare
Boys Girls Club of Greater Memphis	6/7/2012	1,400 00	Health/Welfare
Girls Inc	6/7/2012	100 00	Health/Welfare
Junior Achievement of Memphis	6/7/2012	350 00	Health/Welfare
Juvenile Diabetes Research Foundation	6/7/2012	750 00	Health/Welfare
Memphis Shelby County Humane Society	6/7/2012	200 00	Health/Welfare
Orthodox Union Ben Zakkai Honor Society	6/7/2012	108 00	Health/Welfare
American Friends of Rabin Medical Center	6/7/2012	360 00	Health/Welfare
Simon Wiesenthal Center International Leadership Council	6/7/2012	800 00	Health/Welfare
St Jude Children's Research	6/7/2012	750 00	Health/Welfare
United Cerebral Palsy	6/7/2012	100 00	Health/Welfare
American Cancer Society Inc	6/14/2012	25 00	Health/Welfare
United Way of the mid south	6/14/2012	9,166 67	Health/Welfare
Aleph Society Inc	6/28/2012	500 00	Health/Welfare
Shelby County FOP #35	7/5/2012	450 00	Health/Welfare
United Way of the Mid South	7/12/2012	9,166 67	Health/Welfare
American Cancer Society Inc	8/16/2012	25 00	Health/Welfare
American Jewish World Service	8/16/2012	250 00	Health/Welfare
Memphis Jewish Federation	8/16/2012	212,500 00	Health/Welfare
PEF Israel Endowment Funds Inc	8/16/2012	360 00	Health/Welfare
St Jude Children's Research	8/16/2012	36 00	Health/Welfare
United Way of the Mid South	8/16/2012	9,166 67	Health/Welfare
St Jude Children's Research	8/23/2012	25 00	Health/Welfare
Memphis Jewish Home and Rehabilitation Center	9/10/2012	2,500 00	Health/Welfare
United Way of the mid south	9/13/2012	9,166 67	Health/Welfare
American Cancer Society Inc	9/27/2012	25 00	Health/Welfare
United Way of the mid south	10/25/2012	9,166 67	Health/Welfare
Man Rise Foundation	10/31/2012	1,000 00	Health/Welfare
Chabad Terror Victims Project	11/8/2012	100 00	Health/Welfare
Chabad Youth Organization	11/8/2012	252 00	Health/Welfare
Exchange Club Family Center	11/8/2012	100 00	Health/Welfare
Gesher Foundation Inc	11/8/2012	100 00	Health/Welfare
Mayo Clinic Development Dept	11/8/2012	2,000 00	Health/Welfare
Streets Ministries Inc	11/8/2012	100 00	Health/Welfare
Women's Foundation of Greater Memphis	11/8/2012	110 00	Health/Welfare
Friends of Yad Sarah Inc	11/8/2012	126 00	Health/Welfare
United Way of the Mid South	11/15/2012	9,166 67	Health/Welfare
Methodist Healthcare Foundation	11/20/2012	500 00	Health/Welfare
Baptist Trinity Hospice	12/6/2012	5,000 00	Health/Welfare
Lebonheur Foundation	12/6/2012	50,000 00	Health/Welfare
Methodist Lebonheur HealthCare Foundation	12/6/2012	25 00	Health/Welfare
Salvation Army	12/6/2012	5,000 00	Health/Welfare
United Way of the mid south	12/6/2012	9,166 67	Health/Welfare

Payee	Date	Amount	Job Code
University of Florida College of Medicine	12/6/2012	7,500 00	Health/Welfare
LeBonheur Children's Hospital Foundation	2/14/2012	5,000 00	Health/Welfare
Israel Settlement Fund	3/1/2012	60 00	Health/Welfare
Heritage House	3/5/2012	360 00	Health/Welfare
Central Fund of Israel	6/4/2012	100 00	Health/Welfare
Baron Hirsch Congregation-CampDarom Scholarship Fund	6/8/2012	500 00	Health/Welfare
Keren L' Maan Arad	8/1/2012	1,000 00	Health/Welfare
Vaad Hatzedaka Far Rockaway	8/21/2012	72 00	Health/Welfare
Rav Chesed	8/27/2012	108 00	Health/Welfare
Shearis Israel	11/30/2012	400 00	Health/Welfare
Yad L'Achim	11/6/2012	400 00	Health/Welfare
Mifal Hachnosath Kahah V'Lenitarachim	11/19/2012	36 00	Health/Welfare
Ahavas Chesed	12/27/2012	70 00	Health/Welfare
		417,553 00	Total Health/Welfare
		(89 00)	Less Adjustments & void checks
		417,464 00	Net Health/Welfare
Baron Hirsch Congregation	1/5/2012	18 00	Religious
Baron Hirsch Congregation	1/19/2012	25 00	Religious
Baron Hirsch Congregation	1/19/2012	25 00	Religious
Baron Hirsch Congregation	1/19/2012	25 00	Religious
Baron Hirsch Congregation	2/9/2012	4,000 00	Religious
Beis Shmuel Uzriel	2/27/2012	70 00	Religious
Ohel Elimelech	2/27/2012	36 00	Religious
Baron Hirsch Congregation	3/1/2012	18 00	Religious
Tennessee Holocaust Commission Vanderbilt University	3/1/2012	3,000 00	Religious
Baron Hirsch Congregation	3/8/2012	36 00	Religious
Baron Hirsch Congregation	4/9/2012	4,000 00	Religious
Baron Hirsch Congregation	4/26/2012	97 00	Religious
Baron Hirsch Congregation	6/7/2012	578 07	Religious
Baron Hirsch Congregation	6/21/2012	18 00	Religious
Baron Hirsch Congregation	6/28/2012	25 00	Religious
Memphis Jewish Community	6/28/2012	10,000 00	Religious
Baron Hirsch Congregation	7/19/2012	18 00	Religious
Baron Hirsch Congregation	7/19/2012	25 00	Religious
Baron Hirsch Congregation	7/26/2012	108 00	Religious
Baron Hirsch Congregation	7/26/2012	18 00	Religious
Fifth Avenue Synagogue	7/26/2012	25 00	Religious
Anshei Sphard Beth El Emeth	8/16/2012	100 00	Religious
Baron Hirsch Congregation	8/16/2012	800 00	Religious
Baron Hirsch Congregation	8/16/2012	18 00	Religious
Baron Hirsch Congregation	8/16/2012	4,000 00	Religious
Baron Hirsch Congregation	8/16/2012	60 00	Religious
Fifth Avenue Synagogue	8/16/2012	25 00	Religious
Fifth Avenue Synagogue	8/16/2012	3,100 00	Religious
Fifth Avenue Synagogue	8/16/2012	100 00	Religious
Baron Hirsch Congregation	8/30/2012	18 00	Religious
Baron Hirsch Congregation	8/30/2012	18 00	Religious
Baron Hirsch Congregation	9/11/2012	18 00	Religious
Baron Hirsch Congregation	10/4/2012	86 00	Religious
Baron Hirsch Congregation	10/4/2012	36 00	Religious
Fifth Avenue Synagogue	10/4/2012	18 00	Religious
Baron Hirsch Congregation	11/8/2012	18 00	Religious
Fifth Avenue Synagogue	11/8/2012	200 00	Religious
Machne Israel Lubavitch World Headquarters	11/8/2012	108 00	Religious
Vaad Hachesed	11/8/2012	108 00	Religious
Baron Hirsch Congregation	11/15/2012	18 00	Religious

2012 Grants and Contributions Paid During the Year

62-6046715

Payee	Date	Amount	Job Code
Baron Hirsch Congregation	11/15/2012	36 00	Religious
Baron Hirsch Congregation	11/20/2012	36 00	Religious
Memphis Jewish Community Center	12/6/2012	35,000 00	Religious
Baron Hirsch Congregation	12/27/2012	18 00	Religious
Temple Israel	12/27/2012	36 00	Religious
Tennessee Holocaust Commission Vanderbilt University	12/28/2012	8,000 00	Religious
Mesivta D'Rabbi Yochanan	1/4/2012	65 00	Religious
Tiferes Avrohom	1/4/2012	65 00	Religious
Ohel Yitzchok	1/4/2012	45 00	Religious
Yad Ezrah	1/24/2012	300 00	Religious
Nosalin Lechem Lireaivin Inc	1/23/2012	36 00	Religious
Bais Chana	1/24/2012	80 00	Religious
Gevorah Shebchesed	1/24/2012	50 00	Religious
Ezer Yoldot Hamercazi	2/14/2012	180 00	Religious
Ezer Yoldot	2/14/2012	180 00	Religious
Rabbinical Seminary of America	3/6/2012	72 00	Religious
Birkat Asher	3/21/2012	150 00	Religious
Ozer Dalim Family Assistance	3/27/2012	18 00	Religious
Yad Chesed	4/24/2012	160 00	Religious
American Friends of Kerem	4/25/2012	450 00	Religious
L'Tziyon Berina	4/30/2012	150 00	Religious
Hatzolah Darom	5/1/2012	360 00	Religious
Anshe Ma'amed	5/1/2012	240 00	Religious
Congregation Binyan Zvi	5/7/2012	36 00	Religious
Mosdot Munkatxy	5/8/2012	200 00	Religious
Friends of Ohel Miriam	5/9/2012	150 00	Religious
Talmud Torah Amos	7/10/2012	54 00	Religious
Kollel chachmei Yerushalayim	7/10/2012	42 00	Religious
Porat Josef	7/10/2012	36 00	Religious
23rd Psalm Ministry	7/17/2012	25 00	Religious
Sheves Achim	7/20/2012	56 00	Religious
Congregation Derech Emmuna Dvien	8/6/2012	60 00	Religious
Congregation Mach Ziki Hadas of Boro Park	8/6/2012	36 00	Religious
Magen Shanl	8/6/2012	36 00	Religious
Ichud Hayeshivot Beeretz Israel	8/13/2012	270 00	Religious
Yeshiva Ateret Hatorah	8/21/2012	100 00	Religious
Zichron Yitzchok	8/27/2012	60 00	Religious
Yagdil Torah	8/30/2012	300 00	Religious
Keren Chasdei Yisroel	9/10/2012	72 00	Religious
Asra Kadsha	11/6/2012	300 00	Religious
Bais Yisrole	11/19/2012	36 00	Religious
Tomchai Shabbos Inizrach Vezer Rafieh	11/19/2012	36 00	Religious
Keren Elazar	11/19/2012	18 00	Religious
Maor Israel	12/5/2012	50 00	Religious
		78,714 07	Total Religious
		(18 00)	Less Adjustments & void checks
		78,696 07	Net Religious
	Total Grants	1,321,243 74	

Note to supplemental information for Part XV of Form 990-PF
The exempt status of all recipients and their addresses are available upon request