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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation M.B. AND EDNA ZALE FOUNDATION		A Employer identification number 75-6037429
Number and street (or P.O. box number if mail is not delivered to street address) 6360 LBJ FREEWAY, SUITE 205	Room/suite	B Telephone number (214) 855-0627
City or town, state, and ZIP code DALLAS, TX 75240		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) \$ 29,637,134.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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	144,284.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	671,556.	671,556.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	735,063.			
	b Gross sales price for all assets on line 6a	5,607,975.			
	7 Capital gain net income (from Part IV, line 2)		735,063.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,550,903.	1,406,619.		
	13 Compensation of officers, directors, trustees, etc.	174,250.	43,562.		130,688.
	14 Other employee salaries and wages	52,050.	26,025.		26,025.
	15 Pension plans, employee benefits	92,877.	28,478.		64,399.
	16a Legal fees				
	b Accounting fees	STMT 2 21,053.	10,526.		10,527.
	c Other professional fees	STMT 3 63,660.	63,660.		0.
	17 Interest				
	18 Taxes	STMT 4 38,493.	17,518.		9,023.
	19 Depreciation and depletion	6,668.	3,334.		
	20 Occupancy	19,819.	9,909.		9,910.
	21 Travel, conferences, and meetings	51,549.	10,310.		41,239.
22 Printing and publications					
23 Other expenses	STMT 5 <3,764.>	<1,882.>		<1,882.>	
24 Total operating and administrative expenses. Add lines 13 through 23	516,655.	211,440.		289,929.	
25 Contributions, gifts, grants paid	989,674.			1,204,320.	
26 Total expenses and disbursements. Add lines 24 and 25	1,506,329.	211,440.		1,494,249.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	44,574.				
b Net investment income (if negative, enter -0-)		1,195,179.			
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,982.	<233,874.>	<233,874.>
	2 Savings and temporary cash investments	975,311.	614,651.	614,651.
	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			
	7 Other notes and loans receivable ▶ 7,500.			
	Less: allowance for doubtful accounts ▶ 0.	7,500.	7,500.	7,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	265.	100.	100.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	4,553,909.	3,714,365.	3,714,365.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	22,449,800.	25,485,382.	25,485,382.
	14 Land, buildings, and equipment, basis ▶ 74,295.			
	Less: accumulated depreciation ▶ 60,187.	20,777.	14,108.	14,108.
	15 Other assets (describe ▶ STATEMENT 9)	21,271.	34,902.	34,902.
	16 Total assets (to be completed by all filers)	28,034,815.	29,637,134.	29,637,134.
	17 Accounts payable and accrued expenses	9,317.	8,316.	
	18 Grants payable	671,580.	456,934.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	3,346.	5,398.	
	23 Total liabilities (add lines 17 through 22)	684,243.	470,648.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	27,350,572.	29,166,486.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	27,350,572.	29,166,486.	
	31 Total liabilities and net assets/fund balances	28,034,815.	29,637,134.	

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	27,350,572.
2 Enter amount from Part I, line 27a	2	44,574.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,771,340.
4 Add lines 1, 2, and 3	4	29,166,486.
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	29,166,486.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,607,975.		4,872,912.	735,063.

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			
b			
c			
d			
e			735,063.

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	735,063.
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	1,467,420.	29,636,346.	.049514
2010	1,405,168.	27,574,044.	.050960
2009	842,698.	24,350,760.	.034607
2008	1,679,811.	31,363,698.	.053559
2007	1,893,344.	35,969,190.	.052638

2 Total of line 1, column (d)	2	.241278
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	.048256
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	28,966,504.
5 Multiply line 4 by line 3	5	1,397,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,952.
7 Add lines 5 and 6	7	1,409,760.
8 Enter qualifying distributions from Part XII, line 4	8	1,494,249.

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)		1	11,952.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	11,952.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	11,952.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,554.	7	14,854.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 8,300.	9	
d Backup withholding erroneously withheld	6d	10	2,902.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,902. Refunded			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ZALEFOUNDATION.ORG		X	
14	The books are in care of ► LEONARD R. KRASNOW, PRESIDENT Telephone no. ► 214-855-0627 Located at ► 6360 LBJ FREEWAY, SUITE 205, DALLAS, TX ZIP+4 ► 75240			
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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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

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?

If "Yes" to 6b, file Form 8870.

6b

X

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 11		174,250.	43,563.	1,621.

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

Form 990-PF (2012)

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	28,477,621.
b	Average of monthly cash balances	1b	861,034.
c	Fair market value of all other assets	1c	68,963.
d	Total (add lines 1a, b, and c)	1d	29,407,618.
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	29,407,618.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	441,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,966,504.
6	Minimum investment return. Enter 5% of line 5	6	1,448,325.

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	1,448,325.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,952.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,436,373.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,436,373.
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	1,436,373.

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	1,494,249.
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	1,494,249.
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	11,952.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,482,297.

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				1,436,373.
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	158,224.			
b From 2008	125,564.			
c From 2009				
d From 2010	48,174.			
e From 2011	11,225.			
f Total of lines 3a through e	343,187.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,494,249.				
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				1,436,373.
e Remaining amount distributed out of corpus	57,876.			
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:	401,063.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	158,224.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	242,839.			
10 Analysis of line 9:				
a Excess from 2008	125,564.			
b Excess from 2009				
c Excess from 2010	48,174.			
d Excess from 2011	11,225.			
e Excess from 2012	57,876.			

N/A

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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. | | |

[illegible]

- 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.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		11/12/13 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name IRA L. NEVELOW		Preparer's signature 		Date 10-21-13	Check ☐ if self-employed	PTIN P00083210
	Firm's name ▶ WEAVER AND TIDWELL, LLP					Firm's EIN ▶ 75-0786316	
	Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251					Phone no. 972-490-1970	

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

M. B. AND EDNA ZALE FOUNDATION

75-6037429

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).

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

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429****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	AMY AND WADE ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,359.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	BARBARA AND DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 49,105.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	BETTY AND MARVIN ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 2,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	DANA AND QUIN GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	JULIE AND DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,516.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	KAREN AND STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 15,370.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
M.B. AND EDNA ZALE FOUNDATION	75-6037429

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	RUTH AND ANDREW SUZMAN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	SHERYL AND GORDON BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 3,800.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	BOBBIE & LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 1,484.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	BOBBIE & LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 28,650.	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

M.B. AND EDNA ZALE FOUNDATION**75-6037429****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
2	1,000 SHARES TEXAS CAPITAL BANCSHARES	\$ 49,105.	09/27/12
6	500 SHARES MICROSOFT CORP	\$ 15,370.	08/31/12
10	1,000 SHARES ALTRIA GROUP	\$ 28,650.	01/23/12
		\$	
		\$	
		\$	

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429****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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

M.B. AND EDNA ZALE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS	P		
b	SEE ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS	P		
c	GOLDEN - LT CAPITAL GAIN DISTRIBUTIONS	P		
d	OTHER - LT CAPITAL GAIN DISTRIBUTIONS	P		
e	CLASS ACTION SETTLEMENTS	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 3,350,454.		2,903,248.	447,206.
b 2,018,199.		1,969,664.	48,535.
c 9.			9.
d 239,282.			239,282.
e 31.			31.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			447,206.
b			48,535.
c			9.
d			239,282.
e			31.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	735,063.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMODITIES FUND	4,387.	0.	4,387.
GOLDEN	31,471.	0.	31,471.
OTHER	572,424.	0.	572,424.
RIVERPOINT	20,458.	0.	20,458.
SMITH GROUP	30,435.	0.	30,435.
STATE OF ISRAEL BONDS	12,381.	0.	12,381.
TOTAL TO FM 990-PF, PART I, LN 4	671,556.	0.	671,556.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,053.	10,526.		10,527.
TO FORM 990-PF, PG 1, LN 16B	21,053.	10,526.		10,527.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY AND CUSTODIAN FEES	63,660.	63,660.		0.
TO FORM 990-PF, PG 1, LN 16C	63,660.	63,660.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	11,952.	0.		0.	
FOREIGN TAXES	13,183.	13,183.		0.	
PAYROLL TAXES	13,358.	4,335.		9,023.	
TO FORM 990-PF, PG 1, LN 18	38,493.	17,518.		9,023.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO, GAS & PARKING	2,356.	1,178.		1,178.	
INSURANCE	9,722.	4,861.		4,861.	
MEMBERSHIPS & SUBSCRIPTIONS	1,811.	906.		905.	
OFFICE EXPENSE	11,753.	5,876.		5,877.	
TELEPHONE	4,925.	2,463.		2,462.	
LESS OVERHEAD REIMBURSEMENT - ABE ZALE FOUNDATION	<34,331.>	<17,166.>		<17,165.>	
TO FORM 990-PF, PG 1, LN 23	<3,764.>	<1,882.>		<1,882.>	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION				AMOUNT	
NET UNREALIZED GAIN ON INVESTMENTS - BROKERAGE ACCOUNTS				1,771,340.	
TOTAL TO FORM 990-PF, PART III, LINE 3				1,771,340.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	3,714,365.	3,714,365.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,714,365.	3,714,365.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES FUND	FMV	1,367,167.	1,367,167.
STATE OF ISRAEL BONDS	FMV	750,000.	750,000.
MUTUAL FUNDS	FMV	23,312,844.	23,312,844.
MASSACHUSETTS MUTUAL LIFE	FMV	55,371.	55,371.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,485,382.	25,485,382.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED RECEIVABLES (AT COST)	21,271.	34,902.	34,902.
TO FORM 990-PF, PART II, LINE 15	21,271.	34,902.	34,902.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	3,346.	5,398.	
TOTAL TO FORM 990-PF, PART II, LINE 22	3,346.	5,398.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEONARD KRASNOW 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	PRESIDENT 40.00	174,250.	43,563.	1,621.
DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
SHERYL FIELDS BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JENNIFER COX 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
GLORIA LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JEFFREY LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
MARGIE PLOUGH 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DANA GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	VICE CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
CLAUDIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
AMY ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.

M.B. AND EDNA ZALE FOUNDATION

75-6037429

DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	SECRETARY/TREASURER 0.00	0.	0.	0.
KAREN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
BARRY ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
OLIVIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

174,250.	43,563.	1,621.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LEONARD R. KRASNOW, PRESIDENT
6360 LBJ FREEWAY, SUITE 205
DALLAS, TX 75240

TELEPHONE NUMBER

214-855-0627

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD BE IN THE FORM OF A LETTER. GRANT GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

GRANT DECISIONS ARE USUALLY MADE TWICE A YEAR. DEADLINES FOR SUBMISSION ARE NOTED ON THE FOUNDATION'S WEBSITE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS ON AWARDS; HOWEVER, PREFERENCE IS GIVEN TO DALLAS, TX; NEW YORK, NY; AND PALM BEACH COUNTY, FL. FOR SPECIFICS, PLEASE REFER TO GRANT GUIDELINES ON THE FOUNDATION'S WEBSITE.

M. B. & Edna Zale Foundation
Leasehold Improvements, Equipment, and Furniture
December 31, 2012

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Ending Book Value</u>
<u>Leasehold Improvements</u>	\$15,241.31	\$ 10,708.26	\$ 4,533.05
<u>Automobile</u>			
2006 Nissan	33,674.85	33,675.00	0.00
<u>Office Furniture</u>			
Refrigerator	549.99	549.99	0.00
Workstation, Desk, Files	3,864.73	2,254.00	1,610.73
Conference Table & Chairs	3,411.00	3,411.00	0.00
Desk and Two Credenzas	2,550.00	2,550.00	0.00
Sub-Total	10,375.72	8,764.99	1,610.73
<u>Office Equipment</u>			
HP Laser Printer	1,149.99	1,149.99	0.00
Telephone System	1,400.00	1,400.00	0.00
Conference Phone	568.00	236.50	331.50
Dell Computer	1,381.00	552.24	828.76
Dell Computer	1,298.00	519.12	778.88
Dell Server	5,382.00	2,152.80	3,229.20
Cisco Router/Back-up	1,029.00	325.85	703.15
APC Back-up Power	598.77	189.62	409.15
Epson Projector	534.67	124.74	409.93
Dell Laptop Computer	1,661.00	387.52	1,273.48
Sub-Total	15,002.43	7,038.38	7,964.05
Totals	\$ 74,294.31	\$ 60,186.63	\$ 14,107.83

**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2012**

ORGANIZATION		Address		City	State	Zip	Purpose of Grant	12/31/2011	GRANTS	PAID	12/31/2012
Adolph & Rose Lewis Jewish Comm. Center	9801 Donna Klein Blvd	Boca Raton	FL	33428	Educational	-	4,000.00	-	4,000.00	-	
AIDS Interfaith Network	501 North Stemmons Freeway Suite 200	Dallas	TX	75207	Social Service	2,500.00	-	2,500.00	-		
All Stars Project, Inc	543 West 42nd Street	New York	NY	10036	Educational	-	750.00	-	750.00	-	
Alley's House	4113 Junius Street	Dallas	TX	75246	Social Service	-	10,000.00	-	5,000.00	5,000.00	
Alzheimer's Association - Greater Dallas Chapter	4144 North Central Expressway Suite 750	Dallas	TX	75204	Health / Medical	-	100.00	-	100.00	-	
Ark House Foundation	P O Box 833656	Richardson	TX	75083	Social Service	-	2,500.00	-	2,500.00	-	
ASPCA	520 Eighth Avenue 7th Floor	New York	NY	10018	Civic	-	100.00	-	100.00	-	
Attitudes and Allire	2050 N. Stemmons Freeway Suite 181 MU 102	Dallas	TX	75207	Social Service	-	20,000.00	-	10,000.00	10,000.00	
Austin College	900 North Grand Avenue	Sherman	TX	75080	Educational	-	10,500.00	-	10,500.00	-	
AVODAH - The Jewish Service Corps	45 West 36th Street 8th Floor	New York	NY	10018	Civic	-	25,000.00	-	17,500.00	7,500.00	
Ayla Birth	P O Box 6063	Aloha	OR	97006	Health / Medical	-	100.00	-	100.00	-	
Battered Women's Foundation	P O Box 54888	Hurst	TX	76054	Social Service	-	5,000.00	-	5,000.00	-	
Baylor Health Care System Foundation	3600 Gaston Avenue Barnett Tower Suite 100	Dallas	TX	75246	Health / Medical	-	10,000.00	-	10,000.00	-	
Blood Systems, Inc	P O Box 1867	Scottsdale	AZ	85252	Health / Medical	-	100.00	-	100.00	-	
Blue Card, Inc	171 Madison Avenue Suite 1405	New York	NY	10016	Social Service	5,000.00	-	200.00	-	-	
Boca Helping Hands, Inc	1500 Northwest First Court	Boca Raton	FL	33432	Social Service	-	5,000.00	-	5,000.00	-	
Brandeis University	P O Box 549110	Waltham	MA	02454	Educational	-	20,000.00	-	20,000.00	-	
Brearley School	610 East 83rd Street	New York	NY	10028	Educational	-	100.00	-	100.00	-	
Bridge Breast Center	3600 Gaston Avenue Suite 401	Dallas	TX	75246	Health / Medical	-	12,500.00	-	12,500.00	-	
Broward Coalition for the Homeless	P O Box 030177	Fort Lauderdale	FL	33303	Social Service	2,000.00	-	-	2,000.00	-	
Brownell-Talbot School	400 North Happy Hollow Boulevard	Omaha	NE	68132	Educational	-	250.00	-	250.00	-	
C R O S Ministries	301 First Avenue South	Lake Worth	FL	33460	Social Service	5,000.00	-	-	5,000.00	-	
Cafe au Play - Your Community Connection	5633 Southeast Division Street	Portland	OR	97206	Social Service	-	200.00	-	200.00	-	
Camp Quest, Inc	P O Box 2552	Columbus	OH	43216	Educational	-	100.00	-	100.00	-	
Camp Summit, Inc	17210 Campbell Road Suite 180-W	Dallas	TX	75252	Health / Medical	5,000.00	-	-	5,000.00	-	
Captain Hope's Kids	10555 Newkirk Suite 580	Dallas	TX	75220	Social Service	5,000.00	3,100.00	-	8,100.00	-	
Career Gear	120 Broadway 36th Floor	New York	NY	10271	Social Service	22,500.00	-	-	22,500.00	-	
Cat Adoption Team	14175 Southwest Galbreath Drive	Sherwood	OR	97140	Civic	-	100.00	-	100.00	-	
Center for Nonprofit Management	2902 Floyd Street	Dallas	TX	75204	Civic	5,000.00	-	-	5,000.00	-	
Charity Global, Inc	200 Varick Street Suite 201	New York	NY	10004	Social Service	-	100.00	-	100.00	-	
Child Abuse Prevention Center	4210 Junius Street	Dallas	TX	75246	Health / Medical	5,000.00	-	-	5,000.00	-	
Children at Risk	3625 North Hall Street Suite 760	Dallas	TX	75219	Health / Medical	-	20,000.00	-	10,000.00	10,000.00	
Children's Advocacy Center - Collin County	2205 Los Rios Boulevard	Plano	TX	75074	Social Service	5,000.00	-	-	5,000.00	-	
Children's Medical Center Foundation	2777 Stemmons Freeway Suite 700	Dallas	TX	75207	Social Service	-	10,000.00	-	10,000.00	-	
Christopher Reeve Foundation	636 Morris Turnpike Suite 3A	Short Hills	NJ	07078	Health / Medical	-	100.00	-	100.00	-	
Circle of Support, Inc	5207 McKinney Avenue Suite 18D	Dallas	TX	75205	Social Service	-	12,300.00	-	12,300.00	-	
City Harvest	Six East 32nd Street 5th Floor	New York	NY	10016	Social Service	5,630.00	675.00	-	6,305.00	-	
Classical Theatre of Harlem, Inc	566 West 158th Street Suite 44	New York	NY	10032	Arts / Cultural	-	1,000.00	-	1,000.00	-	
Community Chest of Port Washington	382 Main Street	Port Washington	NY	11050	Civic	-	250.00	-	250.00	-	
Community Homes For Adults	5958 Royal Lane Suite 634-214	Dallas	TX	75230	Social Service	-	2,500.00	-	2,500.00	-	
Conference of Southwest Foundations	624 North Good-Lallimer Expressway Suite 100	Dallas	TX	75204	Educational	-	1,800.00	-	1,800.00	-	
Dallas AfterSchool Network	2802 Swiss Avenue	Dallas	TX	75204	Educational	2,500.00	-	-	2,500.00	-	
Dallas Children's Advocacy Center	3611 Swiss Avenue	Dallas	TX	75204	Social Service	-	100.00	-	100.00	-	
Dallas Foundation - The Bridge	P O Box 710100	Dallas	TX	75317	Social Service	-	25,000.00	-	15,000.00	10,000.00	
Dallas Foundation - Letot Center	6125 Sherry Lane	Dallas	TX	75225	Social Service	12,500.00	-	-	12,500.00	-	
Dallas Foundation - Zero-to-Five Collaborative	3963 Maple Avenue Suite 390	Dallas	TX	75219	Educational	30,000.00	-	-	30,000.00	-	
Dallas Furniture Bank	P O Box 815788	Dallas	TX	75381	Social Service	-	55,000.00	-	30,000.00	25,000.00	
Dallas Jewish Community Foundation	12700 Hillcrest Road Suite 201	Dallas	TX	75230	Religious	-	5,000.00	-	5,000.00	-	
Dallas Jewish Historical Society	7900 Northaven Road	Dallas	TX	75230	Religious	-	250.00	-	250.00	-	

**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2012**

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2011	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2012
Dallas Opera	2403 Flora Street Suite 500	Dallas	TX	75201	Arts / Cultural	-	5,000.00	5,000.00	-
DME Exchange of Dallas	P O Box 25575	Dallas	TX	75225	Health / Medical	-	40,000.00	25,000.00	15,000.00
Dorot, Inc	171 West 85th Street	New York	NY	10024	Social Service	-	12,000.00	6,000.00	6,000.00
Emery/Weiner Center for Jewish Education	9825 Stella Link	Houston	TX	77025	Religious	-	350.00	350.00	-
Emory University	1762 Clifton Road Northeast Suite 1400	Atlanta	GA	30322	Educational	5,000.00	750.00	5,750.00	-
First Presbyterian Church-Stewpot	1835 Young Street	Dallas	TX	75201	Social Service	2,500.00	-	7,500.00	-
First United Methodist Church	1822 Young Street 2nd Floor	Dallas	TX	75201	Social Service	-	-	2,500.00	-
Fisher Center for Alzheimer's Research	189 Water Street 23rd Floor	New York	NY	10038	Health / Medical	-	100.00	100.00	-
Fort Worth Hope Center	4101 W Green Oaks Blvd Suite 305 Box 500	Arlington	TX	76016	Social Service	-	5,000.00	2,500.00	2,500.00
Frod Hutchinson Cancer Research Center	P O Box 19024 MS J5-200	Seattle	WA	98109	Health / Medical	-	200.00	200.00	-
Free Arts for Abused Children of NYC	1431 Broadway 7th Floor	New York	NY	10018	Social Service	-	2,500.00	2,500.00	-
Friends of Music Academia	P O Box 53035	Lafayette	LA	70505	Educational	-	1,000.00	1,000.00	-
Gateway Community Outreach	291 Southeast First Terrace	Deerfield Beach	FL	53441	Social Service	-	6,000.00	3,000.00	3,000.00
Girls Inc of Metropolitan Dallas	2040 Empire Central Drive	Dallas	TX	75235	Health / Medical	-	20,000.00	10,000.00	10,000.00
Grant Halliburton Foundation, Inc	102 Cypress Street	Abilene	TX	79601	Arts / Cultural	-	1,000.00	1,000.00	-
Great Neck Student Aid Fund	800 East Campbell Road Suite 280	Richardson	TX	75081	Health / Medical	-	200.00	200.00	-
Greater United Community Fund	P O Box 1067	Great Neck	NY	11023	Educational	-	350.00	350.00	-
Greener Walls, Inc	30 Cumberland Avenue Unit 9	Great Neck	NY	11020	Social Service	-	300.00	300.00	-
Greenhill School	56 Chestnut Street	Walther	MA	02453	Social Service	-	100.00	100.00	-
Greyton Foundation	232 East 11th Street	New York	NY	10003	Civic	-	20,000.00	10,000.00	10,000.00
Healing Hands Ministries	4141 Spring Valley Road	Addison	TX	75001	Educational	-	1,000.00	1,000.00	-
Hickaday School	21 Park Avenue	Yonkers	NY	10703	Social Service	-	25,000.00	25,000.00	-
Houston Area Women's Center	P O Box 741524	Dallas	TX	75374	Health / Medical	2,500.00	-	2,500.00	-
Human Rights Initiative of North Texas	4201 Grassmere Lane	Dallas	TX	75205	Educational	-	1,000.00	1,000.00	-
Humane Society of Tampa Bay	11600 Welch Road	Dallas	TX	75229	Educational	-	500.00	500.00	-
Interfaith Nutrition Network	1010 Waugh Drive	Houston	TX	77019	Social Service	-	5,000.00	5,000.00	-
Interlochen Center for the Arts	2801 Swiss Avenue	Dallas	TX	75204	Social Service	-	15,000.00	7,500.00	7,500.00
Island Harvest	3607 North Armenia	Tampa	FL	33607	Civic	-	100.00	100.00	-
JCC of Mid Westchester	211 Fulton Avenue	Hempstead	NY	11550	Social Service	-	11,000.00	6,000.00	5,000.00
Jewish Adoption & Foster Care Options	P O Box 189	Interlochen	MI	48643	Educational	-	100.00	100.00	-
Jewish Children's Regional Service	188 Second Street	Mineola	NY	11501	Social Service	-	6,000.00	3,000.00	3,000.00
Jewish Family Service - Dallas	989 Wilmet Road	Scarsdale	NY	10583	Religious	-	5,000.00	5,000.00	-
Jewish Family Service - Houston	4200 North University Drive	Sunrise	FL	33351	Social Service	-	100.00	100.00	-
Jewish Federation of Greater Dallas	P O Box 7368	Melanie	LA	70010	Social Service	-	18,000.00	18,000.00	-
JOIN	5402 Arapaho Road	Dallas	TX	75248	Social Service	23,000.00	52,700.00	57,700.00	18,000.00
Jubilee Park & Community Center Corp	4131 South Breeswood	Houston	TX	77025	Social Service	-	400.00	400.00	-
Kwans Club of Richardson, Texas Foundation	7800 Northaven Road	Dallas	TX	75230	Social Service	-	2,100.00	2,100.00	-
Lampighter School	1435 Northeast 81st Avenue Suite 100	Portland	OR	97213	Social Service	5,000.00	-	5,000.00	-
LaunchAbility	P O Box 710759	Dallas	TX	75371	Educational	-	-	5,000.00	-
Legacy Senior Communities	P O Box 830783	Richardson	TX	75083	Social Service	-	2,500.00	2,500.00	-
Library Foundation, Inc	11611 Inwood Road	Dallas	TX	75229	Educational	2,500.00	-	2,500.00	-
Literacy Instruction for Texas	4350 Sigma Road Suite 100	Dallas	TX	75244	Social Service	-	-	2,500.00	-
Mama Hope	6101 Ohio Drive Suite 100	Piano	TX	75024	Social Service	-	1,000.00	1,000.00	-
Marine Military Academy	620 Southwest Fifth Avenue Suite 1025	Portland	OR	97204	Educational	-	500.00	500.00	-
MaxFund Inc	2121 Main Street Suite 100	Dallas	TX	75201	Educational	-	10,000.00	5,000.00	5,000.00
Mental Health America Greater Dallas	582 Market Street Suite 611	San Francisco	CA	94104	Social Service	-	100.00	100.00	-
	320 Iwo Jima Blvd	Hartington	TX	78550	Educational	-	1,100.00	1,100.00	-
	720 West 10th Avenue	Denver	CO	80204	Civic	-	500.00	500.00	-
	624 North Good-Lalimer Suite 200	Dallas	TX	75204	Health / Medical	-	5,000.00	5,000.00	-

**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2012**

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2011	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2012
Methodist Hospital Foundation	1707 Sunset Boulevard	Houston	TX	77005	Health / Medical	-	12,000.00	12,000.00	-
Metro Dallas Homeless Alliance	2816 Swiss Avenue	Dallas	TX	75204	Social Service	-	5,000.00	2,500.00	2,500.00
Middlesex School	1400 Lowell Road	Concord	MA	01742	Educational	-	200.00	200.00	-
Momma's House, Inc	1857 Wantagh Avenue	Wantagh	NY	11793	Social Service	-	5,000.00	2,500.00	2,500.00
My Possibilities	1301 Custer Road Suite 616	Plano	TX	75075	Social Service	-	25,000.00	25,000.00	-
National Center for Family Philanthropy	1101 Connecticut Avenue Northwest Suite 220	Washington	DC	20036	Civic	-	1,000.00	1,000.00	-
National Council of Jewish Women	6025 Royal Lane Suite 219-9	Dallas	TX	75230	Religious	-	1,000.00	1,000.00	-
National Institute on Aging	31 Center Drive MSC 2282	Beltsdesa	MD	20692	Health / Medical	-	400.00	400.00	-
National Shrine of St. Jude/Caretians	205 West Monroe Street	Chicago	IL	60606	Religious	-	1,000.00	1,000.00	-
Navarro College Foundation	3100 West Collin Avenue	Corsicana	TX	75110	Educational	5,000.00	-	5,000.00	-
Neighborhood House	7780 Southwest Capitol Highway	Portland	OR	97219	Social Service	2,500.00	-	2,500.00	-
New Beginning Center	218 North 10th Street	Gardland	TX	75040	Social Service	-	5,000.00	5,000.00	-
New Hope Housing, Inc	1117 Texas Avenue	Houston	TX	77002	Social Service	-	5,000.00	5,000.00	-
New York City Center	130 West 56th Street	New York	NY	10019	Arts / Cultural	-	1,750.00	1,750.00	-
New York Presbyterian Hospital	601 West 188th Street Suites 7 & 8	New York	NY	10032	Health / Medical	2,500.00	-	2,500.00	-
North Shore Animal League America	25 Davis Avenue	Port Washington	NY	11050	Civic	-	100.00	100.00	-
North Texas Food Bank	4500 South Cockrell Hill Road	Dallas	TX	75236	Social Service	-	15,000.00	7,500.00	7,500.00
Chavay Zon Synagogue	2048 Edgewater Court	Lexington	KY	40502	Religious	-	200.00	200.00	-
Operation Kindness	3201 Earhart Drive	Carrollton	TX	75006	Civic	-	100.00	100.00	-
Oregon Humana Society	P O Box 11364	Portland	OR	97211	Civic	-	100.00	100.00	-
Our Friends' Place	2501 Oak Lawn Avenue Suite 500	Dallas	TX	75219	Social Service	-	7,500.00	7,500.00	-
Outside In	1132 Southwest 13th Avenue	Portland	OR	97205	Social Service	-	200.00	200.00	-
P E F Israel Endowment Fund	317 Madison Avenue Suite 607	New York	NY	10017	Social Service	5,000.00	-	5,000.00	-
Parker Jewish Institute	271-11 76th Avenue	New Hyde Park	NY	11040	Health / Medical	-	2,015.00	2,015.00	-
Parker Jewish Institute Foundation	271-11 76th Avenue	New Hyde Park	NY	11040	Health / Medical	-	500.00	500.00	-
Parkland Foundation	2777 North Stemmons Freeway Suite 1700	Dallas	TX	75207	Health / Medical	120,000.00	-	60,000.00	60,000.00
PedPlace	502 South Old Orchard Lane Suite 126	Lewisville	TX	75067	Health / Medical	7,500.00	500.00	8,000.00	-
Peer Health Exchange, Inc	1460 Broadway Suite 5-31	New York	NY	10036	Health / Medical	-	10,000.00	5,000.00	5,000.00
People Helping People	P O Box 1093	Cornelius	OR	97113	Health / Medical	-	9,000.00	9,000.00	-
Pitch In For Baseball	1541 Gehman Road	Harleysville	PA	19438	Social Service	-	200.00	200.00	-
Planned Parenthood Gulf Coast, Inc	4600 Gulf Freeway	Houston	TX	77023	Health / Medical	-	1,000.00	1,000.00	-
Planned Parenthood of Nassau Co Fdn	540 Fulton Avenue	Hempstead	NY	11550	Social Service	-	2,500.00	2,500.00	-
Planned Parenthood of New York City	26 Bleeker Street	New York	NY	10012	Health / Medical	-	300.00	300.00	-
Planned Parenthood of North Texas, Inc	7424 Greenville Avenue Suite 206	Dallas	TX	75231	Health / Medical	-	20,000.00	10,000.00	10,000.00
Planned Parenthood of Wisconsin, Inc	302 North Jackson Street	Milwaukee	WI	53202	Health / Medical	-	300.00	300.00	-
Plano ISD Education Foundation	2700 West 15th Street	Plano	TX	75075	Educational	-	250.00	250.00	-
Port Washington Youth Activities, Inc	P O Box 69	Port Washington	NY	11050	Civic	-	100.00	100.00	-
Prison Entrepreneurship Program	P O Box 926274	Houston	TX	77282	Social Service	-	20,000.00	20,000.00	-
Promise House	223 West Page Avenue	Dallas	TX	75208	Social Service	2,500.00	-	2,500.00	3,000.00
Rainbow Days, Inc	8150 North Central Expressway Suite 1600	Dallas	TX	75206	Social Service	-	6,000.00	3,000.00	-
Reach Education, Inc	218 "D" Street Southeast	Washington	DC	20003	Educational	-	200.00	200.00	-
Reading and Radio Resource, Inc	2007 Randall	Dallas	TX	75201	Educational	5,000.00	-	5,000.00	-
Reading Partners	2810 Swiss Avenue	Dallas	TX	75204	Educational	-	10,000.00	10,000.00	-
Real Schools Initiative	1700 University Drive Suite 250	Fort Worth	TX	76107	Educational	-	10,000.00	10,000.00	-
Reasoning Mind	8150 North Central Expressway Suite 800	Dallas	TX	75206	Educational	7,500.00	-	7,500.00	-
Ronald McDonald House Charities-Memphis	535 Alabama Avenue	Memphis	TN	38105	Social Service	-	100.00	100.00	-
Ronald McDonald House of Dallas, Inc	4707 Bengal Street	Dallas	TX	75235	Social Service	-	1,100.00	1,100.00	-
SCRAP	2815 Northeast Martin Luther King, Jr Boulevard	Portland	OR	97212	Social Service	-	200.00	200.00	-
Senior Citizens of Greater Dallas	3910 Harry Hines Boulevard	Dallas	TX	75219	Social Service	-	550.00	550.00	-

**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2012**

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2011	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2012
Seven Acres Jewish Senior Care Services	6200 North Braeswood	Houston	TX	77074	Social Service	-	200 00	200 00	-
Sisters of the Road	133 Northwest Sixth Avenue	Portland	OR	97209	Social Service	-	14,000 00	7,000 00	7,000 00
Special Olympics Kentucky, Inc	105 Lakeview Court	Frankfort	KY	40601	Social Service	-	3,500 00	3,500 00	-
Suicide & Crisis Center of North Texas	2808 Swiss Avenue	Dallas	TX	75204	Social Service	-	7,500 00	7,500 00	-
Teach for America - Dallas/Fort Worth	350 North St Paul Street Suite 2800	Dallas	TX	75201	Educational	-	20,000 00	20,000 00	-
Temple Beth El Great Neck	Five Old Mill Road	Great Neck	NY	11023	Religious	-	1,000 00	1,000 00	-
Temple Beth-El of Boca Raton	333 Southwest Fourth Avenue	Boca Raton	FL	33432	Religious	-	1,000 00	1,000 00	-
Temple Emanu-El	8500 Hillcrest Road	Dallas	TX	75225	Religious	200,000 00	7,300 00	7,300 00	200,000 00
Texas A & M Foundation	401 George Bush Drive	College Station	TX	77840	Educational	-	100,000 00	100,000 00	-
Texas A&M Hillal Foundation	800 George Bush Drive	College Station	TX	77840	Religious	100,000 00	1,000 00	101,000 00	-
Texas Association for Infant Mental Health	1198 South Bellins Road Suite 100	Coppell	TX	75019	Health / Medical	2,500 00	-	2,500 00	-
Texas Fdn for Educational Advancement	10909 Midway Road	Dallas	TX	75229	Educational	-	5,000 00	5,000 00	-
Texas Friends of Chabad-Lubavitch Inc	201 Live Oak Street	College Station	TX	77840	Religious	-	400 00	400 00	-
Texas Health Institute	8501 North MoPac Highway Suite 300	Austin	TX	78759	Social Service	-	25,000 00	25,000 00	-
Texas Hillal Foundation	2105 San Antonio Street	Austin	TX	78705	Religious	-	2,500 00	2,500 00	-
The Aleph Institute, Inc	9540 Collins Avenue	Miami	FL	33154	Religious	-	18,000 00	18,000 00	-
Trinity River Mission	2060 Singleton Boulevard Suite 104	Dallas	TX	75212	Educational	-	15,000 00	7,500 00	7,500 00
Tulane University	6823 St Charles Avenue	New Orleans	LA	70118	Religious	50,000 00	21,000 00	71,000 00	-
U J A - Federation of New York	130 East 59th Street	New York	NY	10022	Social Service	-	100 00	100 00	-
Union for Reform Judaism	633 Third Avenue	New York	NY	10017	Health / Medical	-	1,700 00	1,700 00	-
United Way of Metropolitan Dallas	1800 North Lamar Street	Dallas	TX	75202	Social Service	-	12,000 00	12,000 00	-
University of Kentucky Research Foundation	Wm B Slurgill Development Bldg	Lexington	KY	40506	Health / Medical	-	500 00	500 00	-
University of Texas M D Anderson Cancer Center	P O Box 301439 Unit 0705	Houston	TX	77230	Health / Medical	-	100 00	100 00	-
University of Southern California	University Park Campus	Los Angeles	CA	90089	Educational	-	500 00	500 00	-
University of Texas at Dallas	800 West Campbell Road AD13	Richardson	TX	75080	Religious	-	2,500 00	2,500 00	-
Vickrey Meadow Learning Center	6329 Ridgcrest Road	Dallas	TX	75231	Educational	-	800 00	800 00	-
Vogel Alcove	7557 Rambler Road Suite 262	Dallas	TX	75231	Social Service	5,000 00	1,000 00	6,000 00	-
Volunteer Services Council	P O Box 368	Denton	TX	76202	Social Service	-	1,000 00	1,000 00	-
Westchester Reform Temple	255 Memaroneck Road	Scarsdale	NY	10583	Religious	-	100 00	100 00	-
Wichita Falls Area Food Bank	P O Box 623	Wichita Falls	TX	76307	Social Service	5,000 00	-	5,000 00	-
Yale University	P O Box 2038	New Haven	CT	06521	Educational	-	100 00	100 00	-
Adjustment to Net Present Value						673,130 00	888,690 00	1,204,320 00	457,500 00
						(1,550 00)	984 00	0 00	(566 00)
						<u>\$671,580 00</u>	<u>\$989,674 00</u>	<u>\$1,204,320 00</u>	<u>\$456,934 00</u>

M.B. and Edna Zale Foundation
 EIN: 75-6037429
 Form 990-PF, Pg 3, Pt IV
 Summary of Broker proceeds
 YE: 12/31/2012

Source	Proceeds	Cost	Gain/loss
Long Term			
Northern Trust Co. - acct 0190	624,784.97	485,361.99	139,422.98
Northern Trust Co. - acct 7742	1,721,537.18	1,506,055.69	215,481.49
Northern Trust Co. - acct 3775	505,636.18	382,903.10	122,733.08
Northern Turst Co. - acct 3811	498,495.84	528,927.39	(30,431.55)
Class Action Lawsuits	30.77		30.77
Other Assets			-
Total LT	3,350,484.94	2,903,248.17	447,236.77

Short Term			
Northern Trust Co. - acct 0190	240,752.25	252,137.56	(11,385.31)
Northern Trust Co. - acct 7742			-
Northern Trust Co. - acct 3775	666,339.70	667,188.55	(848.85)
Northern Turst Co. - acct 3811	1,111,107.30	1,050,337.54	60,769.76
Total ST	2,018,199.25	1,969,663.65	48,535.60
Grand Total	5,368,684.19	4,872,911.82	495,772.37

LT Capital Gain Distributions			
Northern Trust Co. - acct 0190	9.12		9.12
Northern Trust Co. - acct 7742	239,282.47		239,282.47
Northern Turst Co. - acct 3775			-
Total LTCG Distributions	239,291.59		239,291.59

Grand Total			735,063.96
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2012 Tax Information Statement

Page 7 of 18.
 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

• Golden Capital

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
064058100	BANK NEW YORK MELLON CORP COM STK	01/11/2012	1401.0000	29,716.73	27,881.72	0.00	1,835.01	0.00	0.00
G2554F113	COVIDIEN PLC USD0 20(POST CONSOLDTN)	08/24/2011							
578.0000		01/11/2012	09/14/2011	26,478.54	27,932.49	0.00	-1,453.95	0.00	0.00
00846U101	AGILENT TECHNOLOGIES INC								
647.0000		03/14/2012	05/26/2011	29,071.77	31,899.56	0.00	-2,827.79	0.00	0.00
88632Q103	TIBCO SOFTWARE INC								
704.0000		04/16/2012	01/11/2012	23,003.03	16,820.67	0.00	6,182.36	0.00	0.00
88632Q103	TIBCO SOFTWARE INC								
631.0000		04/17/2012	01/11/2012	20,761.20	15,076.49	0.00	5,684.71	0.00	0.00
344849104	FOOT LOCKER INC								
240.0000		06/15/2012	09/14/2011	7,160.90	5,118.55	0.00	2,042.35	0.00	0.00
26441C204	DUKE ENERGY CORP NEW COM NEW								
3300		07/03/2012	07/03/2012	21.69	18.96	0.00	2.73	0.00	0.00
871503108	SYMANTEC CORP								
400.0000		07/13/2012	06/15/2012	5,357.48	5,870.64	0.00	-513.16	0.00	0.00
74835Y101	QUESTCOR PHARMACEUTICALS INC COM								
735.0000		09/24/2012	01/11/2012	15,142.79	29,182.95	0.00	-14,040.16	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

• Golden Capital

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusp	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Nat Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
533900106	LINCOLN ELEC HLDGS INC	10/11/2012	07/13/2012	LECO	29,854.85	33,524.03	0.00	3,669.18	0.00	0.00
770.0000										
018581108	ALLIANCE DATA SYSTEMS CORP	10/25/2012	11/09/2011	ADS	4,993.66	3,519.11	0.00	1,474.55	0.00	0.00
35.0000										
406216101	HALLIBURTON CO	10/25/2012	Various	HAL	11,474.00	11,288.65	0.00	185.35	0.00	0.00
350.0000										
84763R101	SPECTRUM BRANDS HLDGS INC COM STK	10/25/2012	09/11/2012	SPB	5,186.63	4,511.19	0.00	675.44	0.00	0.00
115.0000										
247916208	DENBURY RES INC NEW	11/13/2012	03/14/2012	DNR	26,103.29	34,104.62	0.00	8,001.33	0.00	0.00
1780.0000										
718546104	PHILLIPS 66 COM	12/11/2012	10/25/2012	PSX	6,425.69	5,387.93	0.00	1,037.76	0.00	0.00
120.0000										
Total Short Term Sales					240,752.25	252,137.56	0.00	-11,385.31	0.00	0.00
Long Term 15% Sales										
037833100	APPLE COMPUTER INC	01/11/2012	07/16/2010	AAPL	8,417.03	5,030.85	0.00	3,386.18	0.00	0.00
20.0000										
88579Y101	3M CO	01/11/2012	11/11/2009	MMM	28,191.19	26,546.21	0.00	1,644.98	0.00	0.00
338.0000										

2012 Tax Information Statement

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Ref: JMO

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice • Golden Capital

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03076C106	AMERIPRISE FINANCIAL INC	02/23/2012	02/10/2010	AMP	30,603.49	21,107.97	0.00	9,495.52	0.00	0.00
548.0000										
037833100	APPLE COMPUTER INC	03/14/2012	07/16/2010	AAPL	5,240.38	2,263.88	0.00	2,976.50	0.00	0.00
9.0000										
907818108	UNION PAC CORP COM	04/16/2012	11/09/2010	UNP	33,883.18	28,732.59	0.00	5,150.59	0.00	0.00
313.0000										
235851102	DANAHER CORP	05/16/2012	11/03/2010	DHR	33,930.15	28,028.44	0.00	5,901.71	0.00	0.00
643.0000										
718546104	PHILLIPS 66 COM	05/16/2012	Various	PSX	6,880.28	5,596.76	0.00	1,283.52	0.00	0.00
214.0000										
124857202	CBS CORP	06/15/2012	04/14/2011	CBS	7,590.25	5,779.82	0.00	1,810.43	0.00	0.00
240.0000										
437076102	HOME DEPOT INC	06/15/2012	03/31/2009	HD	12,713.05	5,662.93	0.00	7,050.12	0.00	0.00
245.0000										
778296103	ROSS STORES INC	06/15/2012	05/08/2008	ROST	14,193.81	3,751.00	0.00	10,442.81	0.00	0.00
215.0000										
871503108	SYMANTEC CORP	07/13/2012	05/26/2011	SYMC	22,488.02	32,301.78	0.00	-9,813.76	0.00	0.00
1679.0000										

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 M.B. AND EDNA ZALE FOUNDATION
 Ref: JMO

Account Number: 26-00190
 Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80			TYC						
750.0000	07/13/2012	09/21/2009		38,854.82		25,385.77	0.00	13,469.05	0.00	0.00
14149Y108	CARDINAL HEALTH INC			CAH						
655.0000	08/08/2012	03/11/2010		25,995.97		22,780.82	0.00	3,215.15	0.00	0.00
20030N101	COMCAST CORP CL A COM			CMCSA						
150.0000	08/08/2012	02/15/2011		5,157.35		3,599.55	0.00	1,557.80	0.00	0.00
674599105	OCCIDENTAL PETROLEUM CORP			OXY						
356.0000	08/08/2012	07/30/2007		32,434.22		20,272.24	0.00	12,161.98	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX						
428.0000	08/08/2012	01/24/2002		33,142.93		13,758.06	0.00	19,384.87	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL						
4.0000	09/11/2012	07/16/2010		2,658.69		1,006.17	0.00	1,652.52	0.00	0.00
774415103	ROCKWOOD HLDGS INC COM			ROC						
72.0000	09/11/2012	04/14/2011		3,503.20		3,362.37	0.00	140.83	0.00	0.00
774415103	ROCKWOOD HLDGS INC COM			ROC						
358.0000	09/12/2012	Various		17,114.91		17,123.84	0.00	-8.93	0.00	0.00
774415103	ROCKWOOD HLDGS INC COM			ROC						
238.0000	09/13/2012	04/15/2011		11,554.26		11,503.54	0.00	50.72	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
037833100	APPLE COMPUTER INC	09/24/2012	07/16/2010	AAPL	4,139.89	1,509.26	0.00	2,630.63	0.00	0.00
6.0000										
124857202	CBS CORP	09/24/2012	04/14/2011	CBS	38,978.14	25,166.32	0.00	13,811.82	0.00	0.00
1045 0000										
166764100	CHEVRONTEXACO CORP	09/24/2012	08/21/2007	CVX	4,719.01	3,368.23	0.00	1,350.78	0.00	0.00
40.0000										
459200101	INTL BUSINESS MACHINES CORP	09/24/2012	02/10/2004	IBM	6,160.72	2,970.17	0.00	3,190.55	0.00	0.00
30.0000										
20030N101	COMCAST CORP CL A COM	10/11/2012	02/15/2011	CMCSA	8,109.82	5,519.31	0.00	2,590.51	0.00	0.00
230.0000										
44919P508	IAC / INTERACTIVECORP COM PAR \$.001 STK	10/11/2012	08/25/2010	IACI	3,476.59	1,579.20	0.00	1,897.39	0.00	0.00
65.0000										
458140100	INTEL CORP	10/11/2012	10/12/2007	INTC	29,450.32	34,567.89	0.00	-5,117.57	0.00	0.00
1354 0000										
110122108	BRISTOL MYERS SQUIBB CO	10/25/2012	01/25/2008	BMYY	30,239.44	21,271.30	0.00	8,968.14	0.00	0.00
905.0000										
406216101	HALLIBURTON CO	10/25/2012	11/03/2010	HAL	21,898.95	21,005.46	0.00	893.49	0.00	0.00
668.0000										

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Cusip	Description	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
459200101	INTL BUSINESS MACHINES CORP	IBM					
188.0000	10/25/2012 Various	36,081.84	17,523.66	0.00	18,558.18	0.00	0.00
754730109	RAYMOND JAMES FINANCIAL INC	RJF					
805.0000	10/25/2012 03/09/2011	30,331.24	31,185.62	0.00	854.38	0.00	0.00
031162100	AMGEN INC	AMGN					
20.0000	11/13/2012 12/11/2008	1,717.26	1,163.35	0.00	553.91	0.00	0.00
126650100	CVS CORP	CVS					
50.0000	11/13/2012 08/25/2010	2,312.42	1,401.27	0.00	911.15	0.00	0.00
437076102	HOME DEPOT INC	HD					
30.0000	11/13/2012 03/31/2009	1,912.06	693.42	0.00	1,218.64	0.00	0.00
H0023R105	ACE LTD COM STK	ACE					
50.0000	11/13/2012 01/24/2002	3,874.22	1,845.50	0.00	2,028.72	0.00	0.00
637071101	NATIONAL-OILWELL INC	NOV					
394.0000	12/11/2012 03/09/2011	26,835.87	30,997.44	0.00	-4,161.57	0.00	0.00
Total Long Term 15% Sales			624,784.97	485,361.99	139,422.98	0.00	0.00

2012 Tax Information Statement

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Ref: JMO

Account Number: 26-17742
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION

☐ Corrected ☐ 2nd TIN notice ☐ Other Securities

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term 15% Sales										
02209S103	ALTRIA GROUP INC	01/27/2012	05/01/1996	MO	28,483.50	9,990.00	0.00	18,493.50	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	01/31/2012	11/30/2005		355.39	381.99	0.00	-26.60	0.00	0.00
46513HDG7	ISR ST FLTG RATE LIBOR BD 8TH SER DTD 02/22/2010	02/03/2012	03/08/2010		250,000.00	250,000.00	0.00	0.00		
250000.0000					250,000.00	250,000.00	0.00	0.00		
922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	02/15/2012	05/14/2009	VTSSX	250,000.00	161,223.57	0.00	88,776.43	0.00	0.00
7666.3600					250,000.00	161,223.57	0.00	88,776.43	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	02/29/2012	11/30/2005		341.70	357.18	0.00	-15.48	0.00	0.00
32.5300					341.70	357.18	0.00	-15.48	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	03/30/2012	11/30/2005		353.09	382.21	0.00	-29.12	0.00	0.00
34.8100					353.09	382.21	0.00	-29.12	0.00	0.00
46513GKU0	ISRAEL ST 9TH SER BD FLTG RATE LIBOR DTD04/08/2010	04/05/2012	05/21/2010		250,000.00	250,000.00	0.00	0.00		
250000.0000					250,000.00	250,000.00	0.00	0.00		
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	04/30/2012	11/30/2005		339.12	369.81	0.00	-30.69	0.00	0.00
33.6800					339.12	369.81	0.00	-30.69	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	05/31/2012	11/30/2005		320.06	381.99	0.00	-61.93	0.00	0.00
34.7900					320.06	381.99	0.00	-61.93	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-17742
Recipient's Tax ID Number: XX-XXX7429

Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION

☐ Corrected ☐ 2nd TIN notice

• Other Securities

Sales are listed at Gross Proceeds less commissions and option premiums.

Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
61744J671	MFO MORGAN STANLEY INSTL FD INC FORMERLY MO U S REAL ESTATE I	06/12/2012	Various	MSUSX	564,074.37	543,258.71	0.00	20,815.66	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	06/29/2012	11/30/2005		323.38	369.92	0.00	-46.54	0.00	0.00
33.6900					354.41	383.20	0.00	-28.79	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	07/31/2012	11/30/2005	VBTSX	309,744.58	277,066.30	0.00	32,678.28	0.00	0.00
921937868	MFO VANGUARD BD INDEX FDS TOTAL BD MKT INDEX	08/17/2012	05/24/2007	MSFT	15,289.15	3,800.99	0.00	11,488.16	0.00	0.00
27930.0700	FD SIGNAL SHS				361.21	383.09	0.00	-21.88	0.00	0.00
594918104	MICROSOFT CORP COM	08/28/2012	06/07/1996		356.64	370.90	0.00	-14.26	0.00	0.00
500.0000					49,790.98	6,198.86	0.00	43,592.12	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	08/31/2012	11/30/2005		355.63	383.09	0.00	-27.46	0.00	0.00
34.8900										
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	09/28/2012	11/30/2005	TCBI						
33.7800										
88224Q107	TX CAP BANCSHARES INC COM	10/03/2012	09/30/1998							
1000.0000										
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	10/31/2012	11/30/2005							
34.8900										

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• Other Securities

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11/30/2012	11/30/2005		345.53	370.68	0.00	-25.15	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	12/31/2012	11/30/2005		348.44	383.20	0.00	-34.76	0.00	0.00
Total Long Term 15% Sales					1,721,537.18	1,506,055.69	0.00	215,481.49	0.00	0.00

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2012 Tax Information Statement

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Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION

Ref: JMO

Account Number: 26-33775
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

• Smith Asset Management

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Stock or Other Symbol	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
693506107	PPG INDS INC COM	01/09/2012	Various	22,063.28	25,417.33	0.00	-3,354.05	0.00	0.00
262.0000									
693506107	PPG INDS INC COM	01/10/2012	04/06/2011	20,444.41	22,993.87	0.00	-2,549.46	0.00	0.00
238.0000									
45865V100	INTERCONTINENTALEXCHANGE INC COM	02/07/2012	07/14/2011	27,499.14	28,512.62	0.00	-1,013.48	0.00	0.00
224.0000									
45865V100	INTERCONTINENTALEXCHANGE INC COM	02/08/2012	07/14/2011	22,842.37	22,402.78	0.00	439.59	0.00	0.00
176.0000									
249030107	DENTSPLY INTL INC NEW	03/07/2012	Various	12,126.96	10,560.24	0.00	1,566.72	0.00	0.00
318.0000									
30161N101	EXELON CORP	03/07/2012	08/09/2011	38,466.31	40,362.70	0.00	-1,896.39	0.00	0.00
1000.0000									
918204108	V F CORP	03/07/2012	10/06/2011	8,570.21	7,540.81	0.00	1,029.40	0.00	0.00
59.0000									
249030107	DENTSPLY INTL INC NEW	03/08/2012	Various	33,811.83	29,765.64	0.00	4,046.19	0.00	0.00
882.0000									
918204108	V F CORP	03/08/2012	10/06/2011	35,261.41	30,802.28	0.00	4,459.13	0.00	0.00
241.0000									

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2012 Tax Information Statement

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 Ref: JMO

Account Number: 26-33775
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THE NORTHERN TRUST COMPANY
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• Smith Asset Management

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
21036P108	CONSTELLATION BRANDS INC CL A			STZ						
1883.0000	04/18/2012 Various				40,214.14	36,812.46	0.00	3,401.68	0.00	0.00
37940X102	GLOBAL PMTS INC			GPN						
677.0000	04/18/2012 Various				30,330.48	30,031.73	0.00	298.75	0.00	0.00
437076102	HOME DEPOT INC			HD						
300.0000	04/18/2012 09/13/2011				15,469.03	9,778.08	0.00	5,690.95	0.00	0.00
21036P108	CONSTELLATION BRANDS INC CL A			STZ						
317.0000	04/19/2012 11/03/2011				6,742.85	6,280.78	0.00	462.07	0.00	0.00
37940X102	GLOBAL PMTS INC			GPN						
223.0000	04/19/2012 10/13/2011				10,034.65	9,801.43	0.00	233.22	0.00	0.00
00817Y108	AETNA INC NEW			AET						
735.0000	05/10/2012 06/28/2011				30,790.67	32,677.22	0.00	-1,886.55	0.00	0.00
151020104	CELGENE CORP			CELG						
600.0000	05/10/2012 10/06/2011				42,348.31	37,951.56	0.00	4,396.75	0.00	0.00
744320102	PRUDENTIAL FINL INC			PRU						
566.0000	05/10/2012 04/18/2012				29,291.82	34,352.80	0.00	-5,060.98	0.00	0.00
00817Y108	AETNA INC NEW			AET						
265.0000	05/11/2012 06/28/2011				11,036.05	11,781.58	0.00	-745.53	0.00	0.00

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• Smith Asset Management

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
744320102	PRUDENTIAL FINL INC			PRU					
234.0000	05/11/2012 Various			12,047.29	14,160.73	0.00	-2,113.44	0.00	0.00
773903109	ROCKWELL INTL CORP NEW			ROK					
600.0000	07/03/2012 11/22/2011			38,963.49	41,653.80	0.00	-2,690.31	0.00	0.00
G491BT108	INVESCO LTD COM STK USD0.10			IVZ					
1338.0000	08/01/2012 Various			29,436.28	32,474.19	0.00	-3,037.91	0.00	0.00
G491BT108	INVESCO LTD COM STK USD0.10			IVZ					
321.0000	08/02/2012 02/08/2012			6,893.16	7,816.70	0.00	-923.54	0.00	0.00
G491BT108	INVESCO LTD COM STK USD0.10			IVZ					
241.0000	08/02/2012 02/08/2012			5,172.49	5,868.62	0.00	-696.13	0.00	0.00
242370104	DEAN FOODS CO NEW			DF					
2900.0000	10/19/2012 06/07/2012			52,042.23	46,778.45	0.00	5,263.78	0.00	0.00
001084102	AGCO CORP			AGCO					
375.0000	11/09/2012 Various			16,618.01	18,365.98	0.00	-1,747.97	0.00	0.00
054937107	BB&T CORP			BBT					
1091.0000	11/09/2012 Various			30,152.38	31,427.51	0.00	-1,275.13	0.00	0.00
001084102	AGCO CORP			AGCO					
525.0000	11/12/2012 01/10/2012			23,555.33	26,074.44	0.00	-2,519.11	0.00	0.00

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2012 Tax Information Statement

Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION

Account Number:
26-33775
XX-XXX7429

Recipient's Tax ID Number:

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

• Smith Asset Management

Sales are listed at Gross Proceeds less commissions and option premiums.

Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
054937107	BB&T CORP								
509.0000		11/12/2012	03/08/2012	14,115.12	14,742.22	0.00	-627.10	0.00	0.00
Total Short Term Sales									
				666,339.70	667,188.55	0.00	-848.85	0.00	0.00
Long Term 15% Sales									
14040H105	CAPITAL ONE FINL CORP								
1000.0000		01/24/2012	11/25/2009	44,960.24	38,807.60	0.00	6,152.64	0.00	0.00
966837106	WHOLE FOODS MKT INC								
100.0000		03/07/2012	08/14/2009	8,157.49	2,796.52	0.00	5,360.97	0.00	0.00
966837106	WHOLE FOODS MKT INC								
200.0000		05/10/2012	08/14/2009	17,452.04	5,593.04	0.00	11,859.00	0.00	0.00
19122T109	COCA-COLA ENTERPRISES INC NEW COM								
1600.0000		06/07/2012	Various	42,906.56	45,526.37	0.00	-2,619.81	0.00	0.00
29264F205	ENDO PHARMACEUTICALS HLDGS INC								
482.0000		06/07/2012	08/18/2010	14,829.22	13,621.61	0.00	1,207.61	0.00	0.00
778296103	ROSS STORES INC								
100.0000		06/07/2012	03/20/2009	6,442.20	1,718.73	0.00	4,723.47	0.00	0.00
29264F205	ENDO PHARMACEUTICALS HLDGS INC								
818.0000		06/08/2012	08/18/2010	24,496.91	23,117.17	0.00	1,379.74	0.00	0.00

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• Smith Asset Management

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
741503403	PRICELINE COM INC COM			PCLN					
40.0000	07/03/2012	09/27/2010		27,391.78	13,844.21	0.00	13,547.57	0.00	0.00
783549108	RYDER SYSTEM INC			R					
513.0000	07/03/2012	Various		18,029.14	27,982.24	0.00	-9,953.10	0.00	0.00
783549108	RYDER SYSTEM INC			R					
287.0000	07/05/2012	06/29/2011		10,032.50	15,830.12	0.00	-5,797.62	0.00	0.00
03662Q105	ANSYS INC			ANSS					
516.0000	08/01/2012	Various		31,028.50	25,238.10	0.00	5,790.40	0.00	0.00
03662Q105	ANSYS INC			ANSS					
284.0000	08/02/2012	11/12/2010		18,496.14	13,940.03	0.00	4,556.11	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL					
10.0000	09/06/2012	04/16/2009		6,740.02	1,200.52	0.00	5,539.50	0.00	0.00
741503403	PRICELINE COM INC COM			PCLN					
65.0000	09/06/2012	09/27/2010		39,363.84	22,496.84	0.00	16,867.00	0.00	0.00
88632Q103	TIBCO SOFTWARE INC			TIBX					
522.0000	10/05/2012	Various		14,990.20	6,395.89	0.00	8,594.31	0.00	0.00
88632Q103	TIBCO SOFTWARE INC			TIBX					
1078.0000	10/08/2012	07/06/2010		30,717.89	13,357.18	0.00	17,360.71	0.00	0.00

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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• Smith Asset Management

Sales are listed at Gross Proceeds less commissions and option premiums.

Quantity Sold	Date of Sale or Exchange	Description	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
216648402	10/19/2012	COOPER COS INC NEW	COO	17,281.59	12,481.87	0.00	4,799.72	0.00	0.00
180.0000	10/19/2012	03/25/2011	CHKP	37,134.24	39,483.91	0.00	-2,349.67	0.00	0.00
M22465104	10/19/2012	CHECK POINT SOFTWARE TECH ORD	NBL	13,300.74	13,821.27	0.00	-520.53	0.00	0.00
900.0000	10/22/2012	Various	NBL	32,781.89	34,845.18	0.00	-2,063.29	0.00	0.00
655044105	10/23/2012	NOBLE ENERGY INC COM	AAPL	49,103.05	10,804.70	0.00	38,298.35	0.00	0.00
142.0000	10/23/2012	NOBLE ENERGY INC COM		505,636.18	382,903.10	0.00	122,733.08	0.00	0.00
358.0000	11/09/2012	APPLE COMPUTER INC							
037833100									
90.0000									
Total Long Term 15% Sales									

2012 Tax Information Statement

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26-73811

XX-XXX7429

Account Number:

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• RiverPoint Capital

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Quantity Sold	Cusip	Description	Date of Sale or Exchange	Stocks, Bonds, etc	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
001547108	AK STEEL HOLDING CORP			AKS	21,863.32	30,737.00	0.00	-8,873.68	0.00
2500.0000	02/07/2012	Various							
007865108	AEROPOSTALE COM			ARO	5,223.23	7,573.83	0.00	-2,350.60	0.00
300.0000	02/16/2012	03/07/2011							
026375105	AMERICAN GREETINGS CORP CLASS A			AM	10,518.14	11,982.98	0.00	-1,464.84	0.00
750.0000	08/22/2012	11/14/2011							
03073E105	AMERISOURCE BERGEN CORP			ABC	30,265.32	29,503.44	0.00	761.88	0.00
800.0000	08/22/2012	03/02/2012							
039380100	ARCH COAL INC			ACI	14,066.40	27,752.30	0.00	-13,685.90	0.00
1950.0000	08/22/2012	Various							
039483102	ARCHER DANIELS MIDLAND CO			ADM	7,845.75	8,849.70	0.00	-1,003.95	0.00
300.0000	08/22/2012	01/30/2012							
064058100	BANK NEW YORK MELLON CORP COM STK			BK	45,144.98	41,105.80	0.00	4,039.18	0.00
2000.0000	08/22/2012	Various							
219350105	CORNING INC			GLW	36,363.73	41,274.99	0.00	-4,911.26	0.00
3150.0000	08/22/2012	Various							
401617105	GUESS INC COM			GES	9,930.77	9,081.66	0.00	849.11	0.00
300.0000	08/22/2012	09/09/2011							

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2012 Tax Information Statement

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 M.B. AND EDNA ZALE FOUNDATION
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Account Number: 26-73811
 Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

• RiverPoint Capital

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Federal Income Tax Withheld	Net Gain or Loss	State Tax Withheld
444859102	HUMANA INC			HUM						
300.0000	08/22/2012	08/13/2012			20,559.58	19,893.75	0.00	0.00	665.83	0.00
46069S109	INTERSIL HLDG CORP CL A			ISIL						
1000.0000	08/22/2012	02/07/2012			9,189.89	11,287.50	0.00	0.00	-2,097.61	0.00
478366107	JOHNSON CONTROLS INC			JCI						
425.0000	08/22/2012	08/13/2012			11,369.64	11,009.63	0.00	0.00	360.01	0.00
565849106	MARATHON OIL CORP			MRO						
600.0000	08/22/2012	10/12/2011			16,279.49	14,250.00	0.00	0.00	2,029.49	0.00
651639106	NEWMONT MINING CORP NEW COMMON STOCK			NEM						
275.0000	08/22/2012	02/07/2012			13,162.08	16,915.25	0.00	0.00	-3,753.17	0.00
697900108	PAN AMER SILVER COM NPV			PAAS						
1725.0000	08/22/2012	Various			28,945.01	36,968.71	0.00	0.00	-8,023.70	0.00
703481101	PATTERSON-UTI ENERGY INC COM			PTEN						
1675.0000	08/22/2012	Various			27,106.92	29,045.53	0.00	0.00	-1,938.61	0.00
713448108	PEPSICO INC			PEP						
550.0000	08/22/2012	03/12/2012			40,018.92	35,145.00	0.00	0.00	4,873.92	0.00
855030102	STAPLES INC			SPLS						
2200.0000	08/22/2012	12/06/2011			24,287.45	32,908.04	0.00	0.00	-8,620.59	0.00

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
863667101	STRYKER CORP	08/22/2012	10/20/2011	SYK	29,589.33	26,224.00	0.00	3,365.33	0.00	0.00
550.0000										
871829107	SYSCO CORP	08/22/2012	10/12/2011	SYT	36,119.18	31,773.96	0.00	4,345.22	0.00	0.00
1200.0000										
88579Y101	3M CO	08/22/2012	Various	MMM	43,900.32	40,156.32	0.00	3,744.00	0.00	0.00
475.0000										
959802109	WESTERN UNION CO	08/22/2012	02/10/2012	WU	9,103.30	9,240.00	0.00	-136.70	0.00	0.00
525.0000										
H5833N103	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	08/22/2012	10/12/2011	NE	7,643.09	6,248.00	0.00	1,395.09	0.00	0.00
200.0000										
Total Short Term Sales									0.00	0.00
									-30,431.55	0.00
Long Term 15% Sales										
98212B103	WPX ENERGY INC COM SHS	01/03/2012	11/30/2009	WPX	10.95	7.25	0.00	3.70	0.00	0.00
6700										
98212B103	WPX ENERGY INC COM SHS	01/10/2012	Various	WPX	7,537.42	4,864.23	0.00	2,673.19	0.00	0.00
441.0000										
969457100	WILLIAMS COS INC	01/30/2012	Various	WMB	37,405.61	21,853.78	0.00	15,551.83	0.00	0.00
1325.0000										

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2012 Tax Information Statement

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 Recipient's Name and Address: Ref: JMO
 M.B. AND EDNA ZALE FOUNDATION

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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• RiverPoint Capital

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusp	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
55306N104	MKS INSTRUMENT INC			MKSI						
1700.0000	02/10/2012 Various			52,933.92		32,807.40	0.00	20,126.52	0.00	0.00
007865108	AEROPOSTALE COM			ARO						
1200.0000	02/16/2012 02/11/2011			20,892.94		30,962.52	0.00	-10,069.58	0.00	0.00
540424108	LOEWS CORP			L						
725.0000	03/02/2012 Various			28,124.34		27,430.49	0.00	693.85	0.00	0.00
670346105	NUCOR CORP			NUE						
700.0000	03/12/2012 Various			29,501.45		31,324.80	0.00	-1,823.35	0.00	0.00
811904101	SEACOR HLDGS INC COM			CKH						
275.0000	04/19/2012 03/14/2011			25,791.40		25,778.94	0.00	12.46	0.00	0.00
089302103	BIG LOTS INC			BIG						
325.0000	05/22/2012 12/28/2010			11,383.19		9,817.70	0.00	1,565.49	0.00	0.00
58933Y105	MERCK & CO INC			MRK						
200.0000	05/22/2012 01/28/2011			7,494.49		6,680.82	0.00	813.67	0.00	0.00
868536103	SUPER VALU INC			SVU						
4000.0000	07/12/2012 Various			11,559.73		31,329.70	0.00	-19,769.97	0.00	0.00
527288104	LEUCADIA NATIONAL CORP			LUK						
1350.0000	08/13/2012 Various			29,460.65		31,814.10	0.00	-2,353.45	0.00	0.00

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CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
002824100	ABBOTT LABORATORIES			ABT						
575.0000	08/22/2012 Various			37,598.17		28,855.15	0.00	8,743.02	0.00	0.00
002824100	ABBOTT LABORATORIES			ABT						
175.0000	08/22/2012 01/24/2011			11,442.92		8,431.50	0.00	3,011.42	0.00	0.00
026375105	AMERICAN GREETINGS CORP CLASS A			AM						
1000.0000	08/22/2012 03/28/2011			14,024.18		23,168.70	0.00	-9,144.52	0.00	0.00
039483102	ARCHER DANIELS MIDLAND CO			ADM						
1100.0000	08/22/2012 08/17/2011			28,767.76		31,355.50	0.00	-2,587.74	0.00	0.00
071813109	BAXTER INTL INC			BAX						
700.0000	08/22/2012 Various			40,691.69		40,812.02	0.00	-120.33	0.00	0.00
089302103	BIG LOTS INC			BIG						
600.0000	08/22/2012 12/28/2010			23,275.10		18,124.98	0.00	5,150.12	0.00	0.00
089302103	BIG LOTS INC			BIG						
500.0000	08/22/2012 05/26/2011			19,395.91		15,892.15	0.00	3,503.76	0.00	0.00
112585104	BROOKFIELD ASSET MGMT INC VOTING SHS CL A			BAM						
1000.0000	08/22/2012 Various			35,192.52		21,724.10	0.00	13,468.42	0.00	0.00
136375102	CANADIAN NATL RY CO COM			CNI						
525.0000	08/22/2012 Various			48,006.92		27,045.00	0.00	20,961.92	0.00	0.00



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P.O. BOX 803878
CHICAGO, IL 60680

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Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
228368106	CROWN HLDGS INC COM 144A			CKK						
1150.0000	08/22/2012 Various			41,975.43		29,225.19	0.00	12,750.24	0.00	0.00
25179M103	DEVON ENERGY CORP NEW			DVN						
300.0000	08/22/2012 11/10/2010			18,168.64		21,569.01	0.00	-3,400.37	0.00	0.00
257867101	R R DONNELLEY & SONS CO			RRD						
2275.0000	08/22/2012 Various			26,733.14		42,259.21	0.00	-15,526.07	0.00	0.00
401617105	GUESS INC COM			GES						
575.0000	08/22/2012 04/05/2011			19,033.97		23,028.75	0.00	-3,994.78	0.00	0.00
46069S109	INTERSIL HLDG CORP CL A			ISIL						
2200.0000	08/22/2012 03/23/2011			20,217.76		26,311.78	0.00	-6,094.02	0.00	0.00
478366107	JOHNSON CONTROLS INC			JCI						
850.0000	08/22/2012 Various			22,739.28		16,878.10	0.00	5,861.18	0.00	0.00
565849106	MARATHON OIL CORP			MRO						
725.0000	08/22/2012 08/02/2010			19,671.06		15,055.27	0.00	4,615.79	0.00	0.00
576323109	MASTEC INC COM			MTZ						
2300.0000	08/22/2012 10/18/2010			43,156.46		26,869.75	0.00	16,286.71	0.00	0.00
58933Y105	MERCK & CO INC			MRK						
1200.0000	08/22/2012 Various			51,397.85		39,723.63	0.00	11,674.22	0.00	0.00

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649445103	NEW YORK COMMUNITY BANCORP INC COM			NYCB						
2000 0000	08/22/2012 Various			26,179.61		28,480.08	0.00	-2,300.47	0.00	0.00
651639106	NEWMONT MINING CORP NEW COMMON STOCK			NEM						
425 0000	08/22/2012 06/03/2011			20,341.40		23,374.07	0.00	-3,032.67	0.00	0.00
65248E203	NEWS CORP INC			NWS						
1575 0000	08/22/2012 Various			36,917.33		23,060.25	0.00	13,857.08	0.00	0.00
680223104	OLD REPUBLIC INTERNATIONAL CORP			ORI						
2600 0000	08/22/2012 Various			23,477.73		34,860.14	0.00	-11,382.41	0.00	0.00
867224107	SUNCOR ENERGY INC NEW COM STK			SU						
1025 0000	08/22/2012 Various			32,423.40		31,546.30	0.00	877.10	0.00	0.00
959802109	WESTERN UNION CO			WU						
1500 0000	08/22/2012 01/07/2011			26,009.41		28,773.00	0.00	-2,763.59	0.00	0.00
G5876H105	MARVELL TECHNOLOGY GROUP LTD ORD			MRVL						
3050 0000	08/22/2012 Various			31,921.50		51,170.13	0.00	-19,248.63	0.00	0.00
H0023R105	ACE LTD COM STK			ACE						
450 0000	08/22/2012 07/22/2010			33,396.54		23,831.46	0.00	9,565.08	0.00	0.00
H27013103	WEATHERFORD INTL LTD			WFT						
1925 0000	08/22/2012 Various			24,408.45		32,327.90	0.00	-7,919.45	0.00	0.00

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Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
H5833N103	NOBLE CORPORATION (SWITZERLAND) COM	USD0.10		NE						
850.0000	08/22/2012 Various			32,483.12		31,350.23	0.00	1,132.89	0.00	0.00
Y8564W103	TEEKAY CORP COM			TK						
1300.0000	08/22/2012 Various			39,963.96		30,562.46	0.00	9,401.50	0.00	0.00
Total Long Term 15% Sales				1,111,107.30		1,050,337.54	0.00	60,769.76	0.00	0.00