Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

SOL WAXMAN AND TINA P WAXMAN FAMILY
FOUNDATION
12352 WOODLEY AVE
GRANADA HILLS, CA 91344

A Employer identification number 91-2161843

B Telephone number (see the instructions) 818-368-5374

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,736,862.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	10,994.	10,994.	10,994.	
	4 Dividends and interest from securities	18,009.	18,009.	18,009.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	41,376.			
	b Gross sales price for all assets on line 6a 468,334.				
	7 Capital gain net income (from Part IV, line 2)		41,376.		
	8 Net short-term capital gain			692.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	70,379.	70,379.	29,695.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	6,500.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	7,250.			7,250.
	c Other prof fees (attach sch) See St 2	3,716.			3,716.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	8,972.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	60.			60.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,498.			11,026.
	25 Contributions, gifts, grants paid Part XV	85,000.			85,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	111,498.	0.	0.	96,026.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-41,119.			
	b **Net investment income** (if negative, enter -0-)		70,379.		
	c **Adjusted net income** (if negative, enter -0-)			29,695.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	47,639.	148,181.	148,181.
	2 Savings and temporary cash investments	1,250,000.	1,150,000.	1,179,138.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,522.		
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	339,444.	474,306.	358,578.
	c Investments — corporate bonds (attach schedule)	200,000.	30,000.	25,965.
	11 Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 5	25,000.	25,000.	25,000.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)	1.		
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	1,868,606.	1,827,487.	1,736,862.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,868,606.	1,827,487.	
	30 Total net assets or fund balances (see instructions)	1,868,606.	1,827,487.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,868,606.	1,827,487.	

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	1,868,606.
2	Enter amount from Part I, line 27a	2	-41,119.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,827,487.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,827,487.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	41,376.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	692.

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) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a	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 instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	1,408.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,408.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,408.
6	Credits/Payments.			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 3,221.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,221.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	1,813.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 1,813. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► JEFFREY M. STONE Telephone no ► 818-368-5374

Located at ► 12352 WOODLEY AVE GRANADA HILLS CA ZIP + 4 ► 91344

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		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 ► 20__ , 20__ , 20__ , 20__	☐ 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)		2 b	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 ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHARON FRIEDMAN 503 NORTH FULLER AVE LOS ANGELES, CA 90036	Secretary 0	2,700.	0.	0.
JEFFREY M. STONE 12352 WOODLEY AVE GRANADA HILLS, CA 91344	President 0	3,800.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ►	0.

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	374,006.
b	Average of monthly cash balances	1b	1,490,232.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,864,238.
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	1,864,238.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	27,964.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,836,274.
6	**Minimum investment return.** Enter 5% of line 5	6	91,814.

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	91,814.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,408.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,408.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	90,406.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	90,406.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	90,406.

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	96,026.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	96,026.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	96,026.

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				90,406.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			20,041.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 96,026.				
a Applied to 2011, but not more than line 2a			20,041.	
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				75,985.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				14,421.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 8				
Total			► 3a	85,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			3	10,994.	
4 Dividends and interest from securities			3	18,009.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					41,376.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				29,003.	41,376.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 70,379.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] President | Date: 7/25/13 | Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JEFFREY M. STONE EA	JEFFREY M. STONE EA	7/25/13		P01245167

Firm's name ► Popiel & Associates, An Accountancy Corp. Firm's EIN ► 95-4889582

Firm's address ► 17402 Chatsworth St., Ste. 101 Granada Hills, CA 91344 Phone no (818) 366-1144

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 7,250.			$ 7,250.
Total	$ 7,250.	$ 0.	$ 0.	$ 7,250.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT AND ADVISORY FEES	$ 3,716.			$ 3,716.
Total	$ 3,716.	$ 0.	$ 0.	$ 3,716.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	$ 8,519.			
FOREIGN TAXES PAID	453.			
Total	$ 8,972.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CALIFORNIA FILING FEES	$ 10.			$ 10.
CORPORATE FEES	50.			50.
Total	$ 60.	$ 0.	$ 0.	$ 60.

Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
LOAN TO IVDN	Cost	$ 25,000.	$ 25,000.
Total		$ 25,000.	$ 25,000.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	0.3345 OI S A	Purchased	4/12/2012	4/12/2012
2	0.31 OI S A	Purchased	4/12/2012	4/12/2012
3	0.1366 OI S A	Purchased	4/12/2012	4/19/2012
4	0.3345 OI S A	Purchased	4/12/2012	4/19/2012
5	10 OI S A	Purchased	4/12/2012	7/24/2012
6	5 NEWS CORP	Purchased	9/08/2011	8/17/2012
7	5 PEPSICO	Purchased	9/16/2011	8/17/2012
8	10 PEPSICO	Purchased	10/14/2011	8/17/2012
9	105 OI S A	Purchased	4/12/2012	10/09/2012
10	100000 WELLS FARGO BANK CD LINKED GOLD	Purchased	12/30/2009	4/12/2012
11	100000 WELLS FARGO BANK CD LINKED TO BRIC CURRE	Purchased	12/30/2009	7/27/2012
12	100000 WELLS FARGO BANK CD LINKED TO BASKET OF	Purchased	12/30/2009	7/12/2012
13	100000 WELLS FARGO BANK CD LINKED TO BSKT OF FO	Purchased	12/30/2009	7/09/2012
14	5 AIR PRODUCTS & CHEMICALS INC	Purchased	10/26/2012	11/19/2012
15	14 JOHNSON CONTROLS INC	Purchased	10/26/2012	11/19/2012
16	15 MICROSOFT CORP	Purchased	10/26/2012	11/19/2012
17	1 NINETY NINE CENTS STORES	Purchased	11/05/2010	1/17/2012
18	200 LAS VEGAS SANDS	Purchased	7/08/2010	2/03/2012
19	4 AMERICAN INTL INDUSTRIES INC	Purchased	11/05/2010	7/12/2012
20	15 LOWES COMPANIES	Purchased	8/03/2010	1/19/2012
21	115 MIZUHO FINANCIAL GROUP	Purchased	5/02/2007	1/11/2012
22	110 MIZUHO FINANCIAL GROUP	Purchased	9/19/2007	1/11/2012
23	30 LOWES COMPANIES	Purchased	8/03/2010	2/06/2012
24	35 LOWES COMPANIES	Purchased	9/15/2010	2/06/2012
25	15 MICROSOFT CORP	Purchased	5/12/2006	2/21/2012
26	5 MICROSOFT CORP	Purchased	6/07/2006	2/21/2012
27	5 TOYOTA MTR CORP	Purchased	11/16/2009	2/13/2012
28	10 MICROSOFT CORP	Purchased	6/07/2006	3/06/2012
29	10 MICROSOFT CORP	Purchased	6/07/2006	3/09/2012
30	20 SONY CORP	Purchased	8/26/2008	3/09/2012
31	10 AT&T CORP	Purchased	12/01/2004	4/27/2012
32	30 BB&T CORP	Purchased	7/02/2008	4/20/2012
33	1.50943 PNC FINANCIAL SERVICES	Purchased	10/31/2007	4/02/2012
34	2.83018 PNC FINANCIAL SERVICES	Purchased	11/05/2007	4/02/2012
35	.66039 PNC FINANCIAL SERVICES	Purchased	5/29/2008	4/02/2012
36	10 SEVEN & I HOLDINGS ADR	Purchased	9/28/2010	4/26/2012
37	10 AT&T CORP	Purchased	12/01/2004	5/04/2012
38	1 AT&T CORP	Purchased	12/01/2004	5/10/2012

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
39	24 AT&T CORP	Purchased	8/28/2008	5/10/2012
40	6 AT&T CORP	Purchased	8/26/2008	5/11/2012
41	15 AT&T CORP	Purchased	10/27/2009	5/11/2012
42	30 PFIZER INC	Purchased	11/16/2005	5/11/2012
43	5 PFIZER INC	Purchased	7/31/2008	5/11/2012
44	5 CHEVRON CORP	Purchased	3/18/2010	6/13/2012
45	10 CHEVRON CORP	Purchased	3/26/2010	6/13/2012
46	15 SEVEN & I HOLDINGS ADR	Purchased	9/28/2010	6/07/2012
47	10 UNILEVER NV ADR	Purchased	11/02/2004	6/12/2012
48	10 ELI LILLY	Purchased	8/27/2009	7/16/2012
49	10 MERCK & CO	Purchased	11/05/2009	7/30/2012
50	36 OI S A	Purchased	11/24/2009	7/24/2012
51	10 SANOFI ADR	Purchased	1/28/2005	7/30/2012
52	20 NEWS CORP	Purchased	8/05/2011	8/17/2012
53	10 SEVEN & I HOLDINGS ADR	Purchased	9/28/2010	8/02/2012
54	10 VALERO ENERGY	Purchased	7/31/2009	8/24/2012
55	10 VALERO ENERGY	Purchased	9/01/2009	8/24/2012
56	10 VALERO ENERGY	Purchased	9/01/2009	8/27/2012
57	40 GENERAL ELECTRIC COMPANY	Purchased	4/15/2009	9/14/2012
58	55 GENERAL ELECTRIC COMPANY	Purchased	4/15/2009	9/27/2012
59	10 VALERO ENERGY	Purchased	9/01/2009	9/05/2012
60	5 VALERO ENERGY	Purchased	9/01/2009	9/28/2012
61	5 VALERO ENERGY	Purchased	11/19/2009	9/28/2012
62	195 OI S A	Purchased	11/24/2009	10/09/2012
63	4.375 SUPERVALU	Purchased	6/02/2006	10/23/2012
64	9.6525 SUPERVALU	Purchased	6/02/2006	10/23/2012
65	20 J SAINSBURY	Purchased	8/26/2008	12/17/2012
66	10 SANOFI ADR	Purchased	1/28/2005	12/10/2012
67	15 VALERO ENERGY	Purchased	11/19/2009	12/10/2012
68	15 VALERO ENERGY	Purchased	6/15/2011	12/10/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2.		0.	2.				$ 2.
2	5.		0.	5.				5.
3	5.		0.	5.				5.
4	2.		0.	2.				2.
5	53.		0.	53.				53.
6	116.		82.	34.				34.
7	366.		310.	56.				56.
8	733.		621.	112.				112.
9	428.		0.	428.				428.
10	129,495.		100,000.	29,495.				29,495.
11	103,995.		100,000.	3,995.				3,995.
12	100,245.		100,000.	245.				245.
13	100,000.		100,000.	0.				0.
14	403.		388.	15.				15.
15	362.		361.	1.				1.
16	400.		421.	-21.				-21.
17	22.		16.	6.				6.
18	10,318.		4,478.	5,840.				5,840.
19	0.		2.	-2.				-2.
20	408.		312.	96.				96.
21	320.		1,397.	-1,077.				-1,077.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
22	306.		1,217.	-911.				$ -911.
23	816.		624.	192.				192.
24	952.		748.	204.				204.
25	470.		348.	122.				122.
26	157.		111.	46.				46.
27	394.		395.	-1.				-1.
28	316.		223.	93.				93.
29	320.		223.	97.				97.
30	419.		771.	-352.				-352.
31	326.		211.	115.				115.
32	944.		720.	224.				224.
33	97.		937.	-840.				-840.
34	182.		1,610.	-1,428.				-1,428.
35	42.		96.	-54.				-54.
36	596.		469.	127.				127.
37	329.		211.	118.				118.
38	33.		21.	12.				12.
39	793.		731.	62.				62.
40	202.		183.	19.				19.
41	506.		380.	126.				126.
42	685.		650.	35.				35.
43	114.		94.	20.				20.
44	504.		374.	130.				130.
45	1,008.		744.	264.				264.
46	897.		704.	193.				193.
47	321.		198.	123.				123.
48	438.		340.	98.				98.
49	448.		193.	255.				255.
50	191.		0.	191.				191.
51	400.		374.	26.				26.
52	466.		295.	171.				171.
53	644.		469.	175.				175.
54	292.		180.	112.				112.
55	292.		185.	107.				107.
56	302.		185.	117.				117.
57	883.		469.	414.				414.
58	1,222.		645.	577.				577.
59	314.		185.	129.				129.
60	158.		92.	66.				66.
61	158.		82.	76.				76.
62	795.		0.	795.				795.
63	13.		128.	-115.				-115.
64	28.		281.	-253.				-253.
65	450.		481.	-31.				-31.
66	461.		374.	87.				87.
67	486.		245.	241.				241.
68	486.		374.	112.				112.
							Total	$ 41,376.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	SOL & TINA P. WAXMAN FAMILY FOUNDATION
Care Of:	JEFFREY M. STONE, PRESIDENT
Street Address:	12352 WOODLEY AVE
City, State, Zip Code:	GRANADA HILLS, CA 91344
Telephone:	818-368-5374
E-Mail Address:	
Form and Content:	WHAT DOES THE ORGANIZATION DO? HOW MUCH MONEY GETS SPENT ON THE INTENT AND OR PURPOSE OF THE ORGANIZATION COMPARED TO THE ADMINISTRATION EXPENSES? ALL MATERIALS RELAVENT TO THE QUESTIONS JUST ASKED PREVIOUSLY.
Submission Deadlines:	NONE
Restrictions on Awards:	NONE.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
ACCESS LIVING OF METROPOLITAN CHICAGO 115 W CHICAGO AVE CHICAGO, IL 60610	NONE		TO FURTHER THE GOALS OF HELPING THE HANDICAP.	$ 10,000.
SCLERDERMA SUPPORT GROUP 11704 WILSHIRE BLVD SUITE 250 LOS ANGELES, CA 90025	NONE		TO FURTHER THE CAUSE OF THE HANDICAP FROM THE AFFECTS OF THIS DISEASE.	35,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD, 5th FLOOR LOS ANGELES, CA 90024	NONE		TO FURTHER THE REASEARCH IN PREVENTING THIS DISEASE FROM HANDICAPING OTHERS.	10,000.
CONCERN FOUNDATION 1026 SO. ROBERTSON BLVD. LOS ANGELES, CA 90035	NONE		TO FURTHER THE CAUSE OF PREVENTING PEOPLE GETTING THESE DEBILITATING DISEASES.	10,000.
RANCHO LOS AMIGOS FOUNDATION 7601 E. IMPERIAL HWY. DOWNEY, CA 90242	NONE		TO FURTHER THE CAUSE OF HELPING THE DISABLED.	20,000.
			Total	$ 85,000.

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 1376-0828

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	0 00	1,165 08

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	134 33	0 00
BANK DEPOSIT SWEEP Interest Period 12/01/12 - 12/31/12	0 01	2,470 24	0.24
Total Cash and Sweep Balances		**$2,604.57**	**$0.24**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AFLAC INC AFL	41	53.1200	2,177.92	57.40	2.63
AIR PRODUCTS & CHEMICALS INC APD	21	84.0200	1,764.42	53.76	3.04
ANALOG DEVICES INC ADI	51	42.0600	2,145.06	61 20	2 85
AT & T INC T	58	33 7100	1,955 18	104 40	5 33
AUTOMATIC DATA PROCESSING ADP	35	56 9300	1,992.55	60.90	3 05

ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 1376-0828

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BAXTER INTERNATIONAL INC BAX	33	66.6600	2,199 78	59.40	2.70
BECTON DICKINSON & CO BDX	27	78.1900	2,111 13	53.46	2.53
CHEVRON CORPORATION CVX	23	108.1400	2,487 22	82.80	3.32
CHUBB CORP CB	25	75 3200	1,883 00	41.00	2.17
CLOROX COMPANY CLX	28	73 2200	2,050.16	71 68	3.49
COLGATE-PALMOLIVE CO CL	19	104 5400	1,986.26	47.12	2.37
CONOCOPHILLIPS COP	26	57 9900	1,507.74	68.64	4.55
EATON VANCE CORP NON VTG EV	54	31 8500	1,719 90	43.20	2.51
EMERSON ELECTRIC CO EMR	42	52.9600	2,224.32	68.88	3.09
EXXON MOBIL CORP XOM	33	86.5500	2,856 15	75.24	2 63
FACTSET RESEARCH SYSTEMS INC FDS	22	88 0600	1,937 32	0 22	0 01
GENERAL MILLS INC GIS	50	40 4200	2,021.00	66.00	3.26
GENL DYNAMICS CORP COM GD	30	69 2700	2,078.10	61.20	2.94
GRAINGER W W INC GWW	8	202.3700	1,618.96	25.60	1.58
HARRIS CORP DEL HRS	42	48 9600	2,056 32	62 16	3.02
ILLINOIS TOOL WORKS INC ITW	33	60 8100	2,006 73	50.16	2.49
INTERNATIONAL BUSINESS MACHINE CORP IBM	10	191.5500	1,915 50	34.00	1.77

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 1376-0828

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
J M SMUCKER CO SJM	23	86 2400	1,983.52	47.84	2.41
JOHNSON & JOHNSON JNJ	28	70.1000	1,962.80	68.32	3.48
JOHNSON CONTROLS INC JCI	64	30.6700	1,962.88	48.64	2.47
KELLOGG COMPANY K	38	55 8500	2,122.30	66.88	3.15
MCDONALDS CORP MCD	23	88 2100	2,028.83	70.84	3.49
MEDTRONIC INC MDT	48	41 0200	1,968.96	49.92	2.53
MICROSOFT CORP MSFT	92	26.7097	2,457.29	84.64	3.44
NEXTERA ENERGY INC NEE	29	69 1900	2,006 51	69.60	3.46
NORDSTROM INC JWN	36	53.5000	1,926.00	38.88	2.01
NORFOLK SOUTHERN CORP NSC	32	61.8400	1,978.88	64.00	3.23
NORTHEAST UTILITIES NU	51	39 0800	1,993.08	69.97	3.51
NOVARTIS AG SPON ADR NVS	33	63 3000	2,088.90	69.49	3.32
PAYCHEX INC PAYX	61	31 1000	1,897 10	80.52	4.24
PEPSICO INCORPORATED PEP	29	68 4300	1,984 47	62.35	3.14
PHILLIPS 66 PSX	22	53 1000	1,168 20	22.00	1.88
POLARIS INDS INC PII	30	84.1500	2,524 50	44.40	1.75
PRAXAIR INC PX	19	109 4500	2,079 55	41.80	2.01
PROCTER & GAMBLE CO PG	29	67 8900	1,968.81	65.19	3.31

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 1376-0828

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
SCANA CORP COM SCG	21	45.6400	958.44	41.58	4.33
SIGMA ALDRICH CORP SIAL	29	73.5800	2,133.82	23.20	1.08
SYSCO CORPORATION SYY	65	31.6600	2,057.90	72.80	3.53
TARGET CORP TGT	31	59.1700	1,834.27	44.64	2.43
THE SOUTHERN COMPANY SO	43	42 8100	1,840 83	84.28	4.57
UNITED TECHNOLOGIES CORP UTX	26	82.0100	2,132 26	55.64	2.60
V F CORPORATION VFC	13	150 9700	1,962.61	45.24	2.30
WAL-MART STORES INC WMT	27	68.2300	1,842 21	42.93	2.33
WISCONSIN ENERGY CORP WEC	26	36 8500	958 10	35.36	3.69
3M CO MMM	23	92 8500	2,135.55	54.28	2 54
Total Stocks and ETFs			**$98,653.29**	**$2,813.65**	**2.85**
Total Stocks, options & ETFs			**$98,653.29**	**$2,813.65**	**2.85**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 7063-0821

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Gross proceeds	0.00	10,339.80	Foreign withholding	-6.09	-12.07

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Investment Professional

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	605.21	0 00
BANK DEPOSIT SWEEP Interest Period 12/01/12 - 12/31/12	0 01	8,072.99	0.80
Total Cash and Sweep Balances		**$8,678.20**	**$0.80**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMERICAN INTERNATIONAL HOLDING CORP AMIH Acquired 11/05/10 nc	2	9 26	9 26	2 5000	5.00	-4.26	N/A	N/A
BALTIC TRADING LTD BALT Acquired Net Tax Lots m	2,500	6 55 6.76	16,380 00 16,916 00	2 9800	7,450.00	-8,930 00	100 00	1 34
BRENHAM OIL & GAS CORP BRHM Acquired 07/12/11	980	N/A##	N/A	0 0980	96.04	N/A	N/A	N/A

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 7063-0821

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CHINA YUCHAI INTL LTD CYD Acquired Net Tax Lots m	1,800	16.78	30,229.79	15.7700	28,386.00	-1,843.79	1,620.00	5 70
COLUMBIA LAB INC CBRX Acquired 11/05/10 nc	4	1.34	5.36	0 6355	2.54	-2.82	N/A	N/A
COMPREHENSIVE CARE CORP PAR $0.01 CHCR Acquired 11/05/10 nc	3	0.26	0.78	0 1149	0 34	-0.44	N/A	N/A
EDGEWATER TECHNOLOGY INC EDGW Acquired 01/11/12	1,000	3 23	3,230.00	3 8000	3,800 00	570.00	N/A	N/A
INTERDIGITAL INC IDCC Acquired Net Tax Lots	300	33.99	10,197.00	41 0900	12,327 00	2,130.00	120.00	0.97
INTERNATIONAL GAME TECHNOLOGY IGT Acquired 11/05/10 nc	3	15 48	46 44	14 1700	42.51	-3.93	0.84	1 97
LAS VEGAS SANDS CORP LVS Acquired Net Tax Lots m	500	35.42	17,717.99	46.1600	23,080 00	5,362 01	500 00	2 16
NEKTAR THERAPEUTICS (NEW) NKTR Acquired Net Tax Lots m	3,803	8 92	33,971.92	7 4100	28,180 23	-5,791.69	N/A	N/A
PENGROWTH ENERGY CORP PGH Acquired Net Tax Lots	1,500	6.02	9,044 92	4 9700	7,455 00	-1,589 92	723.00	9 69

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 7063-0821

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
4KIDS ENTERTAINMENT INC KIDEQ Acquired 11/05/10 nc	1	0.45	0 45	0 4500	0.45	0.00	N/A	N/A
Total Stocks and ETFs			**$120,833.91** **$121,369.91**		**$110,825.11**	**-$10,104.84**	**$3,063.84**	**2.76**
Total Stocks, options & ETFs			**$120,833.91**		**$110,825.11**	**-$10,104.84**	**$3,063.84**	**2.76**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Investment Professional
m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Mutual Funds

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value.

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AGIC CONV & INCOME FD NCV Acquired Net Tax Lots	2,000	8.94	17,889.80	8 6900	17,380.00	-509.80	2,160.00	12 42
Total Closed End Mutual Funds			**$17,889.80**		**$17,380.00**	**-$509.80**	**$2,160.00**	**12.43**
Total Mutual Funds			**$17,889.80**		**$17,380.00**	**-$509.80**	**$2,160.00**	**12.43**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 3708-3157

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AEGON N V									
ORD AMER REG									
AEG									
Acquired 11/10/04 L nc		74.37000	12.01	893 56		478.94	-414 62		
Acquired 05/25/05 L nc		1	12 21	12 21		6 44	-5.77		
Acquired 09/29/05 L nc		1	13 71	13.71		6 44	-7.27		
Acquired 09/14/07 L nc		1	18.28	18.28		6 44	-11 84		
Acquired 02/14/08 L nc		70	14 03	982.57		450.80	-531.77		
Acquired 05/23/08 L nc		4	15.16	60 64		25 76	-34.88		
Acquired 08/20/08 L nc		75	11 49	862.34		483.00	-379 34		
Acquired 09/15/08 L nc		5.63000	10 16	57.20		36 26	-20 94		
Acquired 06/18/12 S		7	N/A##	24 90		45 08	20.18		

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 09/17/12 S		5	N/A##	25 78		32.20	6 42		
Total	**1.29**	**244**		**$2,951.19**	**6.4400**	**$1,571.36**	**-$1,379.83**	**$51.72**	**3.29**
AMERICA MOVIL SAB DE CV ADR SERIES L AMX									
Acquired 12/15/11 L		15	22 50	337 62		347.10	9.48		
Acquired 12/27/11 L		30	22.51	675 56		694.20	18 64		
Acquired 02/10/12 S		20	23 68	473.77		462.80	-10 97		
Total	**1.24**	**65**		**$1,486.95**	**23.1400**	**$1,504.10**	**$17.15**	**$19.56**	**1.30**
ASTELLAS PHARMA-UNSO ADR ALPMY									
Acquired 12/15/10 L nc	1 29	35	37 13	1,299 76	44 8500	1,569 75	269 99	49.31	3.14
ASTRAZENECA PLC SPON ADR AZN									
Acquired 06/15/07 L nc		20	51 49	1,029 94		945.40	-84 54		
Acquired 11/29/07 L nc		25	46 98	1,174 57		1,181.75	7 18		
Total	**1.75**	**45**		**$2,204.51**	**47.2700**	**$2,127.15**	**-$77.36**	**$128.25**	**6.03**
BANCO SANTANDER BRASIL SA-ADS REPSTG 1 UNIT BSBR									
Acquired 11/12/12 S	0 75	125	6 81	851 44	7 2800	910 00	58 56	12.75	1.40
BANK NEW YORK MELLON CORP BK									
Acquired 04/09/12 S		20	23 29	465 81		514.00	48 19		
Acquired 05/11/12 S		15	22.18	332 81		385.50	52 69		
Acquired 06/25/12 S		20	20.82	416 48		514 00	97 52		
Total	**1.16**	**55**		**$1,215.10**	**25.7000**	**$1,413.50**	**$198.40**	**$28.60**	**2.02**
BANK OF AMERICA CORP BAC									
Acquired 08/01/07 L nc		4.16666	148.81	620.08		48.37	-571.71		
Acquired 08/03/07 L nc		5 83334	137 62	802 80		67.73	-735 07		
Acquired 07/03/08 L nc		45	22.31	1,004 18		522 45	-481 73		
Acquired 12/18/09 L nc		50	15 01	751.00		580.50	-170.50		
Acquired 09/27/10 L nc		25	13.47	336 99		290 25	-46.74		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 04/29/11 L		30	12 35	370.50		348.30	-22 20		
Total	**1.53**	**160**		**$3,885.55**	**11.6100**	**$1,857.60**	**-$2,027.95**	**$6.40**	**0.34**
BOSTON SCIENTIFIC CORP									
BSX									
Acquired 10/02/06 L nc		85	14 66	1,246 91		487.05	-759 86		
Acquired 03/14/07 L nc		85	15.17	1,290.22		487.05	-803.17		
Total	**0.80**	**170**		**$2,537.13**	**5.7300**	**$974.10**	**-$1,563.03**	**N/A**	**N/A**
BP PLC SPONS ADR									
BP									
Acquired 07/27/11 L		15	45.57	683 68		624.60	-59 08		
Acquired 02/15/12 S		15	45 80	687 14		624.60	-62.54		
Acquired 02/23/12 S		10	46 83	468 30		416 40	-51 90		
Acquired 03/28/12 S		10	45 11	451.19		416.40	-34.79		
Acquired 06/05/12 S		10	36 68	366 83		416.40	49 57		
Acquired 12/27/12 S		10	41 79	417 98		416 40	-1 58		
Total	**2.40**	**70**		**$3,075.12**	**41.6400**	**$2,914.80**	**-$160.32**	**$151.20**	**5.19**
CANON INC ADR REP 5SHS									
CAJ									
Acquired 10/22/08 L nc		45	33.45	1,505.60✓		1,764 45	258 85		
Acquired 08/21/12 S		10	34 36	343.70		392.10	48 40		
Total	**1.77**	**55**		**$1,849.30**	**39.2100**	**$2,156.55**	**$307.25**	**$77.55**	**3.60**
CARREFOUR SA SPONS ADR									
CRRFY									
Acquired 06/05/09 L nc		45	9 11	410.39		231 75	-178.64		
Acquired 09/24/09 L nc		80	9.08	726 72		412.00	-314.72		
Acquired 06/08/10 L nc		65	7 95	517 13		334 75	-182.38		
Acquired 12/29/10 L nc		100	8.41	841 68		515.00	-326.68		
Acquired 10/03/11 L		60	4 51	271 10		309 00	37.90		
Acquired 06/25/12 S		115	3.48	400.96		592.25	191.29		
Acquired 08/02/12 S		13	N/A##	33 23		66 95	33.72		
Total	**2.02**	**478**		**$3,201.21**	**5.1500**	**$2,461.70**	**-$739.51**	**$38.24**	**1.55**
CENTRAIS ELEC BRAZ COM									
ELBRAS ON SPON ADR SHRS									
EBR									
Acquired 01/10/02 L nc	0.27	105	6.64	697 77	3 1200	327 60	-370 17	53.02	16 18

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
CHESAPEAKE ENERGY CORP									
CHK									
Acquired 05/21/10 L nc		5	20 99	105 00		83.10	-21.90		
Acquired 07/27/10 L nc		60	21.17	1,270.22		997.20	-273.02		
Acquired 12/08/10 L nc		15	22.79	342.00		249.30	-92 70		
Acquired 05/04/12 S		20	17.39	347 82		332.40	-15.42		
Acquired 05/11/12 S		30	16.88	506 40		498 60	-7.80		
Acquired 05/25/12 S		20	15.82	316 50		332 40	15 90		
Total	**2.05**	**150**		**$2,887.94**	**16.6200**	**$2,493.00**	**-$394.94**	**$52.50**	**2.11**
CITIGROUP INC NEW									
C									
Acquired 03/30/09 L nc		25 14084	20.38	511 56		994 57	483.01		
Acquired 12/16/09 L nc		9 85916	33 89	334 16		390.03	55.87		
Acquired 11/15/11 L		10	27.96	279 70		395.60	115.90		
Total	**1.46**	**45**		**$1,125.42**	**39.5600**	**$1,780.20**	**$654.78**	**$1.80**	**0.10**
CORNING INC									
GLW									
Acquired 06/08/11 L		50	18.59	929.79		631.00	-298.79		
Acquired 06/08/11 L		50	18.59	929.79		631.00	-298 79		
Acquired 06/24/11 L		25	17.56	439 09		315.50	-123.59		
Acquired 03/01/12 S		35	13.00	455 00		441.70	-13 30		
Total	**1.66**	**160**		**$2,753.67**	**12.6200**	**$2,019.20**	**-$734.47**	**$57.60**	**2.85**
CRH PLC ADR									
CRH									
Acquired 07/09/12 S		30	18 16	544 84		610 20	65 36		
Acquired 07/20/12 S		15	18 56	278 54		305 10	26 56		
Acquired 07/26/12 S		25	17.86	446 51		508 50	61.99		
Acquired 08/15/12 S		25	18.03	450 86		508.50	57.64		
Acquired 10/22/12 S		20	18.27	365 55		406.80	41 25		
Total	**1.92**	**115**		**$2,086.30**	**20.3400**	**$2,339.10**	**$252.80**	**$90.96**	**3.89**
DAIICHI SANKYO CO LTD									
SPONSORED ADR LEVEL 1									
DSNKY									
Acquired 03/15/11 L		60	18.80	1,128 33		914.40	-213.93		
Acquired 09/24/12 S		30	17 14	514.38		457.20	-57 18		
Total	**1.13**	**90**		**$1,642.71**	**15.2400**	**$1,371.60**	**-$271.11**	**$57.78**	**4.21**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
DEUTSCHE TELEKOM AG SPON ADR DTEGY									
Acquired 06/09/04 L nc		40	17.35	694 37		454 48	-239.89		
Acquired 09/28/05 L nc		85	18.16	1,543.81		965.77	-578 04		
Acquired 03/14/07 L nc		50	16 27	813 93		568.10	-245.83		
Total	**1.64**	**175**		**$3,052.11**	**11.3620**	**$1,988.35**	**-$1,063.76**	**$148.75**	**7.48**
ELI LILLY & CO LLY									
Acquired 08/27/09 L nc		5	33 98	169 93		246.60	76 67		
Acquired 02/08/10 L nc		15	34 80	522 09		739 80	217 71		
Acquired 11/19/10 L nc		15	34.61	519 30		739.80	220 50		
Total	**1.42**	**35**		**$1,211.32**	**49.3200**	**$1,726.20**	**$514.88**	**$68.60**	**3.97**
ENI S P A SPON ADR E									
Acquired 07/29/09 L nc		10	48.40	484 00		491 40	7.40		
Acquired 08/05/09 L nc		10	46.65	466 51		491 40	24 89		
Acquired 08/12/09 L nc		15	45 50	682 62		737.10	54 48		
Acquired 02/04/10 L nc		10	46.75	467 51		491 40	23.89		
Acquired 03/22/10 L nc		10	46 10	461.03		491 40	30 37		
Acquired 12/16/10 L nc		10	43.22	432 20		491.40	59.20		
Total	**2.63**	**65**		**$2,993.87**	**49.1400**	**$3,194.10**	**$200.23**	**$139.42**	**4.36**
ERICSSON (LM) TEL-SP ADR NEW ERIC									
Acquired 01/23/08 L nc		130	10.67	1,388 11 ✓		1,313.00	-75 11		
Acquired 10/10/12 S		40	8.65	346 09		404 00	57.91		
Total	**1.41**	**170**		**$1,734.20**	**10.1000**	**$1,717.00**	**-$17.20**	**$41.31**	**2.41**
FRANCE TELECOM SPON ADR FTE									
Acquired 09/20/06 L nc		79 06500	22 15	1,751 91		873 67	-878 24		
Acquired 04/22/10 L nc		15	22 65	339 88		165 75	-174 13		
Acquired 05/13/10 L nc		15	20 17	302 60		165 75	-136.85		
Acquired 11/09/11 L		20	17 10	342 09		221 00	-121.09		
Acquired 01/13/12 S		35	14 79	517 81		386 75	-131.06		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments L nc		2 93500	22 90	67.22		32.43	-34 79		
Total	**1.52**	**167**		**$3,321.51**	**11.0500**	**$1,845.35**	**-$1,476.16**	**$239.97**	**13.00**
FUJIFILM HLDGS CORP ADR 2 ORD									
FUJIY									
Acquired 04/07/04 L nc		35	32.39	1,133.86		701.05	-432.81		
Acquired 02/07/11 L		10	36 16	361.68		200.30	-161.38		
Acquired 04/05/11 L		20	29.78	595 78		400 60	-195 18		
Total	**1.07**	**65**		**$2,091.32**	**20.0300**	**$1,301.95**	**-$789.37**	**$23.59**	**1.81**
GDF SUEZ SPON ADR									
GDFZY									
Acquired 04/10/12 S		15	24.20	363 03		315.60	-47 43		
Acquired 04/24/12 S		25	24.14	603.63		526.00	-77 63		
Acquired 05/04/12 S		20	22 70	454 05		420 80	-33.25		
Acquired 05/16/12 S		35	20.68	724 02		736.40	12 38		
Acquired 07/13/12 S		10	21 49	214 94		210.40	-4 54		
Acquired 12/14/12 S		30	20.05	601 72		631.20	29.48		
Acquired 12/21/12 S		15	20.14	302.15		315 60	13 45		
Total	**2.60**	**150**		**$3,263.54**	**21.0400**	**$3,156.00**	**-$107.54**	**$316.20**	**10.02**
GLAXOSMITHKLINE PLC-ADR									
GSK									
Acquired 06/04/07 L nc		30	51.26	1,537 83		1,304.10	-233.73		
Acquired 07/25/07 L nc		20	52.58	1,051.71		869 40	-182.31		
Total	**1.79**	**50**		**$2,589.54**	**43.4700**	**$2,173.50**	**-$416.04**	**$115.95**	**5.33**
HEWLETT-PACKARD COMPANY									
HPQ									
Acquired 10/19/11 L		25	24.96	624 04		356.25	-267 79		
Acquired 11/21/11 L		35	27.01	945 35		498.75	-446.60		
Acquired 03/27/12 S		15	23 70	355.65		213.75	-141 90		
Acquired 09/07/12 S		30	17.44	523 20		427.50	-95 70		
Acquired 11/01/12 S		25	14.00	350.00		356.25	6 25		
Total	**1.52**	**130**		**$2,798.24**	**14.2500**	**$1,852.50**	**-$945.74**	**$68.64**	**3.71**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
HONDA MOTOR LTD NEW AMERICAN SHARES 10/76 HMC									
Acquired 03/24/11 L		35	37 91	1,327 04		1,292 90	-34 14		
Acquired 06/02/11 L		10	37 70	377 05		369.40	-7 65		
Total	**1.37**	**45**		**$1,704.09**	**36.9400**	**$1,662.30**	**-$41.79**	**$34.69**	**2.09**
INTEL CORP INTC									
Acquired 11/13/08 L nc		40	13.54	541 92		824 80	282.88		
Acquired 10/12/12 S		15	**21.49**	322 45		309 30	-13.15		
Acquired 11/12/12 S		15	20 69	310 35		309.30	-1 05		
Total	**1.19**	**70**		**$1,174.72**	**20.6200**	**$1,443.40**	**$268.68**	**$63.00**	**4.36**
INTESA SANPAOLO SPON ADR ISNPY									
Acquired 03/31/10 L nc		20	22 69	453 92		212.80	-241 12		
Acquired 03/08/11 L		45	19 63	883 37		478 80	-404.57		
Acquired 09/29/11 L		30	9 62	288 64		319.20	30 56		
Total	**0.83**	**95**		**$1,625.93**	**10.6400**	**$1,010.80**	**-$615.13**	**$26.79**	**2.65**
J SAINSBURY PLC ADR (NEW) JSAIY									
Acquired 08/26/08 L nc		20	24.05	481 00		453 80	-27 20		
Acquired 12/09/09 L nc		15	20.75	311 39		340.35	28.96		
Acquired 03/29/11 L		20	21 73	434 76		453 80	19.04		
Total	**1.03**	**55**		**$1,227.15**	**22.6900**	**$1,247.95**	**$20.80**	**$56.10**	**4.50**
KONINKLIJKE AHOLD ADR AHONY									
Acquired 12/17/03 L nc		57	9.26	527 89		775.20	247 31		
Acquired 11/11/05 L nc		92	8 79	809 01		1,251.20	442 19		
Total	**1.67**	**149**		**$1,336.90**	**13.6000**	**$2,026.40**	**$689.50**	**$64.96**	**3.21**
KROGER COMPANY COMMON KR									
Acquired 01/08/10 L nc		25	20 25	506 31		650 50	144 19		
Acquired 06/16/10 L nc		55	19 94	1,097 12		1,431.10	333.98		
Total	**1.71**	**80**		**$1,603.43**	**26.0200**	**$2,081.60**	**$478.17**	**$48.00**	**2.31**

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
LUKOIL OIL CO SPONS ADR RUSSIA LUKOY									
Acquired 05/16/12 S		15	53.48	802 28		1,012 50	210.22		
Acquired 06/08/12 S		5	52 29	261 48		337.50	76 02		
Acquired 06/20/12 S		10	53.84	538.42		675.00	136.58		
Total	**1.67**	**30**		**$1,602.18**	**67.5000**	**$2,025.00**	**$422.82**	**$91.62**	**4.52**
MARKS & SPENCER PLC-ADR MAKSY									
Acquired 08/26/08 L nc	1.90	185	9.38	1,735.30	12 4600	2,305.10	569.80	92.13	3.99
MASCO CORP MAS									
Acquired 03/04/08 L nc		40	18 95	758.00		666.40	-91 60		
Acquired 05/14/08 L nc		45	18 57	836.09		749.70	-86 39		
Total	**1.16**	**85**		**$1,594.09**	**16.6600**	**$1,416.10**	**-$177.99**	**$25.50**	**1.80**
MERCK & CO INC NEW MRK									
Acquired 11/05/09 L nc	1.08	32	19 33	618 64	40 9400	1,310 08	691 44	55.04	4.20
MICROSOFT CORP MSFT									
Acquired 06/07/06 L nc		25	22.27	556.75		667 74	110 99		
Acquired 01/30/09 L nc		30	17.22	516 90		801 29	284 39		
Acquired 12/31/10 L nc		15	27.69	415.49		400 64	-14 85		
Acquired 03/09/11 L		15	25 68	385 35		400 65	15 30		
Acquired 05/16/11 L		15	24 87	373 16		400 64	27.48		
Acquired 12/12/11 L		15	25 42	381 30		400.65	19.35		
Total	**2.53**	**115**		**$2,628.95**	**26.7097**	**$3,071.61**	**$442.66**	**$105.80**	**3.44**
MITSUBISHI UFJ FINANCIAL ADR MTU									
Acquired 02/09/07 L nc		50	11 89	594 82		271 00	-323.82		
Acquired 07/18/07 L nc		85	10.96	932 06		460 70	-471.36		
Acquired 09/19/07 L nc		105	9 18	964.18		569.10	-395 08		
Total	**1.07**	**240**		**$2,491.06**	**5.4200**	**$1,300.80**	**-$1,190.26**	**$32.16**	**2.47**

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER. 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
MS&AD INS GROUP HLDGS MSADY									
Acquired 09/20/07 L nc		120	17.67	2,120 51		1,188.00	-932 51		
Acquired 08/26/08 L nc		60	15 15	909 00		594 00	-315.00		
Total	**1.47**	**180**		**$3,029.51**	**9.9000**	**$1,782.00**	**-$1,247.51**	**$47.70**	**2.68**
NEWS CORP INC-CL A NWSA									
Acquired 09/08/11 L		15	16 46	246 90		382.65	135 75		
Acquired 10/03/11 L		95	15.45	1,468 37		2,423 45	955.08		
Total	**2.31**	**110**		**$1,715.27**	**25.5100**	**$2,806.10**	**$1,090.83**	**$18.70**	**0.67**
NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR NTT									
Acquired 12/04/01 L nc		20	18 98	379 60		420 60	41 00		
Acquired 05/07/07 L nc		45	25 81	1,161 77		946 35	-215.42		
Acquired 06/15/07 L nc		50	22.48	1,124.43		1,051 50	-72.93		
Total	**1.99**	**115**		**$2,665.80**	**21.0300**	**$2,418.45**	**-$247.35**	**$98.09**	**4.06**
PEPSICO INCORPORATED PEP									
Acquired 10/14/11 L		10	62 04	620 50		684.30	63 80		
Acquired 10/20/11 L		15	61.98	929 84		1,026 45	96 61		
Acquired 03/06/12 S		5	62.50	312 50		342 15	29.65		
Acquired 03/09/12 S		5	63 01	315 09		342.15	27 06		
Acquired 09/21/12 S		10	70 51	705 14		684 30	-20 84		
Total	**2.53**	**45**		**$2,883.07**	**68.4300**	**$3,079.35**	**$196.28**	**$96.75**	**3.14**
PFIZER INCORPORATED PFE									
Acquired 07/31/08 L nc		50	18 83	941 79		1,253 96	312.17		
Acquired 10/16/09 L nc		44	17.51	770 66		1,103 49	332.83		
Total	**1.94**	**94**		**$1,712.45**	**25.0793**	**$2,357.45**	**$645.00**	**$90.24**	**3.83**
PNC FINANCIAL SERVICES GROUP PNC									
Acquired 05/29/08 L nc		5	151.44	728 94		291 55	-437.39		
Acquired 06/23/11 L		10	56 06	560 67		583 10	22.43		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**0.72**	**15**		**$1,289.61**	**58.3100**	**$874.65**	**-$414.96**	**$24.00**	**2.74**
PORTUGAL TELECOM SGPS-SP ADR PT									
Acquired 02/18/04 L nc		55	11 78	648.13		273.90	-374.23		
Acquired 04/21/04 L nc		55	10 91	600.05		273 90	-326 15		
Total	**0.45**	**110**		**$1,248.18**	**4.9800**	**$547.80**	**-$700.38**	**$58.41**	**10.66**
SAFEWAY INC NEW SWY									
Acquired 02/06/04 L nc		35	22 82	798.77		633 15	-165.62		
Acquired 02/23/05 L nc		40	18 14	725 63		723.60	-2.03		
Acquired 06/21/12 S		20	17 50	350 08		361 80	11 72		
Total	**1.41**	**95**		**$1,874.48**	**18.0900**	**$1,718.55**	**-$155.93**	**$66.50**	**3.87**
SANOFI ADR SNY									
Acquired 01/28/05 L nc		10	37.43	374.31		473 80	99 49		
Acquired 10/07/05 L nc		20	42 10	842 07		947 60	105.53		
Acquired 11/09/06 L nc		25	42 79	1,069.87		1,184.50	114 63		
Total	**2.14**	**55**		**$2,286.25**	**47.3800**	**$2,605.90**	**$319.65**	**$78.70**	**3.02**
SONY CORP ADR NEW SNE									
Acquired 08/26/08 L nc		15	38 56	578 40		168.00	-410 40		
Acquired 09/10/10 L nc		15	29.84	447.69		168.00	-279.69		
Acquired 06/17/11 L		15	24 78	371.82		168.00	-203 82		
Total	**0.41**	**45**		**$1,397.91**	**11.2000**	**$504.00**	**-$893.91**	**$12.60**	**2.50**
STATE STR CORP STT									
Acquired 05/03/12 S		15	45.99	690 00		705 15	15 15		
Acquired 08/02/12 S		10	39 82	398.30		470 10	71 80		
Acquired 08/24/12 S		15	41.05	615.78		705 15	89 37		
Total	**1.55**	**40**		**$1,704.08**	**47.0100**	**$1,880.40**	**$176.32**	**$38.40**	**2.04**
STMICROELECTRONICS N V SHS N Y REGISTRY STM									
Acquired 02/28/05 L nc		55	17 95	987 45		398 20	-589.25		
Acquired 05/27/05 L nc		45	15 34	690 49		325 80	-364.69		

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 06/03/11 L		45	10 99	494 55		325 80	-168 75		
Total	**0.86**	**145**		**$2,172.49**	**7.2400**	**$1,049.80**	**-$1,122.69**	**$49.30**	**4.70**
SUMITOMO MITSUI FINL GROUP INC SPON ADR SMFG									
Acquired 08/30/07 L nc		80	15 63	1,251 18		587 20	-663.98		
Acquired 09/20/07 L nc		90	14 09	1,268 21		660 60	-607.61		
Total	**1.03**	**170**		**$2,519.39**	**7.3400**	**$1,247.80**	**-$1,271.59**	**$38.59**	**3.09**
SWISS RE LTD SPONSORED ADR SSREY									
Acquired 06/03/11 L	1 78	30	59 34	1,780 44	72.3000	2,169 00	388.56	98.82	4 55
TAKEDA PHARMACEUTICAL CO LTD SPONSORED ADR TKPYY									
Acquired 03/24/11 L	1.00	55	24 11	1,326 45	22 2000	1,221 00	-105 45	54 12	4 43
TE CONNECTIVITY LTD TEL									
Acquired 02/24/11 L		40	35 38	1,415.59		1,484 80	69 21		
Acquired 12/19/11 L		15	29 99	450.00		556 80	106.80		
Acquired 10/24/12 S		10	32 05	320 56		371 20	50 64		
Total	**1.98**	**65**		**$2,186.15**	**37.1200**	**$2,412.80**	**$226.65**	**$54.60**	**2.26**
TELECOM ITALIA SPA SPON ADR TI									
Acquired 01/30/03 L nc		66	22 89	1,511.51		597 30	-914 21		
Acquired 11/10/06 L nc		50	30 26	1,513.23		452 50	-1,060.73		
Acquired 02/16/07 L nc		30	31 67	950 14		271.50	-678.64		
Acquired 08/13/08 L nc		50	17 36	868.07		452 50	-415.57		
Acquired 06/06/11 L		30	14 05	421.64		271 50	-150.14		
Total	**1.68**	**226**		**$5,264.59**	**9.0500**	**$2,045.30**	**-$3,219.29**	**$97.63**	**4.77**
TELEFONICA S A SPON ADR TEF									
Acquired 12/04/01 L nc		18	12 74	222 95		242 82	19.87		
Acquired 06/15/11 L		25	22.66	566 53		337 25	-229.28		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 06/15/12 S		1	N/A##	12 45		13 49	1 04		
Total	**0.49**	**44**		**$801.93**	**13.4900**	**$593.56**	**-$208.37**	**N/A**	**N/A**
TIM PARTICIPACOES S A SPONSORED ADR TSU									
Acquired 10/11/04 L nc		4 87500	N/A##	N/A		96 62	N/A		
Acquired 07/10/08 L nc		8 12500	N/A##	N/A		161.04	N/A		
Acquired 07/23/12 S		15	20.49	307 40		297 30	-10 10		
Acquired 08/21/12 S		15	21 20	318.07		297.30	-20.77		
Acquired 10/15/12 S		45	17.77	799.65		891.90	92 25		
Total	**1.43**	**88**		**$1,425.12**	**19.8200**	**$1,744.16**	**$61.38**	**$25.25**	**1.45**
TOKIO MARINE HOLDING ADR TKOMY									
Acquired 12/04/01 L nc		12	15.29	185 03		334 08	149 05		
Acquired 01/07/08 L nc		40	35 62	1,424 87		1,113.60	-311.27		
Total	**1.19**	**52**		**$1,609.90**	**27.8400**	**$1,447.68**	**-$162.22**	**$28.96**	**2.00**
TOTAL S A SPONS ADR TOT									
Acquired 04/16/10 L nc		10	58.08	580 82		520 10	-60 72		
Acquired 04/26/10 L nc		10	57.02	570 26		520.10	-50.16		
Acquired 04/29/10 L nc		10	55 12	551 23		520 10	-31.13		
Acquired 07/26/10 L nc		15	48 97	734 64		780 15	45.51		
Acquired 12/23/10 L nc		10	53 06	530 63		520 10	-10 53		
Total	**2.35**	**55**		**$2,967.58**	**52.0100**	**$2,860.55**	**-$107.03**	**$137.88**	**4.82**
TOYOTA MTR CORP ADR NEW 3/82 TM									
Acquired 11/16/09 L nc		15	79.07	1,186 15		1,398.75	212.60		
Acquired 11/20/09 L nc		5	77.30	386 52		466 25	79 73		
Acquired 12/15/10 L nc		5	78 67	393 40		466.25	72 85		
Acquired 01/28/11 L		5	82.74	413 72		466.25	52.53		
Total	**2.30**	**30**		**$2,379.79**	**93.2500**	**$2,797.50**	**$417.71**	**$41.25**	**1.47**
UNILEVER N V ADR UN									
Acquired 11/02/04 L nc		20	19.75	395 02		766 00	370.98		
Acquired 04/27/09 L nc		25	19.17	479 31		957 50	478 19		

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER· 3708-3157

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Acquired 04/28/11 L		25	33 09	827 40		957 50	130 10		
Total	**2.20**	**70**		**$1,701.73**	**38.3000**	**$2,681.00**	**$979.27**	**$72.94**	**2.72**
WELLS FARGO COMPANY									
WFC									
Acquired 04/23/08 L nc		15 42857	135 52	2,025.33		527 35	-1,497.98		
Acquired 08/26/08 L nc		11.57143	73.52	824 12		395 51	-428.61		
Acquired 10/02/09 L nc		15	26.20	393.12		512 70	119 58		
Acquired 11/13/09 L nc		20	27 85	557 20		683 60	126.40		
Acquired 06/10/11 L		15	25 75	386.27		512 70	126.43		
Total	**2.16**	**77**		**$4,186.04**	**34.1800**	**$2,631.86**	**-$1,554.18**	**$67.76**	**2.57**
WESTERN DIGITAL CORP									
WDC									
Acquired 01/19/11 L		50	32.84	1,642.42		2,124.50	482.08		
Acquired 09/23/11 L		10	26 04	260 50		424 90	164 40		
Total	**2.10**	**60**		**$1,902.92**	**42.4900**	**$2,549.40**	**$646.48**	**$60.00**	**2.35**
XEROX CORP									
XRX									
Acquired 12/04/01 L nc		20	8.49	169.80		136 40	-33.40		
Acquired 07/25/05 L nc		70	13.09	916 46		477 40	-439.06		
Acquired 10/27/09 L nc		55	7 72	424 68		375 10	-49.58		
Total	**0.81**	**145**		**$1,510.94**	**6.8200**	**$988.90**	**-$522.04**	**$24.65**	**2.49**
Total Stocks and ETFs	**97.58**			**$133,691.23**		**$118,662.36**	**-$15,286.53**	**$4,217.30**	**3.55**
Total Stocks, options & ETFs	**97.58**			**$133,691.23**		**$118,662.36**	**-$15,286.53**	**$4,217.30**	**3.55**

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 8783-0150

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
FACEBOOK INC CLASS A FB Acquired 05/17/12 S	0.19	100	38.00	3,800.00	26.6197	2,661.97	-1,138.03	N/A	N/A
Total Stocks and ETFs	**0.19**			**$3,800.00**		**$2,661.97**	**-$1,138.03**		
Total Stocks, options & ETFs	**0.19**			**$3,800.00**		**$2,661.97**	**-$1,138.03**		

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value.

Corporate Bonds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO & CO NOTE LINKED TO S&P 500 INDEX CPN 1 250% DUE 02/07/17 DTD 02/07/11 FC 08/07/11 Moody NR CUSIP 94986RCG4 Acquired 01/31/11 L nc	7.54	100,000	100.00	100,000 00	105.2500	105,250.00	5,250.00	500.00	1,250.00	1 18
WELLS FARGO 7YR MLN LNKD TO GLOBAL ETF BSKT CPN 1 500% DUE 02/07/18 DTD 02/07/11 FC 08/07/11 CUSIP 94986RCP4 Acquired 01/31/11 L nc	7.42	100,000	100.00	100,000.00	103 5000	103,500 00	3,500.00	600 00	1,500.00	1.44
Total Corporate Bonds	**14.96**	**200,000**		**$200,000.00**		**$208,750.00**	**$8,750.00**	**$1,100.00**	**$2,750.00**	**1.32**

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SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 8783-0150

Fixed Income Securities

Certificates of Deposit

Long-term certificates of deposit (maturity beyond one year from date of issue) are priced using a market value pricing model.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK NA CD LNKD TO COMMODITY BSKT VAR RATE FDIC INSURED CPN 0.000% DUE 06/09/14 DTD 06/07/10 FC 06/09/11 CUSIP 94986TDK0 Acquired 05/28/10 L nc	5.46	75,000	100.00	75,000.00	101.5000	76,125 00	1,125.00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD BNP PARIBAS SPECTRUM L/S STYLE ER INDEX FDIC CPN 0 000% DUE 07/08/14 DTD 01/07/10 CUSIP 94986TBB2 Acquired 12/30/09 L nc	7.18	100,000	100 00	100,000.00	100 1250	100,125.00	125 00	N/A	N/A	N/A
WELLS FARGO BANK NA CD LNKD TO RUSSELL 2000 INDEX FDIC INSURED CPN 1.000% DUE 01/08/15 DTD 01/07/10 FC 07/08/10 CUSIP 94986TBC0 Acquired 12/30/09 L nc	7.69	100,000	100 00	100,000.00	107.2500	107,250.00	7,250.00	483.33	1,000.00	0.93
WELLS FARGO BK N A CD LKD TO GLOBAL DEVELOPMNT BASKET FDIC INSURED CPN 0.000% DUE 01/08/15 DTD 01/07/10 CUSIP 94986TBJ5 Acquired 12/30/09 L nc	7.21	100,000	100.00	100,000.00	100.6250	100,625.00	625 00	N/A	N/A	N/A
WELLS FARGO BK N A CD LKD TO ROGERS INTL INDEX FDIC INSURED CPN 0.000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBE6 Acquired 12/30/09 L nc	8.25	100,000	100 00	100,000.00	115.1250	115,125.00	15,125.00	N/A	N/A	N/A

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BK N A CD LKD TO SGI WISE US INDEX FDIC INSURED CPN 0.000% DUE 07/08/15 DTD 01/07/10 CUSIP 94986TBD8 Acquired 12/30/09 L nc	7.07	100,000	100 00	100,000.00	98.6250	98,625 00	-1,375 00	N/A	N/A	N/A
WELLS FARGO BK NA CD LKD TO EMERGING MARKETS BSKT FDIC INSURD CPN 0 000% DUE 02/08/16 DTD 02/07/11 CUSIP 94986TFR3 Acquired 01/31/11 L nc	6 91	100,000	100 00	100,000.00	96 3750	96,375.00	-3,625.00	N/A	N/A	N/A
WELLS FARGO BANK NA CD LKD TO DIVERSFD EMERGING MARKETS BASKET FDIC INSD CPN 0.000% DUE 03/08/16 DTD 09/08/10 CUSIP 94986TEJ2 Acquired 08/31/10 L nc	5.31	75,000	100.00	75,000.00	98.7500	74,062.50	-937.50	N/A	N/A	N/A
HSBC BK CD LINKED TO S&P MIDCAP 400 INDEX FDIC INSURED CPN 0.000% DUE 02/05/18 DTD 02/02/11 CUSIP 40431GLE7 Acquired 01/28/11 L nc	7.49	100,000	100.00	100,000.00	104 4500	104,450.00	4,450 00	N/A	N/A	N/A

SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 8783-0150

Fixed Income Securities

Certificates of Deposit continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
WELLS FARGO BANK CD LINKED TO A BASKET OF COMMODITIES FDIC INSURED CPN 0.000% DUE 08/07/18 DTD 08/07/12 CUSIP 94986TKT3 Acquired 07/31/12 S nc	7.00	100,000	100.00	100,000.00	97.6250	97,625.00	-2,375.00	N/A	N/A	N/A
Total Certificates of Deposit	**69.54**	**950,000**		**$950,000.00**		**$970,387.50**	**$20,387.50**	**$483.33**	**$1,000.00**	**0.10**
Total Fixed Income Securities	**84.50**			**$1,150,000.00**		**$1,179,137.50**	**$29,137.50**	**$1,583.33**	**$3,750.00**	**0.32**

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Mutual Funds

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EATON VANCE SHORT DURATION DIVERSIFIED INCOME FUND EVG - HELD IN MARGIN Acquired 02/23/05 L nc	1.86	1,500	19.89 20.00	29,835.95 30,000.00	17 3100	25,965.00	-3,870.95	1,620.00	6.23
Total Closed End Mutual Funds	**1.86**			**$29,835.95 $30,000.00**		**$25,965.00**	**-$3,870.95**	**$1,620.00**	**6.24**
Total Mutual Funds	**1.86**			**$29,835.95 $30,000.00**		**$25,965.00**	**-$3,870.95**	**$1,620.00**	**6.24**

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WELLS FARGO ADVISORS

SOL WAXMAN AND TINA P WAXMAN
FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER: 8783-0150

Other Assets

Direct Investments

These positions are not held in your account with First Clearing and are not protected by SIPC. First Clearing is not responsible for the information provided, including valuations. The positions and valuations reflect purchases made through us or information supplied to us by the issuer or a third party; they are displayed for information purposes only. If you no longer own any of these investments, please tell us so we can update this section. See additional information on the 'Specific instructions and disclosures' page

			ESTIMATED	
DESCRIPTION	% OF ACCOUNT	# OF UNITS	UNIT VALUE	MARKET VALUE
CHAMBERS STR PPTYS	7.39	10,309 27800	10 00	103,092 78
Price of interests in an initial offering which closed no more than twelve months prior to the valuation date				
Total Direct Investments	**7.39**			**$103,092.78**
Total Other Assets	**7.39**			**$103,092.78**

COPY

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions SOL WAXMAN AND TINA P WAXMAN FAMILY FOUNDATION	Employer identification number (EIN) or 91-2161843
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 12352 WOODLEY AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GRANADA HILLS, CA 91344	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JEFFREY M. STONE

Telephone No ► 818-368-5374 FAX No ► (818) 831-1166

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 12 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 221.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.