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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 JUN 1, 2012, and ending MAY 31, 2013

Name of foundation

A Employer identification number

RAYMOND ZIMMERMAN FAMILY FOUNDATION

62-6166380

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 810939

B Telephone number

561-999-9815

City or town, state, and ZIP code

BOCA RATON, FL 33481

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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

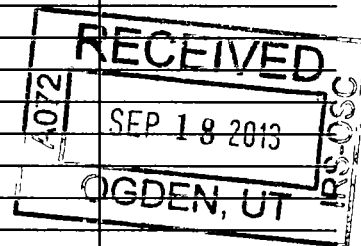
☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 4,168,031. (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		77,215.	77,190.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-41,228.			
b Gross sales price for all assets on line 6a		1,159,646.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		106.	106.		STATEMENT 2
12 Total. Add lines 1 through 11		36,093.	77,296.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		7,600.	3,800.		3,800.
c Other professional fees STMT 4		28,633.	28,633.		0.
17 Interest					
18 Taxes STMT 5		1,148.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		43,072.	0.		43,072.
22 Printing and publications					
23 Other expenses STMT 6		9,480.	9,480.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		89,933.	41,913.		46,872.
25 Contributions, gifts, grants paid		119,093.			119,093.
26 Total expenses and disbursements. Add lines 24 and 25		209,026.	41,913.		165,965.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-172,933.			
b Net investment income (if negative, enter -0-)			35,383.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED SEP 24 2013

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	15,123.	166,153.	166,153.
	2 Savings and temporary cash investments	1,506,459.		
	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 ▶ 76,500.			
	Less: allowance for doubtful accounts ▶ 0.	82,100.	76,500.	76,500.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,659,420.	3,471,418.	3,925,378.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	222,891.	0.	0.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,485,993.	3,714,071.	4,168,031.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 9)	598,989.	0.		
23 Total liabilities (add lines 17 through 22)	598,989.	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 ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,887,004.	3,714,071.		
30 Total net assets or fund balances	3,887,004.	3,714,071.		
31 Total liabilities and net assets/fund balances	4,485,993.	3,714,071.		

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	3,887,004.
2 Enter amount from Part I, line 27a	2	-172,933.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,714,071.
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	3,714,071.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b FROM PASSTHROUGH TRIUMPH FUND, LP	P		
c FROM PASSTHROUGH ACL ALTERNATIVE FUND SAC			
d LIMITED	P		
e CAPITAL GAINS DIVIDENDS			

(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 1,149,030.		1,167,981.	-18,951.
b			-27,678.
c			
d			-5,215.
e 10,616.			10,616.

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			-18,951.
b			-27,678.
c			
d			-5,215.
e			10,616.

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	-41,228.
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	228,527.	3,805,417.	.060053
2010	137,834.	4,253,312.	.032406
2009	423,472.	4,300,170.	.098478
2008	257,140.	4,170,450.	.061658
2007	296,806.	4,828,858.	.061465

2 Total of line 1, column (d)	2	.314060
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	.062812
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,922,388.
5 Multiply line 4 by line 3	5	246,373.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	354.
7 Add lines 5 and 6	7	246,727.
8 Enter qualifying distributions from Part XII, line 4 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.	8	165,965.

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	708.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	708.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	708.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
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 1,120.	7	1,120.
b Exempt foreign organizations - tax withheld at source	6b	8	6.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	406.
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 406. 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
1b 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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TN, FL		
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

N/A

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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)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RAYMOND ZIMMERMAN</u> Telephone no. ► <u>561-999-9815</u> Located at ► <u>P.O. BOX 810939, BOCA RATON, FL</u> ZIP+4 ► <u>33481</u>			
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	N/A	1b
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
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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b
		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ 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****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RAYMOND ZIMMERMAN	TRUSTEE			
P.O. BOX 810939				
BOCA RATON, FL 33481	5.00	0.	0.	0.
FRED E. ZIMMERMAN	TRUSTEE			
P.O. BOX 810939				
BOCA RATON, FL 33481	1.00	0.	0.	0.
ROBIN RUBINOFF	TRUSTEE			
P.O. BOX 810939				
BOCA RATON, FL 33481	1.00	0.	0.	0.

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,588,179.
b	Average of monthly cash balances	1b	393,941.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	3,982,120.
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	3,982,120.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,732.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,922,388.
6	Minimum investment return. Enter 5% of line 5	6	196,119.

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	196,119.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	708.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	708.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	195,411.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	195,411.
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	195,411.

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	165,965.
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	165,965.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	165,965.

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.

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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				195,411.
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	42,039.			
b From 2008	54,094.			
c From 2009	215,423.			
d From 2010				
e From 2011	39,356.			
f Total of lines 3a through e	350,912.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	165,965.			
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				165,965.
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))	29,446.			29,446.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	321,466.			
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	12,593.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	308,873.			
10 Analysis of line 9:				
a Excess from 2008	54,094.			
b Excess from 2009	215,423.			
c Excess from 2010				
d Excess from 2011	39,356.			
e Excess from 2012				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐	4942(i)(3) or	☐	4942(i)(5)
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- (4) Gross investment income**

[illegible]

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT	N/A	PUBLIC	GENERAL OPERATIONS	119,093.
Total			▶ 3a	119,093.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Analysis of Income-Producing Activities

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GEN SPRING	29,138.	6,359.	22,779.
INTEREST FROM PASSTHROUGH ACL ALTERNATIVE FUND	73.	0.	73.
INTEREST FROM PASSTHROUGH TRIUMPH FUND, LP	1,229.	0.	1,229.
NORTHERN TRUST	57,010.	4,257.	52,753.
STATE STREET	381.	0.	381.
TOTAL TO FM 990-PF, PART I, LN 4	87,831.	10,616.	77,215.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASSTHROUGH ACL ALTERNATIVE FUND SAC LIMITED	-2.	-2.	
OTHER INCOME	108.	108.	
TOTAL TO FORM 990-PF, PART I, LINE 11	106.	106.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,600.	3,800.		3,800.
TO FORM 990-PF, PG 1, LN 16B	7,600.	3,800.		3,800.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GEN SPRING - INVESTMENT FEES	6,475.	6,475.		0.
TRIUMPH FUND, LP - INVESTMENT FEES	1,396.	1,396.		0.
NORTHERN TRUST - INVESTMENT FEES	17,962.	17,962.		0.
ACL ALTERNATIVE FUND - INVESTMENT FEES	2,800.	2,800.		0.
TO FORM 990-PF, PG 1, LN 16C	28,633.	28,633.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	28.	0.		0.
TAX PAYMENTS	1,120.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,148.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	9,432.	9,432.		0.
BANK FEES	48.	48.		0.
TO FORM 990-PF, PG 1, LN 23	9,480.	9,480.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GEN SPRING - SEE ATTACHED	864,954.	942,478.
NORTHERN TRUST - SEE ATTACHED	2,606,464.	2,982,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,471,418.	3,925,378.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INV IN TRIUMPH FUND, LP	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO ZIMMERMAN FOUNDATION	598,989.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	598,989.	0.

What are the portfolio's investments (Summary)?

Holdings Summary by Investment
Raymond Zimmerman Family Foundation - 885 (Custom: 3648)

GENSPRING
FAMILY OFFICES

As of May 31, 2013

Holding	Sub-Strategy	Total Cost	Market Value	% Portfolio
Cash				
Accrued Stock Dividends	Cash	\$603.01	\$603.01	0.06%
Federated Tax-Free Obligations Fund	Cash	\$11,892.45	\$11,892.45	1.25%
Total Cash		\$12,495.46	\$12,495.46	1.31%
Fixed Income				
Templeton Income Tr Glb Bd Advor	Diversified Bonds	\$17,497.12	\$16,918.00	1.77%
Vanguard Bd Index Fd Tot Bd Ptf Ins	Diversified Bonds	\$38,398.22	\$38,737.56	4.06%
Total Fixed Income		\$55,895.34	\$55,655.56	5.83%
Multi-Asset				
Fpa Fds Tr Fpa Crescent I	Multi-Asset	\$44,233.24	\$52,302.98	5.48%
Iva Fiduciary Tr Iva Wrlwide I	Multi-Asset	\$45,015.40	\$51,115.20	5.35%
Total Multi-Asset		\$89,248.64	\$103,418.18	10.83%
Equity Alternatives				
Mainstay Fds Tr Marketfield Fd I	Long-Short Equities	\$43,534.51	\$49,821.68	5.22%
Tfs Cap Invtr Tr Market Neutral	Low Net Equities	\$58,084.94	\$60,153.83	6.30%
Total Equity Alternatives		\$101,619.45	\$109,975.51	11.52%
Developed Equities				
Artisan Fds Inc Intl Value Inv	All Cap	\$31,330.29	\$41,002.81	4.29%
Aston Fds Astrv Rd SI VI I	Small Cap	\$32,456.42	\$39,404.94	4.13%
Dfa Invtr Dimension Grp Tax Mgd Us Eq	All Cap	\$50,855.99	\$64,017.37	6.70%
Dimensional Invtr Group Glb Eq Instl	All Cap	\$31,052.77	\$39,799.41	4.17%
Unified Ser Tr Auer Growth Fd	All Cap	\$21,350.84	\$23,567.42	2.47%
Total Developed Equities		\$167,046.31	\$207,791.95	21.76%
Credit Alternatives				
Unified Ser Tr Iron Strat Inc	Long Short Credit	\$60,700.34	\$61,842.54	6.48%
Valued Advisers Tr A Ok Stg Instl	Asset Backed Lending	\$60,593.63	\$61,181.91	6.41%
Total Credit Alternatives		\$121,293.97	\$123,024.45	12.88%

Inception Date: 12/31/2008 This is a customized assembly of accounts created for informational purposes and not necessarily reflective of an Investment Policy Statement. This report may contain discretionary, non discretionary and/or reported assets. Cash may include GenSpring fees accrued but not yet collected. Please see the Disclosures and Definitions at the end of this report for definitions of the various Risk Capital categories and information integral to your investment decision making process. Past performance is not necessarily indicative of future results. The performance data herein is UNAUDITED.

What are the portfolio's investments (Summary)?

Holdings Summary by Investment (continued)
Raymond Zimmerman Family Foundation - 685 (Custom: 3848)

GENSPRING
FAMILY OFFICES

As of May 31, 2013

Holding	Sub-Strategy	Total Cost	Market Value	% Portfolio
Credit				
Ishares Tr High Yld Corp	High Yield Bonds	\$81,485.61	\$84,278.44	8.83%
Ishares Tr Jpmorgan Usd	Diversified Bonds	\$38,128.44	\$39,800.41	4.17%
Total Credit		\$119,614.04	\$124,078.85	12.99%
Commodities				
Dfa Inv Dimensions Gr Commdty Strg	Diversified Commodities	\$8,236.27	\$8,368.64	0.88%
Spdr Gold Trust Gold Shs	Precious Metals	\$39,065.46	\$38,301.12	4.01%
Total Commodities		\$47,301.73	\$46,669.76	4.89%
Emerging Equities				
Dfa Inv Dimension Grp Emrg Mkts Val	Emerging Market Equities	\$47,550.80	\$46,720.87	4.89%
Total Emerging Equities		\$47,550.80	\$46,720.87	4.89%
Global Trading				
Northern Lts Fd Tr Alt Mgdftst I	Managed Futures	\$70,000.00	\$69,556.02	7.28%
Total Global Trading		\$70,000.00	\$69,556.02	7.28%
MLPs				
Jpmorgan Chase And Co Alerian MI Etn	MLPs	\$35,028.15	\$44,359.20	4.65%
Total MLPs		\$35,028.15	\$44,359.20	4.65%
Real Estate Securities				
Neuberger Berman Equity R/E Fd Instl	REITs	\$10,355.77	\$11,227.75	1.18%
Total Real Estate Securities		\$10,355.77	\$11,227.75	1.18%
Grand Total		\$877,449.66	\$954,973.57	100.00%

Inception Date: 12/31/2008. This is a customized assembly of accounts created for informational purposes and not necessarily reflective of an Investment Policy Statement. This report may contain discretionary, non discretionary and/or reported assets. Cash may include GenSpring fees accrued but not yet collected. Please see the Disclosures and Definitions at the end of this report for definitions of the various Risk Capital categories and information integral to your investment decision making process. Past performance is not necessarily indicative of future results. The performance data herein is UNAUDITED.

Account Statement

May 1, 2013 - May 31, 2013

Account Number 23-52514
ZIMMERMAN RAYMOND FAMILY FDN

Portfolio Summary

Equity Securities	Market Value	Change From Prior Period	Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield	% of Assets
Large Cap	\$ 1,282,761.32	\$ 29,684.78	\$ 1,014,513.15	\$ 268,248.17	\$ 23,179.39	1.8%	41.1%
Mid Cap	76,363.32	1,948.04	61,811.71	14,551.61	539.89	0.7%	2.4%
Small Cap	76,725.94	3,279.47	61,001.00	15,724.94	560.24	0.7%	2.5%
International Developed	413,897.13	(\$ 13,181.44)	345,088.77	68,808.36	9,716.60	2.3%	13.3%
International Emerging	81,045.58	(\$ 2,270.67)	80,606.88	438.70	995.60	1.2%	2.6%
Total Equity Securities	\$ 1,930,793.29	\$ 19,460.18	\$ 1,563,021.51	\$ 367,771.78	\$ 34,991.72	1.8%	61.8%
Fixed Income Securities							
Corporate/Government	546,455.56	(\$ 3,014.42)	534,039.70	12,415.86	1,690.22	3.1%	17.5%
Other Bonds	464,659.50	(\$ 3,028.25)	467,334.50	(2,675.00)	6,421.55	1.4%	14.9%
Total Fixed Income Securities	\$ 1,011,115.06	(\$ 6,042.67)	\$ 1,001,374.20	\$ 9,740.86	\$ 23,327.77	2.3%	32.4%
Real Estate							
Real Estate Funds	24,000.02	(\$ 1,981.20)	18,884.00	5,116.02	802.51	3.3%	0.8%
Total Real Estate	\$ 24,000.02	(\$ 1,981.20)	\$ 18,884.00	\$ 5,116.02	\$ 802.51	3.3%	0.8%
Commodities							
Commodities	16,990.86	(\$ 922.20)	23,179.30	(6,188.44)	413.59	2.4%	0.5%
Total Commodities	\$ 16,990.86	(\$ 922.20)	\$ 23,179.30	(\$ 6,188.44)	\$ 413.59	2.4%	0.5%
Cash and Short Term Investments							
Cash	139,356.53	(\$ 140.49)	139,355.29	0.00	13.93	0.0%	4.5%

Continued on next page.



Account Statement

May 1, 2013 - May 31, 2013

Account Number 23-52514
ZIMMERMAN RAYMOND FAMILY FDN

Portfolio Summary (continued)

	Market Value	Change from Prior Period	Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield	% of Assets
Total Cash and Short Term Investments	\$ 139,356.53	(\$ 140.49)	\$ 139,355.29	\$ 0.00	\$ 13.93	0.0%	4.5%
Total Portfolio	\$ 3,122,255.76	\$ 10,373.62	\$ 2,745,814.30	\$ 376,440.22	\$ 59,549.53	1.9%	100.0%



Raymond Zimmerman Family Foundation
Transaction Detail
As of May 31, 2013

Date	Name	Purpose of Grant or Contribution	Debit
06/14/2012	Alive Hospice	Memory of Mary Hall Pirtle	25 00
10/16/2012	Alive Hospice	Memory of Dr Roy Elam Jr	25 00
03/19/2013	Alive Hospice	Memory of Frank Bisceglia	50 00
10/03/2012	Alzheimer's Association	2012 Walk To End Alzheimer's - Nancy T Baker	0 00
05/30/2013	Alzheimer's Association	Memory of James "Gibson" DeLacey	18 00
10/08/2012	American Cancer Society	Memory of Jerry Martin Klein	50 00
10/08/2012	American Cancer Society	Memory of Karen Haberman	50 00
04/08/2013	American Diabetes Assoc	Honor of Lutin	18 00
10/10/2012	American Heart Association	Memory of Mitchell Gimelstob	36 00
10/10/2012	American Heart Association	Memory of Mitchell Gimelstob	36 00
08/24/2013	American Jewish JT		3,000 00
08/24/2012	Americsn Jewish JT		4,000 00
06/28/2012	AMEX 1005	Pinecrest Development	2,000 00
10/18/2012	AMEX 9007	Multiple Sclerosis Society	100 00
10/01/2012	Arthritis Foundation	Memory of Esther Pardo	18 00
07/06/2012	Beacon Hebrew Alliance Synagogue	Memory of Sadie Jane Effron Cahn	25 00
07/23/2012	Bernard-Grief Scholarship Fund	Memory of Dr. Stanley Bernard	50 00
07/13/2012	B'nai B'rith International	2013 Membership Dues	187 50
08/02/2012	B'nai Torah Congregation	Memory of Flo Tanenblat	18 00
08/08/2012	B'nai Torah Congregation		5,457 00
10/29/2012	B'nai Torah Congregation	Memory of Rita Lubin	18 00
11/05/2012	B'nai Torah Congregation	Memory of Eleanor Weiner	18 00
12/06/2012	B'nai Torah Congregation	Memory of Simon Neuman	18 00
01/04/2013	B'nai Torah Congregation	Memory of Dennis Jacobson	18 00
03/13/2013	B'nai Torah Congregation		560 00
03/19/2013	B'nai Torah Congregation	Memory of Ruth Brazen	18 00
03/21/2013	B'nai Torah Congregation	Memory of Mayer Reich	50.00
03/28/2013	B'nai Torah Congregation	Memory of Eugene (Gene) Binkovitz	18 00
04/08/2013	B'nai Torah Congregation	Memory of Abby Levine	50 00
01/04/2013	Boca Raton Synagogue	Memory of Father Watten & Teddy Struhl	36 00
05/30/2013	Chabad Hebrew Academy	Honor of Dr Ronit Kessous and Mr Nelson Shaller	180 00
01/08/2013	Chabad of Vanderbilt	Rabbi Shlomo's 30th Birthday	180 00
07/27/2012	Chai Lifeline	Chai Lifeline	180 00
06/28/2012	Citi Card	Flowers to Linda McCormick	51 58
10/08/2012	Citi Card	Soho Synagogue	225 00
11/05/2012	Citi Card	Alzheimers Assoc	50 00
07/12/2012	Columbus Torah Academy	Honor Dr Hershfield	200 00
06/19/2012	Congregation Shenth Israel	Yahrzeit of Harry Zimmerman	100 00
10/29/2012	Congregation Sherith Israel	Mary Zimmerman Yahrzeit	25 00
11/13/2012	Congregation Shenth Israel	Memory of Sylvia Manas	25 00
10/25/2012	Ellman Chapel	Memory of Marjorie Weinstein	36 00
02/25/2013	Fly For Faith		75 00

07/05/2012	Friends of Disabled Adults and Children	Kevin's new van	50.00
07/10/2012	Gilda's Club of Nashville	Memory of Karen Robin Sprintz	50 00
10/22/2012	Hands On Tzedakah, Inc	Memory of Rita Lubin	0.00
06/28/2012	Hospice by the Sea	Memory of Esther Filhaber	18.00
09/21/2012	JARC Endowment Fund	Memory of Leslie Goldberg	36.00
02/01/2013	JARC Endowment Fund	Memory of Lon Ann Fishel	18.00
12/17/2012	JDC	Memory of Herbert Schwartz	18 00
12/24/2012	JDC	Board Mission to Morocco	1,810 00
01/03/2013	JDC	Memory of Thomas Spiegel	18 00
01/04/2013	JDC	Memory of Murray Galinson	18 00
02/19/2013	JDC	Memory of Fran Eizenstat	18 00
05/30/2013	JDC	Memory of Zvi Feine's fiance's father	50 00
04/12/2013	Jewish Family Services - Ruth Rales	Honor of Martin Stein	18 00
05/04/2013	Jewish Family Services - Ruth Rales	Memory of Beverly Miller	18.00
05/11/2013	Jewish Federation of Atlanta	Jewish Federation of Atlanta	36.00
09/17/2012	Jewish Federation of Miami	Memory of Leonard Luna	50.00
09/17/2012	Jewish Federation of Miami		689.99
06/13/2012	Jewish National Fund		162.00
06/13/2012	Jewish National Fund	Memory of David Polen	180 00
04/08/2013	Jewish Roots of Comedy	Inv# JC13-24823-36	400 00
12/13/2012	JFNASH	Memory of Richard Small	50 00
07/16/2012	JFSPB	Memory of Jeanne Mishkin	18 00
09/11/2012	JFSPB	Food for board meetings	100 00
04/19/2013	JFSPB		964 00
05/04/2013	JFSPB	Memory of Beverly Miller	0 00
01/28/2013	Leadership Nashville		100 00
01/08/2013	Mae Volen Center	Memory of Doris Sobin	18 00
12/06/2012	Montrose Christian	Basketball tournament	25 00
07/09/2012	National Multiple Sclerosis Society	Robert Glimcher	100 00
05/30/2013	National Museum of American Jewish Histor	Memory of Lt Col Irvin Danvoff	18 00
09/28/2012	OhioHealth Foundation	Memory of Carol (sister of Beth Gross	36 00
04/03/2013	OSUCC		500 00
05/16/2013	Parkinson Research Foundation	Memory of Frank Mastoloni	50 00
11/30/2012	Ruth Rales Jewish Family Services	A Night of Hollywood Gala	1,000 00
11/30/2012	SCAVMA	Honor of Joseph Katz	50 00
06/14/2012	Senior Citizens	Memory of James Cheek Jr	25 00
03/07/2013	The Cure		300 00
08/08/2012	The Hampton Synagogue		360 00
08/20/2012	The Observer	Reporter level donation	50 00
07/02/2012	The Temple Congregation Ohabai Shalom	Memorial Book	200 00
12/11/2012	The Temple Congregation Ohabai Shalom	Memory of Harold Mark Cohen	100 00
02/12/2013	The Temple Congregation Ohabai Shalom	Memory of Bobby Shepard	18 00
05/16/2013	The Temple Congregation Ohabai Shalom	Recovery of Bruce Morris	18 00
08/24/2012	Torah Academy of Boca Raton		260 00
09/10/2012	Torah Academy of Boca Raton		100 00
11/20/2012	Toys for Tots	Memory of Bill Bacus	25 00
09/21/2012	United Way of Broward County	Day of Canng	250 00

01/31/2013	United Way of Broward County	Restaurant United Way	85 06
12/15/2012	United Way of Nashville		92,952 04
02/21/2013	Vanderbilt Children's Hospital	Memory of Charles Weatherman	18 00
09/24/2012	Vanderbilt Law School	Memory of Alyne Queener Armistead Massey	50 00
07/02/2012	Vanderbilt University Divinity School	Jack and Shirley Forstman Scholarship Fund	25 00
08/07/2012	Vanderbilt University School of Medicine	Memory of Gottlieb C. Friesinger II, MD	50 00
06/19/2012	Vanderbilt-Ingram Cancer Center	Memory of Francis Williams Preston	25 00
11/16/2012	Vanderbilt-Ingram Cancer Center	Memory of George Wills Crook	25 00
01/15/2013	Vanderbilt-Ingram Cancer Center	Renew partnership	100 00
08/22/2012	West End Synagogue	Memory of Leonard Seloff	50 00
09/12/2012	West End Synagogue	Memory of Leonard Seloff	25 00
	TOTAL		<u>119,093 17</u>