Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning JULY 1 **, 2012, and ending** JUNE 30 **, 20** 13

Name of foundation: LOTSCH-ZELMAN FOUNDATION, INC		**A** Employer identification number: 13-6104669
Number and street (or P O box number if mail is not delivered to street address): 314 COUNTRYVIEW DRIVE	Room/suite	**B** Telephone number (see instructions): 610-525-6817
City or town, state, and ZIP code: BRYN MAWR, PA 19010-2035		**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 280710

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 (attach schedule)				
	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	10328	10328	10328	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3532			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		3532		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	13860	13860	13860	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	600	360	360	240
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	4210	2526	2526	1684
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1250	750	750	500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	40			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	460	276	276	184
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6560	3912	3912	2608
	25	Contributions, gifts, grants paid	10856			10856
	26	**Total expenses and disbursements.** Add lines 24 and 25	17416	3912	3912	13464
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-3556			
	b	**Net investment income** (if negative, enter -0-)		9948		
	c	**Adjusted net income** (if negative, enter -0-)			6416	

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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	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	21004	4803	4803
2	Savings and temporary cash investments			
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 schedule) ▶			
	Less. allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	42739		
b	Investments—corporate stock (attach schedule)	210427	265811	275907
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	274170	270614	280710
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	274170	270614	
30	**Total net assets or fund balances** (see instructions)	274170	270614	
31	**Total liabilities and net assets/fund balances** (see instructions)	274170	270614	

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	274170
2	Enter amount from Part I, line 27a	2	-3556
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	270614
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	270614

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	3532
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	

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	13420	266079	.050436
2010	13487	274483	.049136
2009	12590	255095	.049354
2008	10947	225308	.048587
2007	14728	294474	.050015

2	**Total** of line 1, column (d)	2	.247528
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	.049506
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	275985
5	Multiply line 4 by line 3	5	13663
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	99
7	Add lines 5 and 6	7	13762
8	Enter qualifying distributions from Part XII, line 4	8	13464

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	199
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	199
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	199
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
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	199
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ ____ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DELAWARE			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ CHRISTINE D L LEVIN, CPA Telephone no. ▶ 610-525-6817
Located at ▶ 314 COUNTRYVIEW DRIVE, BRYN MAWR, PA ZIP+4 ▶ 19010-2035

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 |

			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		✓
	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
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	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. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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.)*	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		✓

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

		Yes	No
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**		
	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**		✓
	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? **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
VICTOR ZELMAN 2632 SPICEBERRY LANE, BOYNTON BEACH, FL 33430	PRESIDENT	150	2105	0
BETTY ZELMAN 2632 SPICEBERRY LANE, BOYNTON BEACH, FL 33430	VICE PRESIDENT	150	2105	0
ANDREW ZELMAN 157 SPRINGCHASE CIRCLE, ALTAMONTE SPRINGS, FL	VICE PRESIDENT	150	0	0
CHRISTINE D L LEVIN 314 COUNTRYVIEW DRIVE, BRYN MAWR, PA 19010	SECRETARY/ TREASURER	150	0	326

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
Total number of other employees paid over $50,000 ▶				NONE

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

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

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

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

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

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

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

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	270672
b	Average of monthly cash balances	1b	9516
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	280188
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	280188
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	4203
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	275985
6	**Minimum investment return.** Enter 5% of line 5	6	13799

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	13799
2a	Tax on investment income for 2012 from Part VI, line 5	2a	199		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	199
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	13600
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	13600
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	13600

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	13464
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	13464
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	13464

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					13600
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only					
b	Total for prior years 20___,20___,20___					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007					
b	From 2008					
c	From 2009					
d	From 2010					
e	From 2011	180				
f	**Total** of lines 3a through e		180			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 13464					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					13464
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		136			136
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		44			
b	Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
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) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		44			
10	Analysis of line 9:					
a	Excess from 2008					
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011	44				
e	Excess from 2012					

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

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

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

Part XV Supplementary Information (Complete this part only if the 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.

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total ▶ 3a				10856
b *Approved for future payment*				
Total ▶ 3b				NONE

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					
4 Dividends and interest from securities					10328
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					3532
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)					13860

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 13860

(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)
4 & 8	INVESTMENTS ARE IN LISTED SECURITIES AND MUTUAL FUNDS. ALL INCOME IS USED TO PROVIDE FUNDS FOR OPERATING EXPENSES AND CHARITABLE DISTRIBUTIONS.

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/9/13 Title: SECRETARY/TREASURER

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Lotsch-Zelman Foundation, Inc
2012 Form 990-PF
Supplemental Part I

Taxes		
	Payroll	31
	Excise	9
	Total	40

Other expenses,		
	Corporate fees	134
	Office expense	326
	Total	460

Lotsch-Zelman Foundation, Inc
Schedule of Investments
As at June 30, 2013 and 2012

	2013		2012	
	Cost	FMV	Cost	FMV
US Government and Bond Funds				
1030.279 sh Fidelity Government Income Fund			$ 11157	$ 11199
2991.479 sh Fidelity Total Bond Fund			31582	33295
Total US Government and Bond Funds			42739	44494
Corporate Stock and Mutual Funds				
400 sh 7 00% BAC Capital Trust II			11024	10100
400 sh 6 50% Bank of America			10463	10144
400 sh 5 95% Bank of NY-Series F			10051	10336
77 sh 7 20% Bank One Capital Trust			2049	2000
400 sh 6 10% Citigroup Capital-Series X			10155	9772
400 sh 5 875% GE Capital-Series D			10135	10464
20 sh Motors Liq Co GUC Trust Unit Ben Interest			0	245
78 sh General Motors			9437	1538
68 sh General Motors-Warrants A			6037	750
68 sh General Motors-Warrants B			4599	461
400 sh 6 20% ING Groep			10263	8208
400 sh 6 375% Lehman Bros-Series L			0	8
400 sh 6 20% JP Morgan Chase-Series Y			10131	10188
400 sh 6 75% Prudential			10403	10396
984 238 sh Fidelity Balanced Fund	$ 17317	$ 21151	17317	19114
13 369 sh Fidelity Balanced Fund	265	287		
401 876 sh Fidelity Blue Chip Growth Fund	16089	22377	16089	18856
400.000 sh Fidelity Blue Chip Growth Fund			16092	18768
15.005 sh Fidelity Blue Chip Growth Fund	728	835		
420.118 sh Fidelity Equity Income Fund			19228	18708
456 861 sh Fidelity Low-Priced Stock Fund			11954	17553
2283 105 sh Pimco Total Return Fund, Class D	25000	24566	25000	25799
1637 190 sh Pimco High-Yield Fund, Class D	15484	15422		
3122 560 Pimco All Asset Fund, Class D	40000	37408		
140 805 sh Cohen and Steers Realty Shares	10000	9520		
1204 754 sh Amana Mutual Fund Trust Income	45000	46010		
1985 079 sh Yachtman Focused Service Class Fund	45000	47503		
2255 872 sh Janus High-Yield Fund, Class T	20694	20619		
612 370 sh Fidelity Focused Stock Fund	10000	10422		
2160 109 sh Fidelity High Income Fund	20234	19787		
Total Corporate Stock and Mutual Funds	265811	275907	210427	203408
Grand Total	$265811	$275907	$253166	$247902

Lotsch-Zelman Foundation, Inc
Part IV - Capital Gains and Losses
for Tax on Investment Income

	Acq Date	Disp Date	Proceeds	Cost	Gain/Loss
400 shares 7 00% BAC Capital Trust III	2/10/04	11/5/12	$ 10000	$ 11024	$ -1024
400 shares 6 10% Citigroup Series X	12/20/04	5/6/13	10141	10155	-14
77 shares 7 20% Bank One Capital Trust	12/20/04	5/6/13	1925	2050	-125
400 shares 6 75% Prudential	12/20/04	5/6/13	10278	10403	-125
400 shares 5 875% GE Capital Series D	12/20/04	1/18/13	10000	10135	-135
400 shares 6 20% JP Morgan Chase Series Y	12/20/04	5/6/13	10025	10131	-106
400 shares 5 95% Bank of New York Series F	12/20/04	11/26/12	10000	10051	-51
400 shares 6 50% Bank of America 32	12/20/04	7/16/12	10000	10463	-463
400 shares 6 20% ING Groep	12/20/04	5/8/13	10167	10263	-96
400 shares 6 375% Lehman Brothers	11/26/03	5/10/13	64	0	64
78 shares General Motors	4/21/11	4/2/13	2179	9437	-7258
68 warrants General Motors A	4/21/11	4/2/13	1265	6037	-4772
68 warrants General Motors B	4/21/11	4/2/13	809	4599	-3790
20 units Motors Liquidation Co GUC Trust	6/12/12	5/10/13	600	0	600
1030 480 sh Fidelity Government Income Fund	5/13/11 -7/5//12	7/5/12	11233	11159	74
3147 119 sh Fidelity Total Bond Fund	11/10/09 -3/18/13	3/19/13	34304	33302	1002
429 888 sh Fidelity Fidelity Equity Income Fund	8/12/08 -12/14/12	4/2/13	22508	19678	2830
400 000 sh Fidelity Blue-Chip Growth Fund	8/11/08	4/3/13	21048	16092	4956
748 890 sh Fidelity Low-Priced Stock Fund	7/13/09 -12/14/12	4/2/13	32539	23476	9063
572 788 sh Fidelity Capital and Income Fund	7/12/12 -3/18/13	3/19/13	5556	5220	336
CGD - Fidelity Total Bond Fund					529
CGD - Fidelity Blue-Chip Growth Fund					546
CGD - Fidelity Low-Priced Stock Fund					1206
CGD - Pimco Total Return Class D					259
CGD - Cohen and Steers Realty Shares					3
CGD - Janus Hi-Yield Fund Class T					23
Total - Line 2					$ 3532

Lotsch Zelman Foundation, Inc
2012 Form 990-PF
Part XV - Question 3a

All recipients are tax-exempt entities All donations are unrestricted charitable contributions

American Red Cross Southern PA Chapter 2221 Chestnut Street Philadelphia, PA 19103	100
Barnes Foundation 230 North 21st Street, 1st Floor East Philadelphia, PA 19103	135
Bonney Memorial Library 36 Main Street Cornish, ME 04070-0857	200
Bryn Mawr Film Institute PO Box 1058 Bryn Mawr, PA 19010	110
Bryn Mawr Fire Company 901 West Lancaster Avenue Bryn Mawr, PA 19010-3087	100
Bryn Mawr Presbyterian Church 625 Montgomery Avenue Bryn Mawr, PA 19010-3599	200
Clean Air Council 135 South 19th Street, Suite 300 Philadelphia, PA 19103	120
Cornell Class of 1970 PO Box 6582 Ithaca, NY 14851-6582	45
Cornell University 55 Brown Road Ithaca, NY 14850	300
Drexel University 3141 Chestnut Street Philadelphia, PA 19104-2875	500
East Hiram Fire Department 25 Allard Circle Hiram, ME 04041	250
Golden Cradle 95 West Gate Drive Cherry Hill, NJ 08034	150

Town of Hiram - Thanksgiving Baskets 25 Allard Circle Hiram, PA 04041	500
Hiram Historical Society PO Box 105 158 Sebago Road Hiram, ME 04041	150
Jewish Community Alliance of Southern Maine 57 Ashmont Street Portland, ME 04103	200
Jewish Federation of Greater Philadelphia 2100 Arch Street Philadelphia, PA 19103	250
Jewish Federation of Palm Beach County 4601 Community Drive West Palm Beach, FL 33417	200
Jewish War Veterans of USA 1811 R Street Northwest Washington, DC 20009	127
Maine Coast Heritage Trust 1 Bowdoin Mill Island, Suite 201 Topsham, ME 04086	150
Maine Historical Society 489 Congress Street Portland, ME 14101	150
Maine Narrow Gauge Railroad Museum 58 Fore Street #6 Portland, Me 04101	150
Norton Museum of Art 1451 South Olive Avenue West Palm Beach, FL 33401-7162	150
Penn Environment 1420 Walnut Street,, Suite 650 Philadelphia, PA 19102	100
Philadelphia Museum of Art PO Box 7646 Philadelphia, PA 19101-7646	195
Planned Parenthood Federation of America, Inc PO Box 97166 Washington, DC 20077-7543	500

Portland Museum of Art 7 Congress Square Portland, ME 04101	150
Radnor Fire Department Ambulance 121 South Wayne Avenue Wayne, PA 19087-0031	150
Radnor Police Pension Fund PO Box 42 Wayne, PA 19087	50
Sacopee Rescue Unit Keyzar Falls Cornish, ME 04020	500
Sacopee Valley Health Center 70 Main Street Porter, ME 04068	500
Saint Joseph's University Office of Development and Alumni Relations 5600 City Avenue Philadelphia, PA 19131-1395	500
Small Woodland Owners Association of Maine 153 Hospital Street Augusta, ME 04332	200
Soldiers Memorial Library PO Box 281 85 Main Street Hiram, ME 04041	200
South Hiram Fire Department 25 Allard Circle Hiram, ME 04041	250
Southern Maine Agency on Aging 136 US Route One Scarborough, ME 04074	300
Temple Sholom in Broomall 55 North Church Lane Broomall, PA 19008	1783
University of PA - Radnor Annual Fund 3451 Walnut Street Philadelphia, PA 19104-6205	100
Villanova University - School of Business 800 Lancaster Avenue Villanova, PA 19085-1673	250

Villanova University - School of Law 299 North Spring Mill Road Villanova, PA 19085	250
Walnut Street Theatre - Angels Campaign 825 Walnut Street Philadelphia, PA 19107-9919	50
West Nottingham Academy 1079 Firetower Road Colora, MD 21917	500
WHYY-TV 12 and 91 FM Independence Mall West 150 North 6th Street Philadelphia, PA 19106	91
Total	10856

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