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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
A. JAMES WEITZENFELD MEMORIAL FOUNDATION

A Employer identification number
36-6160899

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
430 CAREN DRIVE

B Telephone number
847-432-7675

City or town, state, and ZIP code
BUFFALO GROVE, IL 60089

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)* ▶$ 887,332.

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

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

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received	8,205.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	22.	22.		STATEMENT 1
4	Dividends and interest from securities	28,275.	28,275.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,471.			
b	Gross sales price for all assets on line 6a 114,777.				
7	Capital gain net income (from Part IV, line 2)		6,471.		
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				
12	**Total** Add lines 1 through 11	42,973.	34,768.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT	6,700.	3,350.		3,350.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	7,509.	7,044.		465.
24	**Total operating and administrative expenses.** Add lines 13 through 23	14,209.	10,394.		3,815.
25	Contributions, gifts, grants paid	23,365.			23,365.
26	**Total expenses and disbursements** Add lines 24 and 25	37,574.	10,394.		27,180.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5,399.			
b	**Net investment income** (if negative, enter -0-)		24,374.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	49,375.	37,205.	37,205.
	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 ▶			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	779,524.	808,861.	850,127.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	828,899.	846,066.	887,332.
Liabilities	17	Accounts payable and accrued expenses		10,000.	
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	10,000.	
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	828,899.	836,066.	
	30	**Total net assets or fund balances**	828,899.	836,066.	
	31	**Total liabilities and net assets/fund balances**	828,899.	846,066.	

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	828,899.
2	Enter amount from Part I, line 27a	2	5,399.
3	Other increases not included in line 2 (itemize) ▶ REFUND OF FEDERAL EXCISE TAX	3	1,768.
4	Add lines 1, 2, and 3	4	836,066.
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	836,066.

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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	OPPENHEIMER # 607/SEE SCHEDULE	P		
b	OPPENHEIMER # 730/SEE SCHEDULE	P		
c	OPPENHEIMER # 730/SEE SCHEDULE	P		
d	OPPENHEIMER # 748/SEE SCHEDULE	P		
e	OPPENHEIMER # 748/SEE SCHEDULE	P		

	(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	197.		1,122.	<925.>
b	14,444.		14,927.	<483.>
c	25,336.		26,051.	<715.>
d	7,312.		6,727.	585.
e	67,488.		59,479.	8,009.

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				<925.>
b				<483.>
c				<715.>
d				585.
e				8,009.

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	6,471.
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	6,065.	792,928.	.007649
2010	24,911.	789,634.	.031548
2009	37,710.	714,067.	.052810
2008	36,513.	637,000.	.057320
2007	42,584.	786,940.	.054113

2	**Total** of line 1, column (d)	2	.203440
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	.040688
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	854,219.
5	Multiply line 4 by line 3	5	34,756.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	244.
7	Add lines 5 and 6	7	35,000.
8	Enter qualifying distributions from Part XII, line 4	8	27,180.

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	487.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	487.
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	487.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	400.		
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	400.
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	87.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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 STMT 7	10	X	

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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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DAVID WEITZENFELD Telephone no. ▶847/432-7675

Located at ▶11632 E LAKE AVENUE, ENGLEWOOD, CO ZIP+4 ▶80111

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

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

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

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

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)?	N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
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	819,711.
b	Average of monthly cash balances			1b	47,516.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	867,227.
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	867,227.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	13,008.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	854,219.
6	**Minimum investment return.** Enter 5% of line 5			6	42,711.

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	42,711.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	487.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	487.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	42,224.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	42,224.
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	42,224.

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	27,180.
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	27,180.
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	27,180.

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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12-05-12

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				42,224.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			27,052.	
b Total for prior years: _____ , _____ , _____		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: ▶ $ 27,180.				
a Applied to 2011, but not more than line 2a			27,052.	
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				128.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				42,096.
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	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:

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				
JEWISH COMMUNITY CENTER 350 S DAHLIA ST DENVER, CO 80246	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	500.
CROHN'S & COLITIS FOUNDATION OF AMERICA (CCFA) 1805 S BELLAIRE ST #285 DENVER, CO 80222	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	4,000.
RUSH UNIVERSITY MEDICAL CENTER 1700 W VAN BUREN ST, STE 250 CHICAGO, IL 60612	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	5,000.
THE ALLIED JEWISH FEDERATION OF DENVER 300 SOUTH DAHLIA ST., STE 300 DENVER, CO 80246	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	8,165.
LUNGEVITY FOUNDATION 218 S WABASH AVE, STE 540 CHICAGO, IL 60604	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	23,365.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(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			14	22.	
4 Dividends and interest from securities			14	28,275.	
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			18	6,471.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		34,768.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,768.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ 11/14/13 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
BARRY EDELSTEIN		11/12/13		P00193702
Firm's name ▶ WARADY & DAVIS LLP			Firm's EIN ▶ 36-2170602	
Firm's address ▶ 1717 DEERFIELD RD SUITE 300S DEERFIELD, IL 60015			Phone no. (847)267-9600	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

A. JAMES WEITZENFELD MEMORIAL FOUNDATION

Employer identification number

36-6160899

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

A. JAMES WEITZENFELD MEMORIAL FOUNDATION

Employer identification number

36-6160899

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID WEITZENFELD 11632 E. LAKE AVENUE ENGLEWOOD, CO 80111	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JANUS FOUNDATION P.O. BOX 173375 DENVER, CO 80217	$ 2,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
A. JAMES WEITZENFELD MEMORIAL FOUNDATION	36-6160899

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

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

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

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

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

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

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

Name of organization	Employer identification number
A. JAMES WEITZENFELD MEMORIAL FOUNDATION	36-6160899

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

A. JAMES WEITZENFELD MEMORIAL FOUNDATION 36-6160899

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PURDUE UNIVERSITY 403 W WOOD ST W LAFAYETTE, IN 47907	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	1,000.
JOSELYN CENTER 405 CENTRAL AVENUE NORTHFIELD, IL 60093	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	2,000.
UNIVERSITY OF ARIZONA 111 N CHERRY AVE TUCZON, AZ 85719	N/A	OTHER PUBLIC CHARITY	SEE FOOTNOTE	2,500.
Total from continuation sheets				5,500.

223631
05-01-12

OPPENHEIMER

Account Number G03-1385607

.C

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 7/1/2012 To 6/30/2013
Report Printed on 10/15/2013 4:01:38 PM

A JAMES WEITZENFELD
MEMORIAL FOUNDATION
ATTN: DAVID WEITZENFELD (PRES)
11632 E LAKE AVE
ENGLEWOOD CO 80111
H: 303-478-2585

FA: Katz/Israel/Katz
FA# L5Z

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term Of Gain/(Loss)
	CASH									
35,000	GNMA REMIC TRUST 2009-47 CL MC 5% DUE 06/20/39 CMO	100.0000	06/16/2009	1,116.06	0.5626	08/20/2012	196.91	(919.15)	-82.36%	L
19,000	PAINE WEBBER CMO TRUS K CL K-2 7.5% DUE 05/01/18 CMO	101.0000	10/31/1995	6.52	0.0030	09/04/2012	0.57	(5.95)	-91.26%	L
			TOTAL	**1,122.58**			**197.48**			

	TOTAL ST COST	0.00	TOTAL ST PROCEEDS	0.00	
	TOTAL LT COST	1,122.58	TOTAL LT PROCEEDS	197.48	
	TOTAL COST	1,122.58	TOTAL PROCEEDS	197.48	

	TOTAL SHORT TERM GAIN/(LOSS)	0.00	
	TOTAL LONG TERM GAIN/(LOSS)	-925.10	
	TOTAL REALIZED GAIN/(LOSS)	-925.10	*

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 7/1/2012 To 6/30/2013
Report Printed on 10/15/2013 4:03:33 PM

A JAMES WEITZENFELD MEMORIAL
FOUNDATION (IAS/MADISON)
ATTN: DAVID WEITZENFELD (PRES)
11632 E LAKE AVE
ENGLEWOOD CO 80111
H: 303-478-2585

FA: Katz/Israel/Katz
FA# L5Z

CASH

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term Of Gain/(Loss)
3,000	ABBOTT LABORATORIES T/S 5.60% DUE 11/30/17 UNDERLY 002819AB6	116.6040	06/06/2011	3,498.12	123.0900	11/13/2012	3,692.70	194.58	5.56%	L
1,000	FEDERAL HOME LN MTG CORP B/E 4.5% DUE 07/15/13 NOTE	108.2109	06/06/2011	1,082.11	100.2467	06/24/2013	1,002.47	(79.64)	-7.36%	L
4,000	FEDERAL NATL MTG ASSN B/E 4.375% DUE 03/15/13 NOTE	106.9263	06/06/2011	4,277.05	100.0000	03/15/2013	4,000.00	(277.05)	-6.48%	L
1,000	GOLDMAN SACHS GROUP INC B/E 5.125% DUE 01/15/15 NOTE	107.7440	06/07/2011	1,077.44	105.4090	07/16/2012	1,054.09	(23.35)	-2.17%	L
2,000	GOLDMAN SACHS GROUP INC B/E 5.125% DUE 01/15/15 NOTE	107.7440	06/07/2011	2,154.88	105.7960	08/01/2012	2,115.92	(38.96)	-1.81%	L
3,000	OCCIDENTAL PETE CORP DEL B/E 4.1% DUE 02/01/21 NOTE CALL 11/01/20 @100	114.8250	08/14/2012	3,444.75	108.0280	06/10/2013	3,240.84	(203.91)	-5.92%	S
1,000	PEPSICO INC B/E 4.65% DUE 02/15/13 NOTE	106.7700	06/07/2011	1,067.70	100.0000	02/15/2013	1,000.00	(67.70)	-6.34%	L
2,000	UNITED STATES TREAS NTS B/E 3.875% DUE 02/15/13 NOTE	105.9496	06/06/2011	2,118.99	100.6129	12/17/2012	2,012.26	(106.73)	-5.04%	L
3,000	UNITED STATES TREAS NTS B/E 3.875% DUE 02/15/13 NOTE	105.9496	06/06/2011	3,178.49	100.0000	02/15/2013	3,000.00	(178.49)	-5.62%	L
4,000	UNITED STATES TREAS NTS 4% DUE 11/15/12 NOTE	105.3519	06/08/2011	4,214.07	100.0000	11/15/2012	4,000.00	(214.07)	-5.08%	L

OPPENHEIMER

Account Number G03-1385730

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 7/1/2012 To 6/30/2013
Report Printed on 10/15/2013 4:03:33 PM

A JAMES WEITZENFELD MEMORIAL

FA: Katz/Israel/Katz

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term Of Gain/(Loss)
2,000	UNITED STATES TREAS NTS 4.375% DUE 08/15/12 NOTE	104.2230	08/15/2011	2,084.46	100.2379	07/25/2012	2,004.76	(79.70)	-3.82%	S
4,000	UNITED STATES TREAS NTS 4.375% DUE 08/15/12 NOTE	104.2230	08/15/2011	4,168.92	100.0000	08/15/2012	4,000.00	(168.92)	-4.05%	S
3,000	UNITED STATES TREAS NTS B/E 1.375% DUE 05/15/13 NOTE	101.1488	05/16/2012	3,034.46	100.0000	05/15/2013	3,000.00	(34.46)	-1.14%	S
2,000	UNITED STATES TREAS NTS B/E 2.625% DUE 11/15/20 NOTE	109.7231	12/17/2012	2,194.46	109.9215	04/09/2013	2,198.43	3.97	0.18%	S
3,000	WALGREEN CO B/E 5.25% DUE 01/15/19 NOTE	112.7240	06/06/2011	3,381.72	115.2730	08/14/2012	3,458.19	76.47	2.26%	L
			TOTAL	40,977.62			39,779.66			

	TOTAL ST COST	14,927.05	TOTAL ST PROCEEDS	14,444.03	
	TOTAL LT COST	26,050.57	TOTAL LT PROCEEDS	25,335.63	
	TOTAL COST	40,977.62	TOTAL PROCEEDS	39,779.66	

	TOTAL SHORT TERM GAIN/(LOSS)	-483.02	
	TOTAL LONG TERM GAIN/(LOSS)	-714.94	
	TOTAL REALIZED GAIN/(LOSS)	-1,197.96	*

OPPENHEIMER

Account Number G03-1385748

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 7/1/2012 To 6/30/2013
Report Printed on 10/15/2013 4:08:35 PM

A JAMES WEITZENFELD MEMORIAL
FOUNDATION (UMA/IAS PLACEMARK)
ATTN: DAVID WEITZENFELD (PRES)
11632 E LAKE AVE
ENGLEWOOD CO 80111
H: 303-478-2585

FA· Katz/Israel/Katz
FA# L5Z

CASH

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term Of Gain/(Loss)
43	AMERICAN TOWER CORP NEW REIT	51.8500	06/06/2011	2,229.55	69.3749	08/23/2012	2,983.05	753.50	33.80%	L
12	AMGEN INC	58.6700	06/06/2011	704.04	81.3500	08/08/2012	976.17	272.13	38.65%	L
22	AMGEN INC	58.6700	06/06/2011	1,290.74	91.6100	03/13/2013	2,015.37	724.63	56.14%	L
18	AUTODESK INC	40.3400	06/06/2011	726.12	39.0901	02/01/2013	703.60	(22.52)	-3.10%	L
45	AUTODESK INC	40.3400	06/06/2011	1,815.30	37.3730	03/01/2013	1,681.75	(133.55)	-7.36%	L
15	AUTODESK INC	36.2900	07/19/2011	544.35	37.3730	03/01/2013	560.58	16.23	2.98%	L
15	AUTODESK INC	30.1907	12/19/2011	452.86	37.3730	03/01/2013	560.58	107.72	23.79%	L
13	AUTODESK INC	30.3000	08/27/2012	393.90	37.3730	03/01/2013	485.83	91.93	23.34%	S
9	AUTODESK INC	31.3700	11/19/2012	282.33	37.3730	03/01/2013	336.35	54.02	19.13%	S
39	BED BATH & BEYOND INC	51.7200	06/06/2011	2,017.08	58.9700	03/07/2013	2,299.77	282.69	14.01%	L
11	BED BATH & BEYOND INC	59.5700	07/19/2011	655.27	58.9700	03/07/2013	648.65	(6.62)	-1.01%	L
5	BED BATH & BEYOND INC	57.3500	11/19/2012	286.75	58.9700	03/07/2013	294.84	8.09	2.82%	S
9	BED BATH & BEYOND INC	59.2400	02/01/2013	533.16	58.9700	03/07/2013	530.71	(2.45)	-0.46%	S
13	CELGENE CORP	58.3100	06/06/2011	758.03	101.7601	02/01/2013	1,322.85	564.82	74.51%	L
21	CELGENE CORP	58.3100	06/06/2011	1,224.51	113.3401	03/13/2013	2,380.08	1,155.57	94.37%	L
1,543.516	EATON VANCE LARGE CAP VALUE FD A OPEN END	18.1500	06/06/2011	28,014.81	19.2400	11/26/2012	29,697.25	1,682.44	6.01%	L
91.871	EATON VANCE LARGE CAP VALUE FD A OPEN END	17.9000	06/16/2011	1,644.49	19.2400	11/26/2012	1,767.60	123.11	7.49%	L
106.991	EATON VANCE LARGE CAP VALUE FD A OPEN END	18.5100	07/19/2011	1,980.40	19.2400	11/26/2012	2,058.51	78.11	3.94%	L
129.386	EATON VANCE LARGE CAP VALUE FD A OPEN END	16.8000	08/04/2011	2,173.68	19.2400	11/26/2012	2,489.39	315.71	14.52%	L

Realized Gain/(Loss)

Held at Oppenheimer & Co. Inc.

From 7/1/2012 To 6/30/2013

Report Printed on 10/15/2013 4:08:35 PM

A JAMES WEITZENFELD MEMORIAL

FA: Katz/Israel/Katz

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term Of Gain/(Loss)
139.461	EATON VANCE LARGE CAP VALUE FD A OPEN END	15.4600	09/23/2011	2,156.06	19.2400	11/26/2012	2,683.23	527.17	24.45%	L
20.258	EATON VANCE LARGE CAP VALUE FD A OPEN END	17.6600	01/11/2012	357.76	19.2400	11/26/2012	389.76	32.00	8.95%	S
118.776	EATON VANCE LARGE CAP VALUE FD A OPEN END	18.3700	05/10/2012	2,181.91	19.2400	11/26/2012	2,285.25	103.34	4.74%	S
136	INTEL CORP	21.8273	06/06/2011	2,968.51	21.2600	03/20/2013	2,891.29	(77.22)	-2.60%	L
39	INTEL CORP	21.3100	02/01/2013	831.09	21.2600	03/20/2013	829.12	(1.97)	-0.24%	S
67	JOHNSON CTLS INC	37.4100	06/06/2011	2,506.47	25.5400	08/08/2012	1,711.14	(795.33)	-31.73%	L
33	JOHNSON CTLS INC	28.4699	12/19/2011	939.51	25.5400	08/08/2012	842.80	(96.71)	-10.29%	S
.176	LOOMIS STRATEGIC INCM A OPEN END	15.4800	06/06/2011	2.72	15.1400	11/23/2012	2.66	(0.06)	-2.37%	L
35	LOWES COS INC	22.9590	06/06/2011	803.57	38.8063	02/01/2013	1,358.18	554.61	69.02%	L
67	LOWES COS INC	22.9590	06/06/2011	1,538.25	38.1004	03/25/2013	2,552.67	1,014.42	65.95%	L
21	LOWES COS INC	22.9700	07/19/2011	482.37	38.1004	03/25/2013	800.09	317.72	65.87%	L
10	LOWES COS INC	33.8500	11/19/2012	338.50	38.1004	03/25/2013	380.99	42.49	12.55%	S
75	VERIZON COMMUNICATIONS INC	35.2300	06/06/2011	2,642.25	42.3262	08/23/2012	3,174.39	532.14	20.14%	L
4	VERIZON COMMUNICATIONS INC	36.7850	07/19/2011	147.14	42.3262	08/23/2012	169.29	22.15	15.05%	L
10	WHOLE FOODS MKT INC	58.2498	08/12/2011	582.50	93.6732	08/08/2012	936.70	354.20	60.81%	S
			TOTAL	**66,205.98**			**74,800.49**			

	TOTAL ST COST	6,727.41	TOTAL ST PROCEEDS	7,312.35	
	TOTAL LT COST	59,478.57	TOTAL LT PROCEEDS	67,488.14	
	TOTAL COST	66,205.98	TOTAL PROCEEDS	74,800.49	

	TOTAL SHORT TERM GAIN/(LOSS)	584.94	
	TOTAL LONG TERM GAIN/(LOSS)	8,009.57	
	TOTAL REALIZED GAIN/(LOSS)	8,594.51	*

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

SOURCE	AMOUNT
FIFTH THIRD BANK	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER (3 AC)	28,275.	0.	28,275.
TOTAL TO FM 990-PF, PART I, LN 4	28,275.	0.	28,275.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,700.	3,350.		3,350.
TO FORM 990-PF, PG 1, LN 16B	6,700.	3,350.		3,350.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	47.	0.		47.
INVESTMENT & BANKING CHARGES	6,626.	6,626.		0.
OFFICE EXPENSES	836.	418.		418.
TO FORM 990-PF, PG 1, LN 23	7,509.	7,044.		465.

FOOTNOTES STATEMENT 5

ALL OF THE GRANTS AND CONTRIBUTIONS LISTED IN PART XV OF FORM 990-PF WERE MADE FOR THE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSE OF EACH OF THE DONEE ORGANIZATIONS.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER & CO INC. INVESTMENT ACCOUNT	COST	808,861.	850,127.
TOTAL TO FORM 990-PF, PART II, LINE 13		808,861.	850,127.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 7
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
DAVID WEITZENFELD	11632 E. LAKE AVENUE ENGLEWOOD, CO 80111
JANUS FOUNDATION	P.O. BOX 173375 DENVER, CO 80217

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID S WEITZENFELD 11632 E. LAKE AVENUE ENGLEWOOD, CO 80111	PRESIDENT 1.00	0.	0.	0.
STACIE L SHANKS 430 CAREN DRIVE BUFFALO GROVE, IL 60089	SECRETARY/REGISTERED AGENT 1.00	0.	0.	0.
MELANIE S WEITZENFELD 11632 E. LAKE AVENUE ENGLEWOOD, IL 80111	TREASURER 1.00	0.	0.	0.
MICHAEL SOBEL 2105 STIRLING ROAD BANNOCKBURN, IL 60015	BOARD MEMBER 1.00	0.	0.	0.
JOE JOHNSON 483 FRANCISCO STREET #D SAN FRANCISCO, CA 94133	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

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HOUSEHOLD SUMMARY

SIPC

News and Information

Please read the document entitled "Effect of Higher Rates on Fixed Income Portfolios - June 17, 2013", which appears immediately following the Household Summary.

For the Period Ending: 06/30/13

Internet Address: www.opco.com

Financial Advisor
KATZ/ISRAEL/KATZ - L5Z
18 COLUMBIA TURNPIKE
3RD FLOOR
FLORHAM PARK, NJ 07932
(866) 871-1634

A JAMES WEITZENFELD
MEMORIAL FOUNDATION
ATTN: DAVID WEITZENFELD (PRES)
11632 E LAKE AVE
ENGLEWOOD CO 80111

Account		Cash, Money Funds & Bank Deposits	Priced Securities	Total Asset Value	Direct Investments (1)	Adjusted Asset Value (2)	Previous Month Adj Asset Value	Statement Enclosed (3)
G03-1385607	A JAMES WEITZENFELD MEMORIAL FOUNDATION	$12,473.84	$50,984.88	$63,458.72	$0.00	$63,458.72	$65,201.54	Yes
G03-1385730	A JAMES WEITZENFELD MEMORIAL FOUNDATION (IAS/MADISON)	737.40	100,465.47	101,202.87	0.00	101,202.87	102,103.01	Yes
G03-1385748	A JAMES WEITZENFELD MEMORIAL FOUNDATION (UMA/IAS PLACEMARK	12,030.15	697,820.84	709,850.99	0.00	709,850.99	724,554.37	Yes
	Totals	$25,241.39	$849,271.19	$874,512.58	$0.00	$874,512.58	$891,858.92	

(1) Values for Direct Investments, which are not included in the Total Asset Value for your account, are provided for informational purposes only Note that prices for Direct Investments are furnished periodically by the entities issuing and/or managing such investments. Due to timing of such pricing, values for Direct Investment reflect the most recent prices available, which may not be month-end values.

(2) "Adjusted Asset Value" is the sum of "Total Asset Value" and "Direct Investments".

(3) "No" in the Statement Enclosed column indicates that a statement was not generated for the specified account due to lack of activity during the period. However, as a courtesy, current values for the account are displayed for informational purposes.

This Household Summary, which displays separate and combined assets for all linked accounts, is provided as a courtesy. The Household Summary is not, and should not be construed as, a substitute for your Oppenheimer & Co Inc account statements

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

A JAMES WEITZENFELD
MEMORIAL FOUNDATION
ATTN: DAVID WEITZENFELD (PRES)

Page	Account Number	Financial Advisor	Period Ending
3 of 4	G03-1385607	KATZ/ISRAEL/KATZ - L5Z	06/30/13

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Fixed Income

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
CWALT INC 2004-2CB CL 1-A-2 5.125% DUE 03/25/34 CMO RES WHOL LN AMORTIZED AMOUNT = 8,271 FACTOR = 0 33084723	CASH	25,000	12667FAH8	96.97760	100.84200	8,021.19	8,340.82	320	5.125%	423	16 36
WAMU MTG CERT 2005-11 CL A-2 5.75% DUE 01/25/36 CMO RES WHOL LN AMORTIZED AMOUNT = 31,839 FACTOR = 0.31839885	CASH	100,000	93934FHW5	80.28600	82 04100	25,562 97	26,121.76	559	5.750%	1,830	51 23
CWMBS CHL MTG TR 2006-9 CL A-10 6% DUE 05/25/36 CMO RES WHOL LN AMORTIZED AMOUNT = 7,599 FACTOR = 0.37996134	CASH	20,000	126694X37	108.54470	90.58900	8,248.56	6,884.06	(1,365)	6 000%	455	13.50
WELLS FARGO MBS 2007-10 CL I-A-7 6% DUE 07/25/37 CMO RES WHOL LN AMORTIZED AMOUNT = 8,748 FACTOR = 0 24996679	CASH	35,000	949837AG3	88 52920	93 44900	7,745 28	8,175 70	430	6.000%	524	16 04
CWMBS CHL MTG TR 2007-8 CL 1-A-19 6% DUE 01/25/38 CMO RES WHOL LN AMORTIZED AMOUNT = 1,681 FACTOR = 0 03057577	CASH	55,000	12545AAU8	111.66650	86.97000	1,877.86	1,462.54	(415)	6.000%	100	2 87
SUB-TOTAL GOVERNMENT AGENCY BONDS		235,000				51,455.86	50,984.88	(471)		3,336	100.00

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
TOTAL FIXED INCOME		235,000				51,455.86	50,984.88	(471)		3,336	100.00

A JAMES WEITZENFELD MEMORIAL
FOUNDATION (IAS/MADISON)
ATTN: DAVID WEITZENFELD (PRES)

Page	Account Number	Financial Advisor	Period Ending
3 of 7	G03-1385730	KATZ/ISRAEL/KATZ - L5Z	06/30/13

Portfolio Holdings

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Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	737.4000	ADLXX	1.00000	1 00000	737 40	737.40	0 020%		0.73
TOTAL MONEY MARKET FUNDS						737.40	737.40			0.73

Fixed Income

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 4% DUE 02/15/14 NOTE	CASH	2,000	912828CA6	103 27400	102.39800	2,065.48	2,047.96	(18)	4 000%	80	2.02
UNITED STATES TREAS NTS B/E 2.25% DUE 05/31/14 NOTE	CASH	4,000	912828KV1	103.50430	101.87500	4,140 17	4,075.00	(65)	2 250%	90	4 03
UNITED STATES TREAS NTS B/E 4 25% DUE 08/15/14 NOTE	CASH	7,000	912828CT5	111.00810	104 51600	7,770.57	7,316.12	(454)	4 250%	297	7.23
UNITED STATES TREAS NTS B/E 4 25% DUE 11/15/14 NOTE	CASH	3,000	912828DC1	106.90670	105 50000	3,207.20	3,165 00	(42)	4.250%	127	3 13
UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	CASH	1,000	912828DM9	107 34800	105.99200	1,073 48	1,059.92	(14)	4.000%	40	1 05
UNITED STATES TREAS NTS B/E 1.75% DUE 07/31/15 NOTE	CASH	3,000	912828NP1	103 26200	102 82800	3,097.86	3,084.84	(13)	1.750%	52	3.05
UNITED STATES TREAS NTS B/E 4 5% DUE 11/15/15 NOTE	CASH	4,000	912828EN6	112.37530	109.47700	4,495.01	4,379.08	(116)	4.500%	180	4.33

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Page	Account Number	Financial Advisor	Period Ending
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Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 2 625% DUE 04/30/16 NOTE	CASH	4,000	912828KR0	105.26600	105.60200	4,210.64	4,224.08	13	2.625%	105	4.17
UNITED STATES TREAS NTS B/E .75% DUE 06/30/17 NOTE	CASH	1,000	912828TB6	100.78900	98.75000	1,007.89	987 50	(20)	0.750%	7	0.98
UNITED STATES TREAS NTS B/E 4 25% DUE 11/15/17 NOTE	CASH	2,000	912828HH6	113.42600	113 12500	2,268 52	2,262.50	(6)	4.250%	85	2 24
UNITED STATES TREAS NTS B/E 1.375% DUE 02/28/19 NOTE	CASH	3,000	912828SH4	103.03930	98 90600	3,091 18	2,967 18	(124)	1.375%	41	2.93
UNITED STATES TREAS NTS B/E 3.125% DUE 05/15/19 NOTE	CASH	5,000	912828KQ2	109.24260	108 52300	5,462.13	5,426.15	(36)	3.125%	156	5 36
UNITED STATES TREAS NTS B/E 3 625% DUE 02/15/20 NOTE	CASH	1,000	912828MP2	113.54300	111.55500	1,135 43	1,115 55	(20)	3.625%	36	1 10
UNITED STATES TREAS NTS B/E 2.625% DUE 11/15/20 NOTE	CASH	3,000	912828PC8	107.97300	104.19500	3,239 19	3,125.85	(113)	2 625%	78	3 09
UNITED STATES TREAS NTS B/E 2 125% DUE 08/15/21 NOTE	CASH	1,000	912828RC6	98.74300	99.59400	987 43	995 94	9	2.125%	21	0 98
SUB-TOTAL GOVERNMENT BONDS		44,000				47,252.18	46,232.67	(1,019)		1,398	45.69

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FEDERAL HOME LN MTG CORP B/E 4 5% DUE 07/15/13 NOTE	CASH	2,000	3134A4TZ7	108.21100	100.17100	2,164 22	2,003 42	(161)	4.500%	90	1 98
FEDERAL NATL MTG ASSN B/E 4.625% DUE 10/15/14 NOTE	CASH	4,000	31359MWJ8	111.53150	105 56500	4,461 26	4,222 60	(239)	4.625%	185	4 17
FEDERAL NATL MTG ASSN B/E 75% DUE 12/19/14 NOTE	CASH	4,000	3135G0FY4	100 81750	100.60700	4,032 70	4,024.28	(8)	0.750%	30	3 98

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Page	Account Number	Financial Advisor	Period Ending
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Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FEDERAL HOME LN MTG CORP B/E 4.75% DUE 11/17/15 NOTE	CASH	3,000	3134A4VG6	113.42030	109.88400	3,402.61	3,296.52	(106)	4.750%	142	3.26
FEDERAL HOME LN MTG CORP B/E 1% DUE 07/28/17 MEDIUM TERM NOTE	CASH	2,000	3137EADJ5	100.73000	98 59500	2,014.60	1,971.90	(43)	1 000%	20	1.95
SUB-TOTAL GOVERNMENT AGENCY BONDS		**15,000**				**16,075.39**	**15,518.72**	**(557)**		**467**	**15.34**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
LILLY ELI & CO B/E 4 2% DUE 03/06/14 NOTE	CASH	3,000	532457BE7 A2 / AA-	108.49300	102.51600	3,254 79	3,075 48	(179)	4 200%	126	3 04
U S BANCORP MTNS BK ENT B/E 4.2% DUE 05/15/14 MTN	CASH	3,000	91159HGR5 A1 / A+	107.97700	103.25600	3,239.31	3,097 68	(142)	4 200%	126	3 06
ALLSTATE CORP B/E 6 2% DUE 05/16/14 NOTE	CASH	3,000	020002AW1 A3 / A-	113.94500	104.83700	3,418 35	3,145.11	(273)	6.200%	186	3 11
CONOCOPHILLIPS B/E 4 6% DUE 01/15/15 NOTE	CASH	3,000	20825CAT1 A1 / A	110.79000	106.02900	3,323 70	3,180 87	(143)	4 600%	138	3 14
DU PONT E I DE NEMOURS & CO B/E 3.25% DUE 01/15/15 NOTE	CASH	3,000	263534BY4 A2 / A	105 33500	104.02000	3,160 05	3,120 60	(39)	3.250%	97	3 08
JPMORGAN CHASE & CO B/E 3 7% DUE 01/20/15 NT,INV CO	CASH	3,000	46625HHP8 A2 / A	104.83000	103.86400	3,144 90	3,115.92	(29)	3.700%	111	3 08
CISCO SYS INC B/E 5 5% DUE 02/22/16 NOTE	CASH	3,000	17275RAC6 A1 / A+	114 35700	111.66500	3,430.71	3,349 95	(81)	5 500%	165	3.31
GENERAL ELEC CAP CORP MTN BE B/E 2.9% DUE 01/09/17 MTN	CASH	3,000	36962G5N0 A1 / AA+	99.85700	103.37700	2,995.71	3,101 31	106	2 900%	87.	3.06
AT&T INC B/E 1.6% DUE 02/15/17 NOTE	CASH	2,000	00206RBC5 A3 / A-	99.88000	98 98100	1,997 60	1,979.62	(18)	1.600%	32	1 96

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Page	Account Number	Financial Advisor	Period Ending
6 of 7	G03-1385730	KATZ/ISRAEL/KATZ - L5Z	06/30/13

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
COCA COLA CO B/E 4 875% DUE 03/15/19 NOTE	CASH	3,000	191216AM2 AA3 / AA-	111.57500	113 20700	3,347 25	3,396 21	49	4.875%	146	3.36
E M C CORP MASS B/E 2 65% DUE 06/01/20 NOTE	CASH	3,000	268648AQ5 A1 / A	99 68400	98.57800	2,990.52	2,957 34	(33)	2.650%	79	2.92
WAL-MART STORES INC B/E 3.25% DUE 10/25/20 NOTE	CASH	3,000	931142CZ4 AA2 / AA	111 40800	103.36700	3,342.24	3,101.01	(241)	3 250%	97	3.06
CATERPILLAR INC DEL B/E 3.9% DUE 05/27/21 NOTE	CASH	2,000	149123BV2 A2 / A	110 63500	104.64900	2,212.70	2,092.98	(120)	3 900%	78	2.06
SUB-TOTAL CORPORATE BONDS		37,000				39,857.83	38,714.08	(1,143)		1,469	38.24

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

TOTAL FIXED INCOME		96,000				103,185.40	100,465.47	(2,719)		3,336	99.27

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$103,922.80	$101,202.87	$(2,719)	3.296%	3,336	100%

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Pnce/Entry	Amount	
				** BUY AND SELL TRANSACTIONS **				
06-13	CASH	3,000	BOUGHT	E M C CORP MASS INCLUDES ACCRUED INTEREST OF COMMISSION 0 00	B/E 2.65% DUE 06/01/20 $1.55 CHARGES/FEES 0 00	99 68	2,992.07	DEBIT
06-13	CASH	-3,000	SOLD	OCCIDENTAL PETE CORP DEL INCLUDES ACCRUED INTEREST OF COMMISSION 0 00	B/E 4.1% DUE 02/01/21 $45.10 CHARGES/FEES 0.00	108.02	3,285 94	CREDIT
06-25	CASH	-1,000	SOLD	FEDERAL HOME LN MTG CORP INCLUDES ACCRUED INTEREST OF COMMISSION 0.00	B/E 4.5% DUE 07/15/13 $20 00 CHARGES/FEES 0 00	100.24	1,022 47	CREDIT
06-25	CASH	1,000	BOUGHT	UNITED STATES TREAS NTS INCLUDES ACCRUED INTEREST OF COMMISSION 0.00	B/E 2 125% DUE 08/15/21 $7.63 CHARGES/FEES 0.00	98.74	995.06	DEBIT
				Net Buy and Sell Transactions....................			**$321.28**	**CREDIT**

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Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes, Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	12,030 1500	ADLXX	1.00000	1 00000	12,030 15	12,030.15	0.020%	2	1.69
TOTAL MONEY MARKET FUNDS						**12,030.15**	**12,030.15**		**2**	**1.69**

Equities

Please note the following icon 🗎 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www.opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ADOBE SYS INC	(Q) CASH	107	ADBE	31.29500	45.56000	3,348.56	4,874 92	1,526			0.69
AMGEN INC	(L) CASH	21	AMGN	63.26810	98.66000	1,328.63	2,071.86	743	1 905%	39	0.29
BIOGEN IDEC INC	(L) CASH	11	BIIB	176 88910	215.20000	1,945.78	2,367 20	421			0 33
CVS CAREMARK CORPORATION	(L) CASH	61	CVS	55.11000	57.18000	3,361.71	3,487.98	126	1.573%	54	0.49
CELGENE CORP	(L) CASH	17	CELG	58 31000	116.98000	991.27	1,988.66	997			0 28
COACH INC	(C) CASH	73	COH	58.48820	57.09000	4,269.64	4,167 57	(102)	2.364%	98	0 59
COSTCO WHSL CORP NEW	(P) CASH	38	COST	77 89000	110 57000	2,959 82	4,201.66	1,242	1 121%	47	0 59
CROWN CASTLE INTL CORP	(R) CASH	56	CCI	62.60710	72 39000	3,506.00	4,053 84	548			0.57
DISNEY WALT CO COM DISNEY	(H) CASH	69	DIS	50.24740	63.15000	3,467.07	4,357 35	890	1.187%	51	0.61
E M C CORP MASS	(Q) CASH	152	EMC	26.29530	23.62000	3,996.88	3,590.24	(407)	1 693%	60	0.51
EXPRESS SCRIPTS HLDG CO	(L) CASH	65	ESRX	57.92940	61.74000	3,765 41	4,013.10	248			0 57
GILEAD SCIENCES INC	(L) CASH	41	GILD	45 84120	51 27000	1,879.49	2,102 07	223			0.30
INTERNATIONAL BUSINESS MACHS	(Q) CASH	18	IBM	167.23440	191.11000	3,010.22	3,439.98	430	1.988%	68	0.48
JOHNSON & JOHNSON	(L) CASH	45	JNJ	81.33930	85.86000	3,660.27	3,863 70	203	3.074%	118	0 54

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Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
LAUDER ESTEE COS INC CL A	(F) CASH	60	EL	60 00370	65.77000	3,600.22	3,946.20	346	1.094%	43	0 56
MONDELEZ INTL INC CL A	(J) CASH	133	MDLZ	28.54000	28.53000	3,795.82	3,794.49	(1)	1.822%	69	0 53
NIKE INC CL B	(F) CASH	72	NKE	41.99790	63.68000	3,023.85	4,584.96	1,561	1.319%	60	0 65
NORDSTROM INC	(B) CASH	67	JWN	45.32700	59.94000	3,036.91	4,015.98	979	2 002%	80	0 57
ORACLE CORP	(Q) CASH	112	ORCL	31.95450	30.71000	3,578 90	3,439 52	(139)	1.563%	53	0.48
QUALCOMM INC	(Q) CASH	56	QCOM	57.05000	61.09000	3,194.80	3,421.04	226	2 291%	78	0 48
TARGET CORP	(P) CASH	62	TGT	48.90240	68 86000	3,031 95	4,269 32	1,237	2 497%	106	0.60
WHOLE FOODS MKT INC	(J) CASH	78	WFM	30.66820	51.48000	2,392.12	4,015.44	1,623	0.777%	31	0 57
SUB-TOTAL COMMON STOCK						67,145.32	80,067.08	12,920		1,063	11.28
TOTAL EQUITIES						67,145.32	80,067.08	12,920		1,063	11.28

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	23%	TECHNOLOGY	(L)	24%	HEALTHCARE	(C)	5%	BASIC INDUSTRY
(P)	10%	RETAIL SERVICES	(R)	5%	TELECOMMUNICATIONS	(H)	5%	ENTERTAINMENT
(F)	10%	CONSUMER GOODS	(J)	9%	FOOD & BEVERAGES	(B)	5%	APPAREL & ACCESSORIES

Mutual Funds

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
ALLIANCEBERNSTEIN GL BD-A GOVT INCOME TRUST-A		7,681.4710	8 45299	64,931.44	64,931.44	8.36000	64,217 09	(714)	(714)	2.556%	1,641	2 51	9 05
SYMBOL· ANAGX	Purchases	7,681.4710	8.45299	64,931.44	64,931.44		64,217.09	(714)					
BLACKROCK GLOBAL ALLOC FD A OPEN END		3,364 6870	19.65537	66,134 17	66,134 17	20 59000	69,278.90	3,145	3,144	1 125%	779	1 17	9 76
SYMBOL· MDLOX	Purchases	3,364 6870	19.65537	66,134 17	66,134.17		69,278 90	3,145					
CULLEN HIGH DIVIDEND EQUITY FD OPEN END		3,164.0280	13 84047	43,791.65	43,791.65	15.28000	48,346.34	4,555	4,554	2 257%	1,091	2 48	6 81
SYMBOL. CHDEX	Purchases	3,164.0280	13.84047	43,791.65	43,791.65		48,346.34	4,555					
DAVIS NY VENTURE FD INC CL A OPEN END		1,361.7540	34.35355	46,781.09	46,781 09	40.19000	54,728.89	7,948	7,947	1.189%	650	1 39	7.71
SYMBOL· NYVTX	Purchases	1,361.7540	34.35355	46,781.09	46,781.09		54,728.89	7,948					

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Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
GROWTH FD AMER INC CL F OPEN END		1,621 6940	30 81892	49,978 86	49,978 86	38.23000	61,997 36	12,019	12,018	0 738%	457	0 91	8.73
SYMBOL: GFAFX	Purchases	1,621.6940	30.81892	49,978.86	49,978.86		61,997.36	12,019					
HENDERSON INTL OPPTYS A OPEN END		3,459.2890	21.51528	74,427.60	74,427.60	22.42000	77,557 25	3,130	3,129	0 654%	507	0 67	10.93
SYMBOL: HFOAX	Purchases	3,459 2890	21.51528	74,427.60	74,427.60		77,557 25	3,130					
LOOMIS STRATEGIC INCM A OPEN END		4,434 6310	15.44050	68,472.94	68,470.28	15 60000	69,180.24	707	709	4.962%	3,432	5 01	9.75
SYMBOL NEFZX	Purchases Reinvestment	4,434 4550 0.1760	15 44051 15.11363	68,470.28 2.66	68,470.28		69,177.49 2.74	707					
AMER NEW WORLD FD F OPEN END		476.0570	54.05239	25,732.02	25,732.02	53.20000	25,326 23	(406)	(405)	1.381%	349	1 35	3.57
SYMBOL NWFFX	Purchases	476 0570	54.05239	25,732 02	25,732 02		25,326.23	(406)					
PIMCO TOTAL RETURN FD A OPEN END		6,146 0870	11.06369	67,998.42	67,998 42	10.76000	66,131 89	(1,867)	(1,866)	2.609%	1,725	2 53	9 32
SYMBOL· PTTAX	Purchases	6,146 0870	11 06369	67,998 42	67,998 42		66,131.89	(1,867)					
THORNBURG INVESTMENT INCOME BUILDER FD-A OPEN END		4,125.8060	19.10591	78,827 29	78,827 29	19.63000	80,989 57	2,162	2,162	5.667%	4,589	5 82	11.41
SYMBOL· TIBAX	Purchases	4,125.8060	19.10591	78,827.29	78,827.29		80,989.57	2,162					
SUB-TOTAL OPEN END FUNDS				587,075.48			617,753.76	30,679			15,227		87.03
TOTAL MUTUAL FUNDS				587,075.48			617,753.76	30,679			15,227		87.03

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$666,250.95	$709,850.99	$43,599	2.295%	16,293	100%

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** BUY AND SELL TRANSACTIONS **				
06-24	CASH	2	BOUGHT	ORACLE CORP COMMISSION 0 00	CHARGES/FEES 0.00	34 45	68 92	DEBIT
				Net Buy and Sell Transactions			$68.92	DEBIT

Date	Type	Quantity	Transaction	Description		Price/Entry	Amount	
				** INCOME ACTIVITY **				
06-03	CASH		DIVIDENDS ON	CULLEN HIGH DIVIDEND EQUITY FD R/DTE.05/29/13 P/DTE 05/30/13	OPEN END		151 37	CREDIT