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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation ZS&M WILF FOUNDATION INC (FORMERLY Z&M FOUNDATION INC)		A Employer identification number 22-3553441	
Number and street (or P O box number if mail is not delivered to street address) 200 CENTRAL AVENUE ROOM/SUITE 102		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code MOUNTAINSIDE, NJ 07092		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 121,665,991	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)	8,154,125			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,565,307	3,565,307		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,092,955			
	b Gross sales price for all assets on line 6a 12,048,466				
	7 Capital gain net income (from Part IV, line 2) . . .		1,092,955		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	12,812,387	4,658,262		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,750	5,750		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	45,984			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	770	770		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	52,504	6,520		0
	25 Contributions, gifts, grants paid	5,704,312			5,704,312
	26 Total expenses and disbursements. Add lines 24 and 25	5,756,816	6,520		5,704,312
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	7,055,571			
	b Net investment income (if negative, enter -0-)		4,651,742		
	c Adjusted net income (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,359,593	2,042,357	2,042,357
	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		33,500	33,500
	10a	Investments—U S and state government obligations (attach schedule)	8,286,975	 3,334,838	3,099,447
	b	Investments—corporate stock (attach schedule)	51,807,781	 58,310,127	80,107,725
	c	Investments—corporate bonds (attach schedule).	29,457,398	 33,649,107	33,220,418
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,638,155	 3,162,544	3,162,544
	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)	93,549,902	100,532,473	121,665,991	
Liabilities	17	Accounts payable and accrued expenses	73,000		
	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)	73,000	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	93,476,902	100,532,473	
	30	Total net assets or fund balances (see page 17 of the instructions)	93,476,902	100,532,473	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	93,549,902	100,532,473	

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	93,476,902
2	Enter amount from Part I, line 27a	2	7,055,571
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	100,532,473
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	100,532,473

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	1,092,955
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	1,143,066

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 page 18 of 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))
2012	4,219,847	107,931,070	0 039098
2011	4,933,653	100,287,014	0 049195
2010	3,735,076	84,588,871	0 044156
2009	3,792,491	75,014,778	0 050557
2008	3,933,511	76,135,155	0 051665

2	Total of line 1, column (d).	2	0 234671
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	0 046934
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	116,020,843
5	Multiply line 4 by line 3.	5	5,445,322
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	46,517
7	Add lines 5 and 6.	7	5,491,839
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	5,704,312

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	46,517
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	46,517
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	46,517
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	80,000
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	80,000
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,483
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 33,483 Refunded	11	

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ NJ _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of NEIDICH COMPANY Telephone no (908) 654-7010 Located at 200 CENTRAL AVENUE SUITE 102 MOUNTAINSIDE NJ ZIP +4 07092			
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		
16	At any time during calendar year 2013, 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	Yes	No
See 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

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?

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
See Additional Data Table				

2

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

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

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

Part VIII

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

NONE

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

Part IX-A

1

2

3

4

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

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	116,053,183
b	Average of monthly cash balances.	1b	1,700,975
c	Fair market value of all other assets (see instructions).	1c	33,500
d	Total (add lines 1a, b, and c).	1d	117,787,658
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	117,787,658
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,766,815
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	116,020,843
6	Minimum investment return. Enter 5% of line 5.	6	5,801,042

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	5,801,042
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	46,517
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	46,517
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,754,525
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	5,754,525
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	5,754,525

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	5,704,312
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	5,704,312
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	46,517
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,657,795
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,754,525
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,164,874	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,704,312				
a Applied to 2012, but not more than line 2a			5,164,874	
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 2013 distributable amount.				539,438
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				5,215,087
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 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

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 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

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	5,704,312
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization ZS&M WILF FOUNDATION INC (FORMERLY Z&M FOUNDATION INC)	Employer identification number 22-3553441
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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 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization ZS&M WILF FOUNDATION INC (FORMERLY Z&M FOUNDATION INC)	Employer identification number 22-3553441
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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
_____	See Additional Data Table	\$ _____	_____
(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 ZS&M WILF FOUNDATION INC (FORMERLY Z&M FOUNDATION INC)	Employer identification number 22-3553441
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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 See instructions) ▶ \$

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

Additional Data

Software ID:
Software Version:
EIN: 22-3553441
Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC

Form 990 Schedule B, 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
<u>1</u>	13399 SHRS ARCHER-DANIELS	\$ <u>566,778</u>	<u>2013-12-18</u>
<u>1</u>	8750 SHRS VODAFONE GROUP	\$ <u>326,812</u>	<u>2013-12-18</u>
<u>1</u>	5000 SHRS BRISTOL MYERS-SQUIBB	\$ <u>258,600</u>	<u>2013-12-18</u>
<u>1</u>	15000 SHRS WAL-MART STORES INC	\$ <u>1,161,000</u>	<u>2013-12-18</u>
<u>1</u>	13039 SHRS DIRECT TV	\$ <u>858,488</u>	<u>2013-12-18</u>
<u>1</u>	2916 SHRS TWENTY FIRST CENT FOX	\$ <u>96,461</u>	<u>2013-12-18</u>
<u>1</u>	10000 SHRS EBAY INC	\$ <u>523,700</u>	<u>2013-12-18</u>
<u>1</u>	5000 NOVARTIS AG	\$ <u>386,000</u>	<u>2013-12-18</u>
<u>1</u>	20000 SHRS ORACLE CORP	\$ <u>684,600</u>	<u>2013-12-18</u>
<u>3</u>	2600 SHRS APPLE	\$ <u>1,466,666</u>	<u>2013-12-17</u>

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	6870 SHRS VALERO CORP	\$ <u>325,020</u>	<u>2013-12-18</u>

TY 2013 Accounting Fees Schedule

Name: ZS&M WILF FOUNDATION INC

(FORMERLY Z&M FOUNDATION INC

EIN: 22-3553441

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	5,750	5,750		

TY 2013 Compensation Explanation

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC

EIN: 22-3553441

Person Name	Explanation
ZYGMUNT WILF	
MARK WILF	
JEFFREY WILF	
JOSEPH WILF	
ELIZABETH WILF	
LEONARD WILF	
JASON WILF	
JONATHAN WILF	

TY 2013 Investments Corporate
Bonds Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC
EIN: 22-3553441

Name of Bond	End of Year Book Value	End of Year Fair Market Value
1395 GE NOTES 6.625 32		
100000 GMAC 6.4 19		
250000 GE CAPITAL 6 23		
150000 AID-ISRAEL 0 23	55,608	104,045
250000 ALLY FINANCIAL 8 31	257,422	297,500
250000 GOLDMAN SACHS GROUP 5.125 15	267,102	261,148
250000 FIRST ENERGY SOLUTION 4.8 15		
250000 HSBC FINANCE 5 15	265,278	264,180
250000 COMCAST 4.95 16	266,405	272,982
250000 ANADARKO PETROLEUM 5.95 16	271,658	278,515
250000 BANK OF AMERICA 5.375 16	262,980	278,595
250000 SIMON PROPERTY GROUP 5.25 16	255,950	276,715
250000 SUNOCO 5.75 17	268,150	271,788
250000 BEAR STEARNS 5.55 17	263,735	278,622
250000 ALCOA 5.55 17	263,275	269,090
250000 AMB PROPERTY 4.25 17	256,932	270,005
250000 BRITISH TELECOM 5.95 18	263,648	285,868
250000 TRANSOCEAN 6 18	264,535	280,362
250000 PITNEY BOWES 4.75 18	263,187	261,140
250000 VIACOM 4.375 18	263,525	271,020
250000 ALABAMA POWER 5.125 19	267,565	278,960
250000 ANHEUSER-BUSCH 5 19	271,125	278,845
250000 USB VODAFONE 5.45 19	265,510	284,185
250000 WISCONSIN POWER&LIGHT 5 19	265,577	280,377
500000 BURLINGTON NORTHERN 4.7 19	532,308	548,505
250000 QUEST DIAGNOSTIC 4.75 20	264,365	260,075
250000 TIME WARNER CABLE 5 20	252,347	253,840
250000 PHILIP MORRIS INT'L 4.5 20	263,322	270,332
250000 POTASH CORP SASKATCHWAN 4.875	266,216	270,485
250000 CVS CAREMARK 4.75 20	263,493	273,147
250000 WAL-MART 3.625 20	246,886	261,962
250000 AGILENT TECHNOLOGIES 5 20	268,847	269,523
250000 ERP OPERATING 4.75 20	267,365	269,537
250000 L-3 COMMUNICATIONS 4.75 20	268,460	259,435
250000 TARGET 3.875 20	252,602	263,560
250000 JP MORGAN CHASE 4.4 20	261,167	268,740
250000 ARCELORMITTAL	250,238	265,615
250000 CREDIT SUISSE NY 4.375 20	261,123	267,233
250000 NEWELL RUBBERMAID 4.7 20	266,575	262,212
250000 AETNA 3.95 20	243,150	261,373
250000 ENTERGY 5.125 20	254,006	264,027
250000 CLIFFFS NATURAL RESOURCES 4.8	259,534	248,480
250000 MATTEL 4.35 20	261,062	260,280
250000 CORN PRODUCTS INT'L 4.625 20	262,500	260,673
250000 PEPSICO 3.125 20	238,012	250,287
250000 TRAVELERS COMPANIES 3.9 20	247,625	263,383
250000 PRUDENTIAL FINANCIAL 4.5 20	246,450	268,197
500000 HEWLETT-PACKARD 3.75 20	511,753	498,910
250000 UNION PACIFIC 4 21	251,215	260,868
500000 METLIFE 4.75 21	529,340	540,405
250000 SIMON PROPERTY GROUP 4.625 21	257,252	264,335
250000 LOEW'S COMPANIES 3.75 21	247,220	257,945
250000 BOSTON PROPERTIES 4.125 21	243,206	255,397
250000 CANADIAN PACIFIC 4.45 23	260,817	258,075
250000 ILLINOIS STATE BUILD 5.363 19	258,475	266,015
250000 CALIFORNIA STATE VAR 6.2 19	258,475	291,732
250000 HAWAII STATE BUILD 5.1 24	259,515	274,150
250000 NYS DORMITORY AUTH 5.262 25	258,272	272,550
250000 GEORGIA STATE BUILD 5.014 27	260,228	269,265
250000 UNIV OF MICHIGAN 5.593 40	257,010	259,935
54525 LORD ABBETT FLOATING		
250000 ARECELOMITTAL 6.125 18	272,180	274,375
250000 CISCO SYSTEMS 4.95 19	273,441	281,208
250000 ALCOA 5.72 19	267,750	266,362
250000 ORACLE 5 19	271,447	283,023
100000 LOCKHEED MARTIN	104,254	107,533
250000 XEROX 5.625 19	273,927	275,680
250000 BOSTON SCIENTIFIC 6 20	267,275	287,008
250000 ADOBE SYSTEMS 4.75 20	257,932	269,870
250000 KRAFT FOODS 5.375 20	270,382	282,347
250000 COMCAST 5.15 20	265,438	278,893
250000 CLIFFS NATURE RESOURCES 5.9	272,900	263,813
100000 GOLDMAN SACHS 5.375 20	104,155	111,213
250000 ANHEUSER BUSCH 5 20	268,576	282,928
250000 NORDSTROM 4.75 20	265,150	273,590
250000 PRUDENTIAL FINANCIAL 5.375 2	269,045	282,528
250000 JP MORGAN 4.25 20	245,283	265,010
250000 DOW CHEMICAL 4.25 20	262,175	266,285
500000 HOME DEPOT 4.4 21	528,932	539,985
250000 ALTRIA GROUP 4.75 21	268,863	268,290
250000 CVS CAREMARK 4.125 21	260,557	259,143
500000 AVON PRODUCTS 4.2 18	528,695	504,390
500000 AMGEN 4.1 21	540,800	521,035
500000 WHIRLPOOL 4.85 21	540,000	523,305
250000 BERKSHIRE HATHAWAY 3.75 21	266,512	257,758
250000 LOCKHEED MARTIN 3.35 21	267,667	248,050
500000 CLOROX 3.8 21	538,950	503,175
250000 UNITED HEALTH GROUP 3.375 21	274,483	246,915
500000 GENERAL MILLS 3.15 21	524,769	409,445
500000 AT&T 3 22	519,250	471,075
500000 CIGNA 4 22	531,185	508,935
250000 WALT DISNEY 2.55 22	260,700	232,738
250000 CBS 3.375 22	265,192	238,602
500000 KELLOGG 3.125 22	516,250	474,055
250000 ANHEUSER BUSCH 2.5 22	257,460	231,242
250000 CAMBELL SOUP 2.5 22	256,338	220,543
250000 ALTRIA GROUP 2.85 22	254,065	230,180
500000 ESTEE LAUDER 2.35 22	508,412	452,105
250000 PACIFIC GAS & ELECTRIC	258,170	224,437
250000 PHILIP MORRIS 2.5 22	257,460	227,890
500000 THERMO FISCHER SCIENTIFIC3.15	525,405	465,305
250000 UNION PACIFIC 2.95 23	266,992	231,055
250000 AIR PRODUCTS & CHEMICALS 4.37	292,915	270,570
250000 BAXTER INTERNATIONAL 4.25 20	291,610	269,520
250000 UNITED TECHNOLOGIES 4.5 20	296,898	271,980
250000 WASTE MANAGEMENT 4.6 21	289,187	266,365
250000 BANK OF NY MELLON 3.55 21	264,598	255,785
250000 VERIZON COMMUNICATIONS 3.5 21	270,540	248,202
250000 KIMBERLY CLARK 2.4 22	258,675	232,380
250000 NORFOLK SOUTHERN 3 22	263,160	236,190
250000 CATERPILLAR 2.6 22	258,091	231,768
250000 MERCK 2.4 22	254,074	228,358
250000 INTEL 2.7 22	253,520	230,452
250000 BERKSHIRE HATHAWAY 3 22	250,378	236,093
250000 COCA COLA 2.5 33	260,202	229,352
250000 FEDEX 2.7 23	254,278	224,710
250000 AFLAC 3.625 23	253,938	241,995
250000 BAXTER INTERNATIONAL 3.2 23	252,380	238,838
250000 VERIZON COMMUNICATIONS 5.15	277,722	268,422
100000 APPLE 2.4 23	91,156	89,921
100000 VERIZON COMMUNICATIONS 6.4 33	111,180	115,012
100000 NORFOLK COUTHERN 7.05 37	127,375	123,033
100000 BOEING 6.875 39	134,805	132,186
100000 APPLE 3.85 43	84,410	83,542

TY 2013 Investments Corporate
Stock Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC
EIN: 22-3553441

Name of Stock	End of Year Book Value	End of Year Fair Market Value
158544 IBM	16,088,285	29,723,098
36000 LOWES COMPANIES	542,749	1,783,800
19000 WALMART STORES	1,325,000	1,495,110
326905 VORNADO REALTY TRUST	24,615,708	29,025,895
10000 GE CAPITAL SENIOR NOTES 5.875		
5000 MORGAN STANLEY CAP TR IV 6.25 P	125,000	118,400
10000 FLORIDA P & L TRUST 5.875 PFD	250,000	242,000
4000 EVEREST CAP TRUST 6.2 PFD		
6000 JP MORGAN CHASE CAP XIV 6.2 PFD		
5000 VORNADO REALTY TR SER F 6.75 PF		
2585 AVALON BAY COMM REIT	187,793	305,625
27562 CENTER BANCORP	314,200	517,063
3000 ESSEX PROPERTY TRUST REIT	196,680	430,530
27964 WELLS FARGO	2,756,648	1,269,566
17975 INTEL	450,404	466,541
10000 VORNADO RLTY TRUST SER H 6.75		
10000 NEXTERA ENERGY CAPITAL 6.6 PFD		
48880 NEW YORK COMMUNITY BANCORP	257,820	823,628
10000 OCCIDENTAL PETROLEUM	760,700	951,000
6000 PETROBAS	323,370	82,680
7000 APPLE INC	1,544,465	3,927,140
20000 VORNADO REALTY TRUST SER J	500,000	481,200
2200 CHEVRON	199,262	274,802
3000 COCA COLA	196,077	247,860
25700 ELI LILY	1,179,643	1,310,700
1966 KRAFT FOODS	70,010	105,987
388 GENERAL MOTORS WARRENTS 19	30,405	12,082
388 GENERAL MOTORS WARRANTS 19	23,167	8,970
5000 FIRST REBULIC BANK 6.2 PFD	125,000	110,750
20000 GOLDMAN SACHS 5.95 PFD	500,000	427,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5900 MONDELEZ INTERNATIONAL	129,572	208,270
102 MOTORS LIQ CO		3,279
6000 HSBC HOLDINGS 8 PFD	166,505	161,640
6000 JP MORGAN CHASE		
6000 WELLS FARGO 8 PFD	175,205	167,760
20000 CITI GROUP SER J 7.125 PFD	500,000	518,800
10000 VORNADO REALTY TRUST SER L 5.4	250,000	187,500
20000 WELLS FARGO 5.85 PFD	500,000	471,400
13399 ARCHER DANIELS MIDLAND	566,777	581,517
5000 BRISTOL MEYERS SQUIBB	258,600	265,750
13039 DIRECT TV	858,488	900,473
10000 EBAY	523,700	548,650
5000 NOVARTIS	386,000	401,900
20000 ORACLE	684,600	765,200
2916 TWENTY CENTURY FOX	96,461	102,556
6870 VALERO ENERGY	325,020	346,248
8750 VODAPHONE	326,813	334,555

TY 2013 Investments Government Obligations Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC

EIN: 22-3553441

**US Government Securities - End of
Year Book Value:** 3,334,838

**US Government Securities - End of
Year Fair Market Value:** 3,099,447

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Other Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC
EIN: 22-3553441

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERRILL LYNCH CMA FUND	AT COST	3,162,544	3,162,544

TY 2013 Other Expenses Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC
EIN: 22-3553441

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE	770	770		

TY 2013 Taxes Schedule

Name: ZS&M WILF FOUNDATION INC
(FORMERLY Z&M FOUNDATION INC

EIN: 22-3553441

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	45,984			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
600 CALL IBM 185 JAN SHORT	P	2013-01-07	2012-05-03
2600 APPLE	P	2013-12-17	2013-12-17
600 CALL IBM 190 APR SHORT	P	2013-03-07	2013-01-07
854630 GNMA 15 KA 37 5 37	P	2009-03-30	2013-12-31
600 CALL IBM 200 OCT SHORT	P	2013-08-15	2013-03-14
437981 GNMA 34 HA 4 5 34	P	2009-05-29	2013-12-31
1395 GE CAPITAL 6 625 PFD	P	2002-06-13	2013-01-02
1765736 GNMA 72 DE 5 32	P	2009-03-10	2013-12-31
10000 NEXTERA ENERGY CORP 6 6 PFD	P	2006-09-12	2013-01-09
293863 GNMA 15 NH 4 38	P	2009-05-19	2013-12-31
1480000 FHLMC 2714 CC 5 31	P	2003-12-18	2013-12-31
6000 JP MORGAN CHASE 8 625 PFD	P	2012-12-19	2013-09-03
10000 GE CAPITAL 5 875 PFD	P	2003-02-19	2013-01-18
46497 GNMA 128 PN 2 42	P	2012-12-14	2013-12-31
10000 VORNADO REALTY TR SER H 6 75 P	P	2005-06-19	2013-02-19
5000 VORNADO REALTY TR SER F 6 75 PF	P	2004-11-16	2013-02-19
250000 FIRST ENERGY SOLUTIONS 4 815	P	2010-02-01	2013-04-15
6000 JP MORGAN CHASE CORP XIV 6 29 P	P	2004-09-22	2013-05-08
250000 GE CAPITAL 6 23	P	2009-05-17	2013-05-15
4000 EVERST CAPITAL TREASURY 6 2 PFD	P	2004-03-24	2013-03-24
100000 GMAC 6 4 19	P	2004-11-04	2013-11-15
54525 LOD ABBOTT FLOATING	P	2010-03-01	2013-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,633,494		481,434	1,152,060
1,429,091		1,466,666	-37,575
492,093		1,544,106	-1,052,013
854,630		878,632	-24,002
1,167,504		79,714	1,087,790
437,981		452,725	-14,744
34,875		34,875	
1,765,736		1,831,951	-66,215
250,000		250,000	
293,863		303,046	-9,183
1,480,000		1,439,300	40,700
150,000		157,196	-7,196
250,000		250,000	
46,497		46,483	14
250,000		250,000	
125,000		125,000	
269,163		264,383	4,780
150,000		150,000	
250,000		250,000	
100,000		100,000	
100,000		100,000	
518,539		500,000	18,539

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1,152,060
			-37,575
			-1,052,013
			-24,002
			1,087,790
			-14,744
			-66,215
			-9,183
			40,700
			-7,196
			14
			4,780
			18,539

Form 990PF Part VIII Line 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
ZYGMUNT WILF 	TRUSTEE 0 50	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
MARK WILF 	TRUSTEE 0 50	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
JEFFREY WILF 	TRUSTEE 0 50	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
JOSEPH WILF 	TRUSTEE 0 10	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
ELIZABETH WILF 	TRUSTEE 0 10	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
LEONARD WILF 	TRUSTEE 0 10	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
JASON WILF 	TRUSTEE 0 10	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				
JONATHAN WILF 	TRUSTEE 0 10	0	0	0
820 MORRIS TURNPIKE SHORT HILLS,NJ 07078				

Form 990PF Part XV Line 1a - 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).

ZYGMUNT WILF
MARK WILF

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
PRINCETON UNIVERSITY 330 ALEXANDER ST PRINCETON,NJ 08540		PUBLIC	GENERAL	28,000
YESHIVA UNIVERSITY 500 WEST 185TH ST NEWYORK,NY 10033		PUBLIC	GENERAL	1,025,000
PINGRY SCHOOL MARTINSVILLE RD POB 366 MARTINSVILLE,NJ 08836		PUBLIC	GENERAL	330,000
NEW YORK UNIVERSITY OF LAW 110 WEST THIRD ST NEWYORK,NY 10012		PUBLIC	GENERAL	775,000
NEWARK ACADEMY 91 SOUTH ORANGE AVE LIVINGSTON,NJ 07039		PUBLIC	GENERAL	250,000
GOLDA OCHS ACADEMY 1418 PLEASNAT VALLEY WAY WEST ORANGE,NJ 07052		PUBLIC	GENERAL	929,500
AMERICAN ISRAEL EDUCATION FDN 251 H STREET NW WASHINGTON,DC 20001		PUBLIC	GENERAL	75,000
HILLEL 800 8TH STREET NW WASHINGTON,DC 20001		PUBLIC	GENERAL	50,000
JEWISH FAMILY SERVICE OF CENTRAL NJ 655 ESTFIELD AVE ELIZABETH,NJ 07208		PUBLIC	GENERAL	49,150
AMERICAN SOCIETY OF YAD VASHEM 500 FIFTH AVE NEWYORK,NY 10110		PUBLIC	GENERAL	25,000
JEWISH TELEGRAPHIC AGENCY 330 SEVENTH AVE NEWYORK,NY 10001		PUBLIC	GENERAL	15,000
AMERICAN FRIENDS OF MELITZ 5708 PARK HEIGHTS AVE BALTIMORE,MD 21215		PUBLIC	GENERAL	10,000
CONGREGATION ETZ CHAIM 1 LAFAYETTE DR LIVINGSTON,NJ 07039		PUBLIC	GENERAL	41,100
MUSEUM OF JEWISH HERITAGE 36 BATTERY PL NEWYORK,NY 10280		PUBLIC	GENERAL	6,062
CHAMAH 27 WILLIAM ST SUITE 613 NEWYORK,NY 10005		PUBLIC	GENERAL	2,500
Total  3a				5,704,312

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DYSAUTONOMIA FOUNDATION 315 WEST 39TH ST NEW YORK,NY 10018		PUBLIC	GENERAL	1,000
MIDDLE EAST MEDIA & RESEARCH INSTIT PO BOX 27837 WASHINGTON,DC 20038		PUBLIC	GENERAL	10,000
MINNEAPOLIS JEWSIH DAY SCHOOL 4330 CEDAR LAKE RD MINNEAPOLIS,MN 55416		PUBLIC	GENERAL	1,000
NATIONAL CONFERANCE ON SOVIET JEWRY 2020 K ST NW SUITE 7800 WASHINGTON,DC 20006		PUBLIC	GENERAL	1,000
JEWISH FEDERATION OF GREATER METRO 901 ROUTE 10 WHIPPANY,NJ 07981		PUBLIC	GENERAL	1,250,000
VANDERBILT UNIVERSITY 221 KIRKLAND HALL NASHVILLE,TN 37240		PUBLIC	GENERAL	750,000
VISUAL ARTS CENTER 68 ELM STREET SUMMIT,NJ 07091		PUBLIC	GENERAL	50,000
RUTGERS HILLEL 93 COLLEGE AVENUE NEW BRUNSWICK,NJ 08901		PUBLIC	GENERAL	25,000
PHILADELPHIA HOLOCAUST REMEMBRANCE 2100 ARCH ST PHILADELPHIA,PA 19103		PUBLIC	GENERAL	5,000
Total			 3a	5,704,312