Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: BELZ FOUNDATION

A Employer identification number: 62-6046715

Number and street (or P O box number if mail is not delivered to street address): 100 PEABODY PLACE, SUITE 1400 | Room/suite

B Telephone number: (901) 767-4780

City or town, state or province, country, and ZIP or foreign postal code: MEMPHIS, TN 38103

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) ▶$ 27,610,196.

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))

	Line		(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	1,502,800.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	422.	422.		STATEMENT 1
	4	Dividends and interest from securities	351,830.	351,830.		STATEMENT 2
	5a	Gross rents	340,241.	340,241.		STATEMENT 3
	b	Net rental income or (loss) 178,298.				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	1,389,679.			
	b	Gross sales price for all assets on line 6a 9,584,308.				
	7	Capital gain net income (from Part IV, line 2)		1,389,679.		
	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	9,964.	9,964.		STATEMENT 5
	12	**Total** Add lines 1 through 11	3,594,936.	2,092,136.		
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 STMT 6	1,024.	1,024.		0.
	b	Accounting fees STMT 7	6,200.	6,200.		0.
	c	Other professional fees				
	17	Interest	64,691.	0.		0.
	18	Taxes STMT 8	95,307.	70,307.		0.
	19	Depreciation and depletion	88,016.	88,016.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 9	167,472.	155,003.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	422,710.	320,550.		0.
	25	Contributions, gifts, grants paid	345,873.			345,873.
	26	**Total expenses and disbursements.** Add lines 24 and 25	768,583.	320,550.		345,873.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	2,826,353.			
	b	**Net investment income** (if negative, enter -0-)		1,771,586.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,113,005.	215,552.	215,552.
	2	Savings and temporary cash investments	625,830.	532,140.	532,140.
	3	Accounts receivable ▶ 474,303. Less: allowance for doubtful accounts ▶	<23,496.>	474,303.	474,303.
	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 ▶ 4,498,615. Less: allowance for doubtful accounts ▶ 0.	4,498,615.	4,498,615.	4,498,615.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	13,011,967.	14,316,740.	17,006,137.
	c	Investments - corporate bonds STMT 11	1,650,500.	1,700,500.	1,700,500.
	11	Investments - land, buildings, and equipment basis ▶ 3,871,551. Less accumulated depreciation STMT 12 ▶ 813,569.	3,145,998.	3,057,982.	3,057,982.
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 13)	74,747.	124,967.	124,967.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	24,097,166.	24,920,799.	27,610,196.
Liabilities	17	Accounts payable and accrued expenses	39,107.	36,387.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable	5,000,000.	3,000,000.	
	22	Other liabilities (describe ▶ STATEMENT 14)	103,125.	0.	
	23	**Total liabilities** (add lines 17 through 22)	5,142,232.	3,036,387.	
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	18,954,934.	21,884,412.	
	30	**Total net assets or fund balances**	18,954,934.	21,884,412.	
	31	**Total liabilities and net assets/fund balances**	24,097,166.	24,920,799.	

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	18,954,934.
2	Enter amount from Part I, line 27a	2	2,826,353.
3	Other increases not included in line 2 (itemize) ▶ CANCELLED PLEDGE	3	103,125.
4	Add lines 1, 2, and 3	4	21,884,412.
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	21,884,412.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	STATE OF ISRAEL 6TH JUBILEE ISSUE	P	04/22/10	04/01/13
c	STATE OF ISRAEL 6TH JUBILEE ISSUE	P	04/15/10	04/01/13
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	9,384,308.		7,994,629.	1,389,679.
b	125,000.		125,000.	0.
c	75,000.		75,000.	0.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,389,679.
b				0.
c				0.
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	1,389,679.
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))
2012	1,321,244.	24,048,996.	.054940
2011	1,392,413.	23,429,910.	.059429
2010	1,513,103.	22,396,823.	.067559
2009	1,682,432.	21,343,493.	.078826
2008	2,257,273.	14,988,548.	.150600

2 **Total** of line 1, column (d)	2	.411354
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	.082271
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,584,822.
5 Multiply line 4 by line 3	5	2,104,889.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,716.
7 Add lines 5 and 6	7	2,122,605.
8 Enter qualifying distributions from Part XII, line 4	8	345,873.

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	35,432.
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	35,432.
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	35,432.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 25,000.		
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	25,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	151.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	10,583.
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 2014 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 the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ TN			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JIMMIE D. WILLIAMS Telephone no. ▶ 901-767-4780

Located at ▶ 100 PEABODY PL, STE 1400, MEMPHIS, TN ZIP+4 ▶ 38103

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

		Line	Yes	No
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		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.

			Line	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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
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 15		0.	0.	0.

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

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

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

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Part 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 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,836,418.
b	Average of monthly cash balances	1b	1,818,406.
c	Fair market value of all other assets	1c	7,319,615.
d	**Total** (add lines 1a, b, and c)	1d	25,974,439.
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	25,974,439.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	389,617.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,584,822.
6	**Minimum investment return.** Enter 5% of line 5	6	1,279,241.

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	1,279,241.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	35,432.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	35,432.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,243,809.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,243,809.
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	1,243,809.

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	345,873.
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	345,873.
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	345,873.

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					1,243,809.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	1,511,922.				
b From 2009	1,682,432.				
c From 2010	1,513,103.				
d From 2011	1,392,413.				
e From 2012	30,796.				
f Total of lines 3a through e		6,130,666.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	345,873.				
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					345,873.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		897,936.			897,936.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		5,232,730.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		613,986.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		4,618,744.			
10 Analysis of line 9:					
a Excess from 2009	1,682,432.				
b Excess from 2010	1,513,103.				
c Excess from 2011	1,392,413.				
d Excess from 2012	30,796.				
e Excess from 2013					

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

SEE STATEMENT 16

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 ▶ [X] 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 address 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*				
EDUCATIONAL DONATIONS	NONE	VARIOUS	EDUCATION	237,418.
HEALTH/WELFARE DONATIONS	NONE	VARIOUS	HEALTH/WELFARE	60,927.
MISCELLANEOUS DONATIONS	NONE	VARIOUS	MISCELLANEOUS	8,076.
RELIGIOUS DONATIONS	NONE	VARIOUS	RELIGIOUS	39,452.
SEE STATEMENT 17				
Total			▶ 3a	345,873.
b *Approved for future payment*				
FOUNDATION FOR THE LIBRARY (MEMPHIS PUBLIC LIBRARY) 3030 POPLAR AVE MEMPHIS, TN 38111	NONE		EDUCATION	120,000.
LEBONHEUR FOUNDATION CAPITAL CAMPAIGN 50 N. DUNLAP STREET MEMPHIS, TN 38103	NONE		HEALTH/WELFARE	100,000.
MEMPHIS JEWISH COMMUNITY CENTER 6560 POPLAR AVE MEMPHIS, TN 38138	NONE		RELIGIOUS	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	572,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	422.	
4 Dividends and interest from securities			14	351,830.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	178,298.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	9,964.	
8 Gain or (loss) from sales of assets other than inventory			18	1,389,679.	
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.		1,930,193.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,930,193.

(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).
	NOT APPLICABLE

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

Signature of officer or trustee: [signature] Date: 8/15/14 Title: Manager

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
BROOK LESTER	Brook Lester	7/31/14		P00650199

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 100 PEABODY PLACE, SUITE 800 MEMPHIS, TN 38103 — Phone no. 901-322-6700

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.
▶ 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	Employer identification number
BELZ FOUNDATION	62-6046715

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: BELZ FOUNDATION

Employer identification number: 62-6046715

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	PHILIP BELZ CHARITABLE LEAD ANNUITY II 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 1,002,800.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	THE 1992 BELZ CHARITABLE TRUST 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BELZ FOUNDATION	62-6046715

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
BELZ FOUNDATION	62-6046715

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST ON SAVINGS AND OTHER TEMPORARY CASH INVESTMENTS	422.	422.	
TOTAL TO PART I, LINE 3	422.	422.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	351,830.	0.	351,830.	351,830.	
TO PART I, LINE 4	351,830.	0.	351,830.	351,830.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	340,241.
TOTAL TO FORM 990-PF, PART I, LINE 5A		340,241.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		88,016.	
REAL ESTATE TAXES		60,210.	
REPAIRS AND MAINTENANCE		35,925.	
MANAGEMENT FEES & LEASE COMMISSIONS		3,855.	
INSURANCE		<27,087.>	
LEGAL FEES		1,024.	
- SUBTOTAL -	1		161,943.
TOTAL RENTAL EXPENSES			161,943.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			178,298.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	9,964.	9,964.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,964.	9,964.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,024.	1,024.		0.
TO FM 990-PF, PG 1, LN 16A	1,024.	1,024.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,200.	6,200.		0.
TO FORM 990-PF, PG 1, LN 16B	6,200.	6,200.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,097.	10,097.		0.
EXCISE TAXES	25,000.	0.		0.
REAL ESTATE TAXES	60,210.	60,210.		0.
TO FORM 990-PF, PG 1, LN 18	95,307.	70,307.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	138,251.	138,251.		0.
SECURITY	4,059.	4,059.		0.
BANK CHARGES	1,595.	0.		0.
TENNESSEE ANNUAL REPORT	22.	0.		0.
TAX PENALTIES	480.	0.		0.
OFFICE SUPPLIES	93.	0.		0.
REPAIRS AND MAINTENANCE	35,925.	35,925.		0.
MANAGEMENT FEES & LEASE COMMISSIONS	3,855.	3,855.		0.
INSURANCE	<27,087.>	<27,087.>		0.
AMORTIZATION	10,279.	0.		0.
TO FORM 990-PF, PG 1, LN 23	167,472.	155,003.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMPAL AMERICAN ISRAEL CORP	4,218.	4,218.
STEPHENS INC	14,312,522.	17,001,919.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,316,740.	17,006,137.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL AMPAL DEVELOPMENT - BOND	500.	500.
STATE OF ISRAEL 5TH FLOATING RATE ISSUE	100,000.	100,000.
STATE OF ISRAEL 6TH JUBILEE	350,000.	350,000.
STATE OF ISRAEL 6TH FLOATING RATE ISSUE	5,000.	5,000.
STATE OF ISRAEL 7TH SERIES JUBILEE BOND	1,070,000.	1,070,000.
STATE OF ISRAEL 10TH SERIES FLOATING RATE BOND	175,000.	175,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,700,500.	1,700,500.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IMPROVED LAND	438,800.	0.	438,800.
BUILDINGS	3,277,896.	784,617.	2,493,279.
MACHINERY AND EQUIPMENT	154,855.	28,952.	125,903.
TOTAL TO FM 990-PF, PART II, LN 11	3,871,551.	813,569.	3,057,982.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CAPITALIZED LEASE COMMISSSIONS	121,788.	111,509.	111,509.
OTHER ASSETS	<47,041.>	13,458.	13,458.
TO FORM 990-PF, PART II, LINE 15	74,747.	124,967.	124,967.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND PROCEEDS PAYABLE TO MEMPHIS JEWISH FEDERATION	103,125.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	103,125.	0.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JIMMIE D. WILLIAMS 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	SEC./TREASURER/DIRECTOR 0.00	0.	0.	0.
MARTIN S. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
RAYMOND SHAINBERG 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
RONALD A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JAN B. GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ANDREW GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF — PART XV - LINE 1A LIST OF FOUNDATION MANAGERS — STATEMENT 16

NAME OF MANAGER

JACK A. BELZ
MARTIN S. BELZ
RONALD A. BELZ
JAN B. GROVEMAN
ANDREW GROVEMAN

Payee	Date	Amount	Purpose		
Americans for Prosperity Foundation	12/5/2013	54.00	Corporate Miscellaneous		
Arts Memphis	4/11/2013	6,000.00	Corporate Miscellaneous		
Association of Small Foundation	8/8/2013	725.00	Corporate Miscellaneous		
Boy Scouts of America	5/30/2013	50.00	Corporate Miscellaneous		
Chronicle Of Philanthropy	3/28/2013	75.00	Corporate Miscellaneous		
Directfx Solutions	7/10/2013	92.86	Corporate Miscellaneous		
Foundation Endowment	5/30/2013	36.00	Corporate Miscellaneous		
Girl Scouts Heart of the South	5/30/2013	36.00	Corporate Miscellaneous		
Heritage Foundation	5/30/2013	54.00	Corporate Miscellaneous		
House of the Temple Historic	10/24/2013	20.00	Corporate Miscellaneous		
Institute for Justice	12/12/2013	100.00	Corporate Miscellaneous		
Judicial Watch	9/26/2013	25.00	Corporate Miscellaneous		
Ladies Bikur Cholim	5/1/2013	100.00	Corporate Miscellaneous		
Mackinac Center for Public Policy	10/24/2013	100.00	Corporate Miscellaneous		
National Center for Public Policy Research	8/29/2013	90.00	Corporate Miscellaneous		
National Watch & Clock Museum	12/5/2013	100.00	Corporate Miscellaneous		
OXFAM	5/30/2013	36.00	Corporate Miscellaneous		
Smithsonian Institution	9/26/2013	90.00	Corporate Miscellaneous		
Tennessee Parks & Greenways	5/30/2013	20.00	Corporate Miscellaneous		
United Serv Organizations Inc	5/30/2013	36.00	Corporate Miscellaneous		
Wounded Warrior Project	9/26/2013	25.00	Corporate Miscellaneous		
Scholars for Peace in the Middle East (SPME)	8/29/2013	36.00	Corporate Miscellaneous		
The Forward Association Inc	8/29/2013	36.00	Corporate Miscellaneous	7,936.86	Total Corporate Miscellaneous
				139.00	Adjustments & Voided Checks
				8,075.86	Net Corporate Miscellaneous
Advent Home Learning, Inc	12/19/2013	54.00	Education		
American Friends of Bet El	12/5/2013	100.00	Education		
American Institute For Cancer Research	5/30/2013	36.00	Education		
Foundation For Individual Rights in Education	6/27/2013	54.00	Education		
Foundation for the Library	12/5/2013	20,000.00	Education		
George Mason University	12/5/2013	100.00	Education		
Kamenitzer Yeshiva of Jerusalem	2/13/2013	360.00	Education		
Memphis Jewish High School	1/30/2013	50,000.00	Education		
Memphis Jewish High School	2/28/2013	50,000.00	Education		
Memphis Jewish High School	3/31/2013	50,000.00	Education		
Memphis Jewish High School	4/30/2013	50,000.00	Education		
Pi Lambda Phi Educational Foundation, Inc	8/29/2013	36.00	Education		
REB Meir Baal Hanes Kolel Munkasch	5/2/2013	200.00	Education		
Talmud Torah Mekor Boruch	2/13/2013	270.00	Education		
Telshe Yeshiva Rabbinical College of Telshe	6/27/2013	54.00	Education		
Torah Veyrah	2/20/2013	36.00	Education		
Toras Chachum Foundation	2/7/2013	360.00	Education		
Tzidkat Yosef	5/1/2013	36.00	Education		
United Institutions of Karlin Stolin	1/23/2013	100.00	Education		
University of Memphis Foundation/ The Humphreys Law School	12/5/2013	14,500.00	Education		
Vanderbilt Hillel	5/30/2013	18.00	Education		
Yeshiva Derech Chaim	5/30/2013	54.00	Education		
Yeshiva Keser David	1/8/2013	300.00	Education		
Yeshiva Minchas Eluzar	5/2/2013	180.00	Education		
Yeshiva University	8/29/2013	25.00	Education		
Yeshiva Zhosetz Chaim of Radin	1/30/2013	70.00	Education		
Yeshivath Sheanth Hapeltah	1/8/2013	230.00	Education		
Yivo Institute for Jewish Research	7/25/2013	72.00	Education	237,245.00	Total Education
				173.00	Adjustments & Voided Checks
				237,418.00	Net Education
American Friends of Heritage House	2/20/2013	360.00	Health/Welfare		
American Friends of the Bene Baraq Hospital	12/5/2013	100.00	Health/Welfare		
American friends of Yeshivat Hesdder Sderot Inc	6/27/2013	36.00	Health/Welfare		
Association of Small Foundations	7/25/2013	695.00	Health/Welfare		
Bikur Cholin	1/30/2013	36.00	Health/Welfare		
Chai Lifeline	6/27/2013	72.00	Health/Welfare		
CHMOL	5/30/2013	36.00	Health/Welfare		
City of Hope	6/27/2013	90.00	Health/Welfare		
Diskin Orphan Home & Yeshiva	1/30/2013	70.00	Health/Welfare		
Dysautonomia Foundation	7/25/2013	36.00	Health/Welfare		
Girls inc	9/26/2013	100.00	Health/Welfare		
Habitat For Humanity	10/24/2013	75.00	Health/Welfare		
Heritage Foundation	10/24/2013	20.00	Health/Welfare		
Hope House	6/27/2013	54.00	Health/Welfare		
Jewish Heritage for the Blind	9/26/2013	72.00	Health/Welfare		
Jewsih Childrens Regional Svc	12/12/2013	72.00	Health/Welfare		
Juvenile Diabetes Research Foundation	2/14/2013	100.00	Health/Welfare		
Kere Hayisomim	1/30/2013	70.00	Health/Welfare		
Kids Wish Network, Inc	12/12/2013	50.00	Health/Welfare		
Lebonheur Foundation	12/5/2013	50,000.00	Health/Welfare		
Lemaan Acheinu	4/23/2013	360.00	Health/Welfare		
Lowenstein House	1/10/2013	36.00	Health/Welfare		
Lupus Foundation of America	8/29/2013	36.00	Health/Welfare		
Macular Degeneration Research	6/27/2013	60.00	Health/Welfare		
Mesamche Lev-Viyoel	12/5/2013	72.00	Health/Welfare		
Mothers Against Drunk Drivers	5/30/2013	50.00	Health/Welfare		
National Children's Cancer Society	7/25/2013	36.00	Health/Welfare		
National Council of Jewish Women	7/11/2013	54.00	Health/Welfare		
National Glaucoma Research	6/27/2013	27.00	Health/Welfare		
National Parkinson Foundation, Inc	12/12/2013	90.00	Health/Welfare		
Nezer Hatorah	1/30/2013	70.00	Health/Welfare		
PEF Israel Endowment Funds Inc	12/5/2013	90.00	Health/Welfare		
Project Extreme	6/27/2013	54.00	Health/Welfare		
Shearis Israel	5/9/2013	400.00	Health/Welfare		
Smile Train	5/30/2013	72.00	Health/Welfare		
Union Of Orthodox Jewish Congregations of America	7/3/2013	36.00	Health/Welfare		
University of Florida College of Medicine	12/5/2013	7,500.00	Health/Welfare		
Yad Ezrah	1/8/2013	300.00	Health/Welfare		
Yeshiva Toras Chaim/Toras Emes	7/3/2013	50.00	Health/Welfare		
American Diabetes Assoc	8/29/2013	36.00	Health/Welfare	61,573.00	Total Health/Welfare
				(646.00)	Adjustments & Voided Checks
				60,927.00	Net Health/Welfare
23 Psalm Ministry	4/18/2013	25.00	Religious		
Agudath Israel of America Inc	7/25/2013	54.00	Religious		
Anshe Ma'Amed Foundation	7/25/2013	340.00	Religious		
Anshei Sphard Beth El Emeth	4/11/2013	18.00	Religious		
Bais Chana	1/8/2013	80.00	Religious		
Bais Naftali	2/20/2013	36.00	Religious		
Baron Hirsch Congregation	1/24/2013	90.00	Religious		

The Belz Foundation Donations
2013

Payee	Date	Amount	Purpose	Comments
Baron Hirsch Congregation	3/28/2013	18 00	Religious	
Baron Hirsch Congregation	4/18/2013	15 00	Religious	
Baron Hirsch Congregation	5/2/2013	18 00	Religious	
Baron Hirsch Congregation	5/30/2013	18 00	Religious	
Baron Hirsch Congregation	6/6/2013	18 00	Religious	
Baron Hirsch Congregation	6/20/2013	15 00	Religious	
Baron Hirsch Congregation	6/27/2013	18 00	Religious	
Baron Hirsch Congregation	6/27/2013	18 00	Religious	
Baron Hirsch Congregation	8/8/2013	15 00	Religious	
Baron Hirsch Congregation	8/22/2013	15 00	Religious	
Baron Hirsch Congregation	10/3/2013	18 00	Religious	
Baron Hirsch Congregation	10/17/2013	18 00	Religious	
Beis Shmuel Uznel	1/30/2013	70 00	Religious	
Beth Tomche Torah Home of the Sages of Israel, Inc	12/12/2013	36 00	Religious	
Birkat Asher	3/6/2013	150 00	Religious	
BNEI Pinchus	4/15/2013	50 00	Religious	
Carlebach Shul	5/30/2013	72 00	Religious	
Congregation Binyan Zvi	4/24/2013	36 00	Religious	
Congregation Drech Emmuna Dvien	7/18/2013	60 00	Religious	
Ezer Yoldot	1/10/2013	180 00	Religious	
Ezer Yoldot Hamercazi	1/10/2013	180 00	Religious	
Foundation To Beth Sholom Synagogue	1/17/2013	25 00	Religious	
Friends of Ohel Miriam	4/24/2013	150 00	Religious	
Friends of the Americas	6/27/2013	54 00	Religious	
friends of the Jewish Chapel	6/27/2013	36 00	Religious	
Gevorah Shebchesed	1/16/2013	50 00	Religious	
Hadassah	3/21/2013	18 00	Religious	
Holy Rosary School	7/25/2013	50 00	Religious	
Imrei Bina	2/13/2013	36 00	Religious	
Independent Institute	5/30/2013	54 00	Religious	
Memphis Jewish Community	12/5/2013	35,000 00	Religious	
Mercaz Temicha	4/23/2013	180 00	Religious	
Mesivat D'Rabbi Yochanan	1/23/2013	65 00	Religious	
Mirrer Yeshiva Central	12/5/2013	36 00	Religious	
Mosdot Pittsburgh	5/1/2013	36 00	Religious	
National Museum of American Jewish History	5/30/2013	54 00	Religious	
National Museum of American Jewish History	12/12/2013	54 00	Religious	
NCF Charitable Trust	3/21/2013	20 00	Religious	
Nosain Lechem Lireaivin Inc	1/2/2013	100 00	Religious	
Ohel Elimelech	1/30/2013	36 00	Religious	
Ohel Yaakov	2/21/2013	360 00	Religious	
Ohel Yitzchok	1/23/2013	45 00	Religious	
Porter Leath	6/20/2013	20 00	Religious	
Private Redemption Foundation (Kalman Levin)	8/1/2013	120 00	Religious	
Rabbinical Seminary of America	5/30/2013	72 00	Religious	
Ronald McDonald House of Bangor	1/24/2013	50 00	Religious	
Salvation Army	3/21/2013	20 00	Religious	
Sheves Achim	6/6/2013	56 00	Religious	
St Jude Children's Research Hospital	5/23/2013	25 00	Religious	
Temple Israel	5/23/2013	18 00	Religious	
The Tzedakah Enhancement Project	2/13/2013	18 00	Religious	
Tiferas Achim	7/25/2013	360 00	Religious	
Tiferas Avrohom	1/23/2013	65 00	Religious	
T'Zedaheh V'Chessed	4/17/2013	180 00	Religious	
Yeshiva University	3/21/2013	18 00	Religious	
Yeshivath Kehilath Yakov, Inc	8/29/2013	100 00	Religious	
Zichron Yitzchok	10/24/2013	60 00	Religious	
Congreation Rav Chased (Rabbi Cohen)	8/29/2013	100 00	Religious	39,488 00 Total Religious
				(36 00) Adjustments & Voided Checks
				39,452 00 Net Religious

Total Grants 345,873

Note to supplemental information for Part XV of Form 990-PF The exempt status of all recipients and their addresses are available upon request

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
MEMPHIS JEWISH HIGH SCHOOL - KADIMA 1203 RIDGEWAY ROAD, SUITE 203 MEMPHIS, TN 38119	NONE		EDUCATION	200,000.
METHODIST HEALTHCARE FOUNDATION - HOSPICE 1211 UNION AVE MEMPHIS, TN 38138	NONE		HEALTH/WELFARE	50,000.
UNIVERSITY OF FLORIDA MOVEMENT DISORDER CENTER 3450 HULL ROAD GAINSVILLE, FL 32607	NONE		HEALTH/WELFARE	52,500.
UNIVERSITY OF MEMPHIS FOUNDATION (LAW SCHOOL CAPITAL CAMPAIGN) PO BOX 1000 MEMPHIS, TN 38148	NONE		EDUCATION	14,500.
Total from continuation sheets				317,000.

Form **8868**

(Rev. January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. Belz Foundation	Employer identification number (EIN) or 62-6046715
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 Peabody Place Suite 1400	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Memphis, TN 38103	

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

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

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OGDEN, UT
IRS-OSC
369

• The books are in the care of ▶ Jimmie D Williams

Telephone No. ▶ 901-260-7270 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

▶ [X] calendar year 20 12 or

▶ ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

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

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