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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation M.B. AND EDNA ZALE FOUNDATION		A Employer identification number 75-6037429
Number and street (or P.O. box number if mail is not delivered to street address) 6360 LBJ FREEWAY, SUITE 205		B Telephone number (214) 855-0627
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75240		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) \$ 32,825,940. (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 ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		145,672.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		560,263.	560,263.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,953,883.			
b Gross sales price for all assets on line 6a		6,617,792.			
7 Capital gain net income (from Part IV, line 2)			1,953,883.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,659,818.	2,514,146.		
13 Compensation of officers, directors, trustees, etc		178,500.	44,625.		133,875.
14 Other employee salaries and wages		74,646.	37,323.		37,323.
15 Pension plans, employee benefits		102,797.	32,950.		69,847.
16a Legal fees					
b Accounting fees STMT 2		21,783.	10,892.		10,891.
c Other professional fees STMT 3		64,660.	64,660.		0.
17 Interest					
18 Taxes STMT 4		51,226.	17,332.		11,177.
19 Depreciation and depletion		6,706.	3,353.		
20 Occupancy		20,519.	10,259.		10,260.
21 Travel, conferences, and meetings		106,006.	21,201.		84,805.
22 Printing and publications					
23 Other expenses STMT 5		<250.>	<125.>		<125.>
24 Total operating and administrative expenses. Add lines 13 through 23		626,593.	242,470.		358,053.
25 Contributions, gifts, grants paid		1,064,284.			1,252,783.
26 Total expenses and disbursements. Add lines 24 and 25		1,690,877.	242,470.		1,610,836.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		968,941.			
b Net investment income (if negative, enter -0-)			2,271,676.		
c Adjusted net income (if negative, enter -0-)				N/A	

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7

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<233,874.>	5,495.	5,495.
	2 Savings and temporary cash investments	614,651.	712,822.	712,822.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 12,331.			
	Less: allowance for doubtful accounts ▶ 0.	7,500.	12,331.	12,331.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	100.	104.	104.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,714,365.	4,763,962.	4,763,962.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	25,485,382.	27,300,069.	27,300,069.
	14 Land, buildings, and equipment basis ▶ 73,709.			
	Less: accumulated depreciation ▶ 65,743.	14,108.	7,966.	7,966.
	15 Other assets (describe ▶ STATEMENT 9)	34,902.	23,191.	23,191.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	29,637,134.	32,825,940.	32,825,940.
	17 Accounts payable and accrued expenses	8,316.	11,729.	
	18 Grants payable	456,934.	268,435.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	5,398.	10,925.	
	23 Total liabilities (add lines 17 through 22)	470,648.	291,089.	
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	29,166,486.	32,534,851.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	29,166,486.	32,534,851.	
	31 Total liabilities and net assets/fund balances	29,637,134.	32,825,940.	

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 29,166,486.
2 Enter amount from Part I, line 27a	2 968,941.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3 2,399,424.
4 Add lines 1, 2, and 3	4 32,534,851.
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 32,534,851.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 6,617,792.		4,663,909.	1,953,883.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,953,883.

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	1,953,883.
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	1,482,297.	28,966,504.	.051173
2011	1,467,420.	29,636,346.	.049514
2010	1,405,168.	27,574,044.	.050960
2009	842,698.	24,350,760.	.034607
2008	1,679,811.	31,363,698.	.053559

2 Total of line 1, column (d)	2	.239813
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	.047963
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,960,156.
5 Multiply line 4 by line 3	5	1,484,942.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,717.
7 Add lines 5 and 6	7	1,507,659.
8 Enter qualifying distributions from Part XII, line 4	8	1,610,836.

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)		1	22,717.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	22,717.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	22,717.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,302.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,002.	
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	1,285.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 1,285. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ZALEFOUNDATION.ORG</u>	13	X	
14. The books are in care of ► <u>LEONARD R. KRASNOW, PRESIDENT</u> Telephone no. ► <u>214-855-0627</u> Located at ► <u>6360 LBJ FREEWAY, SUITE 205, DALLAS, TX</u> ZIP+4 ► <u>75240</u>			
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16. At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a. During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b. If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b. Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
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**

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

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

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 11		178,500.	44,625.	1,650.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2013)

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	30,599,195.
b	Average of monthly cash balances	1b	769,660.
c	Fair market value of all other assets	1c	62,775.
d	Total (add lines 1a, b, and c)	1d	31,431,630.
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	31,431,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	471,474.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,960,156.
6	Minimum investment return. Enter 5% of line 5	6	1,548,008.

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	1,548,008.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	22,717.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,717.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,525,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,525,291.
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	1,525,291.

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	1,610,836.
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	1,610,836.
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	22,717.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,588,119.

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				1,525,291.
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	125,564.			
b From 2009				
c From 2010	48,174.			
d From 2011	11,225.			
e From 2012	57,876.			
f Total of lines 3a through e	242,839.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,610,836.				
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				1,525,291.
e Remaining amount distributed out of corpus	85,545.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	328,384.			
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	125,564.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	202,820.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	48,174.			
c Excess from 2011	11,225.			
d Excess from 2012	57,876.			
e Excess from 2013	85,545.			

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
Enter gross amounts unless otherwise indicated.				
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities		14	560,263.	
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18	1,953,883.	
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.		2,514,146.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13 2,514,146.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

M.B. AND EDNA ZALE FOUNDATION**75-6037429**

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION

75-6037429

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	AMY AND WADE ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 7,600.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	BARBARA AND DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 46,200.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	DANA AND QUIN GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	JULIE AND DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 7,800.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	KAREN AND STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,514.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	SHERYL AND GORDON BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429****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
7	BOBBIE & LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 34,475.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	JULIE AND DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,933.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
9	AMY AND WADE ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,933.	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

M.B. AND EDNA ZALE FOUNDATION**75-6037429****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>2</u>	<u>1,000 SHARES TEXAS CAPITAL BANCSHARES</u> _____ _____ _____	\$ <u>46,200.</u>	<u>07/02/13</u>
<u>5</u>	<u>250 SHARES MICROSOFT CORP</u> _____ _____ _____	\$ <u>9,514.</u>	<u>11/29/13</u>
<u>8</u>	<u>750 SHARES DELL, INC.</u> _____ _____ _____	\$ <u>9,933.</u>	<u>07/16/13</u>
<u>9</u>	<u>750 SHARES DELL, INC.</u> _____ _____ _____	\$ <u>9,933.</u>	<u>07/16/13</u>
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

M.B. AND EDNA ZALE FOUNDATION**75-6037429**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS	P		
b	SEE ATTACHED "SCHEDULE OF REALIZED GAINS AND LOSS	P		
c	GOLDEN - LT CAPITAL GAIN DISTRIBUTIONS	P		
d	OTHER - LT CAPITAL GAIN DISTRIBUTIONS	P		
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 4,037,990.		3,000,959.	1,037,031.
b 1,873,976.		1,662,950.	211,026.
c 233.			233.
d 705,593.			705,593.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,037,031.
b			211,026.
c			233.
d			705,593.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,953,883.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMMODITIES FUND	9,636.	0.	9,636.	9,636.	
GOLDEN	37,978.	0.	37,978.	37,978.	
OTHER	464,911.	0.	464,911.	464,911.	
SMITH GROUP	34,689.	0.	34,689.	34,689.	
STATE OF ISRAEL BONDS	13,049.	0.	13,049.	13,049.	
TO PART I, LINE 4	560,263.	0.	560,263.	560,263.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,783.	10,892.		10,891.
TO FORM 990-PF, PG 1, LN 16B	21,783.	10,892.		10,891.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY AND CUSTODIAN FEES	64,660.	64,660.		0.
TO FORM 990-PF, PG 1, LN 16C	64,660.	64,660.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	22,717.	0.		0.	
FOREIGN TAXES	10,985.	10,985.		0.	
PAYROLL TAXES	17,524.	6,347.		11,177.	
TO FORM 990-PF, PG 1, LN 18	51,226.	17,332.		11,177.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO, GAS & PARKING	4,904.	2,452.		2,452.	
INSURANCE	9,867.	4,934.		4,933.	
MEMBERSHIPS & SUBSCRIPTIONS	2,262.	1,131.		1,131.	
OFFICE EXPENSE	12,340.	6,170.		6,170.	
TELEPHONE	5,255.	2,627.		2,628.	
LESS OVERHEAD REIMBURSEMENT - ABE ZALE FOUNDATION	<34,878.>	<17,439.>		<17,439.>	
TO FORM 990-PF, PG 1, LN 23	<250.>	<125.>		<125.>	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
NET UNREALIZED GAIN ON INVESTMENTS - BROKERAGE ACCOUNTS		2,399,424.	
TOTAL TO FORM 990-PF, PART III, LINE 3		2,399,424.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	4,763,962.	4,763,962.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,763,962.	4,763,962.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES FUND	FMV	1,226,214.	1,226,214.
STATE OF ISRAEL BONDS	FMV	1,249,155.	1,249,155.
MUTUAL FUNDS	FMV	24,767,515.	24,767,515.
MASSACHUSETTS MUTUAL LIFE	FMV	57,185.	57,185.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,300,069.	27,300,069.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED RECEIVABLES (AT COST)	34,902.	23,191.	23,191.
TO FORM 990-PF, PART II, LINE 15	34,902.	23,191.	23,191.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	5,398.	10,415.
PAYROLL LIABILITIES	0.	510.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,398.	10,925.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEONARD KRASNOW 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	PRESIDENT 40.00	178,500.	44,625.	1,650.
DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
SHERYL FIELDS BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JENNIFER COX 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
GLORIA LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
MARGIE PLOUGH 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DANA GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	VICE CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
CLAUDIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
AMY ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	CHAIRMAN/DIRECTOR 0.00	0.	0.	0.

M.B. AND EDNA ZALE FOUNDATION

75-6037429

GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	SECRETARY/TREASURER 0.00	0.	0.	0.
KAREN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
BARRY ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
ROBERT TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
STEVEN LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		178,500.	44,625.	1,650.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LEONARD R. KRASNOW, PRESIDENT
6360 LBJ FREEWAY, SUITE 205
DALLAS, TX 75240

TELEPHONE NUMBER

214-855-0627

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD BE IN THE FORM OF A LETTER. GRANT GUIDELINES ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

GRANT DECISIONS ARE USUALLY MADE TWICE A YEAR. DEADLINES FOR SUBMISSION ARE NOTED ON THE FOUNDATION'S WEBSITE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS ON AWARDS; HOWEVER, PREFERENCE IS GIVEN TO DALLAS, TX; NEW YORK, NY; AND PALM BEACH COUNTY, FL. FOR SPECIFICS, PLEASE REFER TO GRANT GUIDELINES ON THE FOUNDATION'S WEBSITE.

M.B. and Edna Zale Foundation
 EIN: 75-6037429
 Form 990-PF, Pg 3, Pt IV
 Summary of Broker proceeds
 YE: 12/31/2013

Source	Proceeds	Cost	Gain/loss
Long Term			
Northern Trust Co. - acct 0190	744,349.39	507,359.68	236,989.71
Northern Trust Co. - acct 7742	2,328,512.34	1,869,571.91	458,940.43
Northern Trust Co. - acct 3775	965,128.36	624,027.87	341,100.49
Total LT	4,037,990.09	3,000,959.46	1,037,030.63
Short Term			
Northern Trust Co. - acct 0190	722,285.94	614,466.34	107,819.60
Northern Trust Co. - acct 7742	422,917.15	387,997.86	34,919.29
Northern Trust Co. - acct 3775	728,773.14	660,485.30	68,287.84
Total ST	1,873,976.23	1,662,949.50	211,026.73
Grand Total	5,911,966.32	4,663,908.96	1,248,057.36
LT Capital Gain Distributions			
Northern Trust Co. - acct 0190	233.46		233.46
Northern Trust Co. - acct 7742	705,592.50		705,592.50
Total LTCG Distributions	705,825.96		705,825.96
Grand Total			1,953,883.32

2013 Tax Information Statement

Page 7 of 18
Ref: JMO

Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
254687106	WALT DISNEY CO	DIS						
670.0000	01/08/2013 09/24/2012	34,120.66	35,379.08	0.00	-1,258.42	0.00	0.00	
26441C204	DUKE ENERGY CORP NEW COM NEW	DUK						
485.0000	01/08/2013 07/03/2012	31,382.28	27,861.11	0.00	3,521.17	0.00	0.00	
880779103	TEREX CORP NEW	TEX						
200.0000	01/08/2013 08/08/2012	5,860.36	4,339.16	0.00	1,521.20	0.00	0.00	
167250109	ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	CBI						
215.0000	02/25/2013 08/08/2012	11,397.97	8,125.17	0.00	3,272.80	0.00	0.00	
629377508	NRG ENERGY INC COM	NRG						
1580.0000	03/14/2013 01/08/2013	40,413.44	35,928.57	0.00	4,484.87	0.00	0.00	
84763R101	SPECTRUM BRANDS HLDGS INC COM STK	SPB						
75.0000	03/14/2013 Various	3,997.19	2,982.11	0.00	1,015.08	0.00	0.00	
67073Y106	#REORG/NV ENERGY INC CASH MERGER 12-20-2013	NVE						
1925.0000	06/04/2013 03/14/2013	45,072.31	38,854.39	0.00	6,217.92	0.00	0.00	
872540109	TJX COS INC NEW	TJX						
762.0000	06/04/2013 11/13/2012	38,401.08	32,161.81	0.00	6,239.27	0.00	0.00	
880779103	TEREX CORP NEW	TEX						
310.0000	06/04/2013 08/08/2012	10,818.13	6,725.70	0.00	4,092.43	0.00	0.00	

This is important tax information and is being furnished to you.

2013 Tax Information Statement

Page 8 of 18
Ref: JMO

Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY, STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	42,218.37	34,945.20	0.00	7,273.17	0.00	0.00
520 0000	06/04/2013 10/25/2012							
872540109	TJX COS INC NEW	TJX	2,673.61	2,236.98	0.00	436.63	0.00	0.00
53 0000	06/05/2013 11/13/2012							
880779103	TEREX CORP NEW	TEX	12,817.97	8,201.01	0.00	4,616.96	0.00	0.00
378 0000	06/05/2013 08/08/2012							
880779103	TEREX CORP NEW	TEX	22,368.50	15,121.97	0.00	7,246.53	0.00	0.00
697 0000	06/06/2013 08/08/2012							
167250109	ADR CHICAGO BRDG & IRON CO N Y NY REGISTRY SH NV	CBI	42,923.57	26,831.97	0.00	16,091.60	0.00	0.00
710 0000	07/09/2013 08/08/2012							
38141G104	GOLDMAN SACHS GROUP INC	GS	44,930.89	35,368.52	0.00	9,562.37	0.00	0.00
290 0000	07/09/2013 10/25/2012							
867914103	SUNTRUST BANKS INC	STI	43,333.98	35,507.85	0.00	7,826.13	0.00	0.00
1225 0000	08/05/2013 09/24/2012							
883556102	THERMO ELECTRON CORP	TMO	52,491.74	35,184.33	0.00	17,307.41	0.00	0.00
570 0000	08/05/2013 10/25/2012							
08579W103	BERRY PLASTICS GROUP INC COM	BERY	38,780.75	42,821.05	0.00	-4,040.30	0.00	0.00
1965 0000	09/19/2013 Various							

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Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY, STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
42805T105	HERTZ GLOBAL HLDGS INC COM	HTZ	47,646.82	38,759.94	0.00	8,886.88	0.00	0.00
1790 0000	09/19/2013 03/14/2013							
436106108	HOLLYFRONTIER CORP COM	HFC						
890.0000	10/08/2013 Various		35,837.35	39,297.30	0.00	-3,459.95	0.00	0.00
871503108	SYMANTEC CORP	SYMC						
1625.0000	10/08/2013 04/23/2013		40,066.27	39,259.19	0.00	807.08	0.00	0.00
91307C102	UTD THERAPEUTICS CORP DEL COM STK	UTHR						
115.0000	10/08/2013 04/23/2013		9,435.55	7,099.57	0.00	2,335.98	0.00	0.00
00766T100	AECOM TECHNOLOGY CORP DELAWARE COM	ACM						
1220.0000	10/29/2013 03/14/2013		39,006.50	39,699.17	0.00	-692.67	0.00	0.00
002824100	ABBOTT LABORATORIES	ABT						
500.0000	11/14/2013 01/08/2013		18,887.42	16,633.45	0.00	2,253.97	0.00	0.00
247361702	DELTA AIR LINES INC DEL COM NEW COM NEW	DAL						
265.0000	11/14/2013 07/09/2013		7,403.23	5,141.74	0.00	2,261.49	0.00	0.00
Total Short Term Sales			722,285.94	614,466.34	0.00	107,819.60	0.00	0.00
Long Term Sales								
44919P508	IAC / INTERACTIVECORP COM PAR \$.001 STK	IACI						
637.0000	02/25/2013 08/25/2010		26,422.41	15,476.17	0.00	10,946.24	0.00	0.00

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 6360 LBJ FWY, STE. 205
 DALLAS, TX 75240-6479
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Account Number: 26-00190
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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
902973304	US BANCORP DEL NEW	USB	36,975.24	30,509.21	0.00	6,466.03	0.00	0.00
1090 0000	02/25/2013 01/11/2012							
151020104	CELGENE CORP	CELG	8,027.11	4,505.74	0.00	3,521.37	0.00	0.00
70 0000	03/14/2013 11/09/2011							
778296103	ROSS STORES INC	ROST	28,288.00	8,810.48	0.00	19,477.52	0.00	0.00
505 0000	03/14/2013 05/08/2008							
92927K102	WABCO HLDGS INC COM STK	WBC	35,479.43	30,692.53	0.00	4,786.90	0.00	0.00
497 0000	03/14/2013 01/19/2011							
018581108	ALLIANCE DATA SYSTEMS CORP	ADS	41,641.96	25,136.50	0.00	16,505.46	0.00	0.00
250 0000	04/23/2013 11/09/2011							
151020104	CELGENE CORP	CELG	48,854.36	24,781.56	0.00	24,072.80	0.00	0.00
385 0000	04/23/2013 11/09/2011							
36191G107	GNC HLDGS INC GNC HOLDINGS INC	GNC	42,329.42	33,635.98	0.00	8,693.44	0.00	0.00
1015 0000	04/23/2013 02/23/2012							
H0023R105	ACE LTD COM STK	ACE	44,913.16	18,522.18	0.00	26,390.98	0.00	0.00
498 0000	04/23/2013 Various							
031162100	AMGEN INC	AMGN	8,114.98	4,362.56	0.00	3,752.42	0.00	0.00
75 0000	05/14/2013 12/11/2008							

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
268648102	EMC CORP MASS	EMC	29,047.70	28,011.76	0.00	1,035.94	0.00	0.00
1264.0000	05/14/2013 09/14/2011	FL	41,525.50	23,566.67	0.00	17,958.83	0.00	0.00
344849104	FOOT LOCKER INC	FDX	41,264.31	34,123.93	0.00	7,140.38	0.00	0.00
1105.0000	08/05/2013 09/14/2011	HLF	18,303.73	14,075.22	0.00	4,228.51	0.00	0.00
31428X106	FEDEX CORP	FITB	41,809.49	28,283.88	0.00	13,525.61	0.00	0.00
385.0000	09/03/2013 Various	GRA	50,656.42	32,057.47	0.00	18,598.95	0.00	0.00
G4412G101	HERBALIFE LTD COM STK	ABBV	3,736.04	2,576.65	0.00	1,159.39	0.00	0.00
250.0000	09/19/2013 09/14/2011	SPB	39,366.98	24,213.16	0.00	15,153.82	0.00	0.00
316773100	FIFTH THIRD BANCORP	UNH	41,401.29	32,079.03	0.00	9,322.26	0.00	0.00
2375.0000	10/08/2013 11/09/2011							
38388F108	GRACE W R & CO DEL NEW COM STK							
585.0000	10/08/2013 05/16/2012							
00287Y109	ABBVIE INC COM USD0.01							
75.0000	10/29/2013 08/08/2012							
84763R101	SPECTRUM BRANDS HLDGS INC COM STK							
597.0000	10/29/2013 Various							
91324P102	UNITEDHEALTH GROUP INC							
613.0000	10/29/2013 07/14/2011							

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Bonds, etc.	SPB					
84763R101	SPECTRUM BRANDS HLDGS INC COM STK	10/30/2013	09/13/2012	8,762.80	SPB	5,510.16	0.00	3,252.64	0.00	0.00
002824100	ABBOTT LABORATORIES	11/14/2013	08/08/2012	19,831.79	ABT	16,632.49	0.00	3,199.30	0.00	0.00
127387108	CADENCE DESIGN SYS INC	11/14/2013	07/13/2012	38,480.36	CDNS	33,180.74	0.00	5,299.62	0.00	0.00
46625H100	J P MORGAN CHASE & CO	11/14/2013	04/13/2006	36,191.41	JPM	28,288.91	0.00	7,902.50	0.00	0.00
46625H100	J P MORGAN CHASE & CO	11/14/2013	06/15/2012	12,925.50	JPM	8,326.70	0.00	4,598.80	0.00	0.00
240.0000				744,349.39		507,359.68	0.00	236,989.71	0.00	0.00
Total Long Term Sales										

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Recipient's Name and Address:

M.B. AND EDNA ZALE FOUNDATION
6360 LBJ FWY, STE. 205
DALLAS, TX 75240-6479

Account Number: 26-17742

Recipient's Tax ID Number: XX-XXX7429

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☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	VTSSX						
164.2000	01/03/2013 Various		5,786.41	5,570.81	0.00	215.60	0.00	0.00
922908769	MFC VANGUARD TOTAL STK MKT ETF	VTI						
5300.0000	01/03/2013 08/22/2012		397,968.08	382,270.75	0.00	15,697.33	0.00	0.00
24702R101	DELL INC	DELL						
1500.0000	07/17/2013 Various		19,162.66	156.30	0.00	19,006.36	0.00	0.00
Total Short Term Sales			422,917.15	387,997.86	0.00	34,919.29	0.00	0.00
Long Term Sales								
922908488	MFO VANGUARD TOTAL STOCK MARKET INDEX FDSIGNAL	VTSSX						
7518.1600	01/03/2013 Various		264,940.27	167,597.62	0.00	97,342.65	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
34.8900	01/31/2013 11/30/2005		355.72	383.09	0.00	-27.37	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
31.5000	02/28/2013 11/30/2005		307.67	345.87	0.00	-38.20	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
34.9000	03/28/2013 11/30/2005		340.16	383.20	0.00	-43.04	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
33.7600	04/30/2013 11/30/2005		320.54	370.68	0.00	-50.14	0.00	0.00

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THE NORTHERN TRUST COMPANY
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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
411511306	HARBOR INTERNATIONAL FUND INSTL CL	HAIX									
4426-0800	05/21/2013 12/16/2003	300,000.00	160,135.57	0.00	139,864.43	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
34.8800	05/31/2013 11/30/2005	326.41	382.98	0.00	-56.57	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
33.7800	06/28/2013 11/30/2005	300.78	370.90	0.00	-70.12	0.00	0.00	0.00	0.00	0.00	0.00
88224Q107	TX CAP BANCSHARES INC COM	TCBI									
1000.0000	07/17/2013 09/30/1998	47,424.67	6,198.86	0.00	41,225.81	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
34.9000	07/31/2013 11/30/2005	315.04	383.20	0.00	-68.16	0.00	0.00	0.00	0.00	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTTRX									
93109.8700	08/14/2013 08/25/2005	1,000,000.00	998,699.81	0.00	1,300.19	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
34.8900	08/30/2013 11/30/2005	324.54	383.09	0.00	-58.55	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
33.7900	09/30/2013 11/30/2005	306.53	371.01	0.00	-64.48	0.00	0.00	0.00	0.00	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
34.9100	10/31/2013 11/30/2005	314.05	383.31	0.00	-69.26	0.00	0.00	0.00	0.00	0.00	0.00

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 M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY, STE. 205
 DALLAS, TX 75240-6479
 Ref: JMO

Account Number: 26-17742
 Recipient's Tax ID Number: XX-XXX7429
☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
921908844	MFC VANGUARD SPECIALIZED FUNDS VANGUARD DIVIDEND APPRECIATION ETF 11/13/2013 08/18/2010	VIG	201,049.28	129,415.00	0.00	71,634.28	0.00	0.00
921909602	MFO VANGUARD TOTAL INTL STK INDX FD INDEX FD	VGTSX						
18281.5400	11/13/2013 Various		300,000.00	242,289.20	0.00	57,710.80	0.00	0.00
922908769	MFC VANGUARD TOTAL STK MKT ETF	VTI						
2200.0000	11/13/2013 Various		201,747.48	158,823.49	0.00	42,923.99	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
33.7800	11/29/2013 11/30/2005		300.98	370.90	0.00	-69.92	0.00	0.00
594918104	MICROSOFT CORP COM	MSFT						
250.0000	12/03/2013 06/07/1996		9,525.71	1,900.49	0.00	7,625.22	0.00	0.00
203999156	CF COM FD SEC MULTI-STRATEGY COMMODITIESFD							
34.9400	12/31/2013 11/30/2005		312.51	383.64	0.00	-71.13	0.00	0.00
Total Long Term Sales			2,328,512.34	1,869,571.91	0.00	458,940.43	0.00	0.00

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 M.B. AND EDNA ZALE FOUNDATION
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 DALLAS, TX 75240-6479
 Ref: JMO

Account Number: 26-33775
 Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
011659109	ALASKA AIR GROUP INC COM	ALK						
250.0000	02/27/2013 07/03/2012		12,640.06	9,143.15	0.00	3,496.91	0.00	0.00
44919P508	IAC / INTERACTIVECORP COM PAR \$.001 STK	IACI						
531.0000	02/27/2013 11/09/2012		21,660.22	23,560.58	0.00	-1,900.36	0.00	0.00
44919P508	IAC / INTERACTIVECORP COM PAR \$.001 STK	IACI						
549.0000	02/28/2013 Various		22,242.13	24,232.78	0.00	-1,990.65	0.00	0.00
15189T107	CENTERPOINT ENERGY INC COM	CNP						
2280.0000	04/05/2013 09/06/2012		54,021.33	47,697.83	0.00	6,323.50	0.00	0.00
68389X105	ORACLE CORPORATION	ORCL						
1490.0000	04/05/2013 Various		47,558.99	45,058.63	0.00	2,500.36	0.00	0.00
12646R105	CST BRANDS INC COM USD0.01	CST						
4400	05/02/2013 04/05/2013		13.93	14.24	0.00	-0.31	0.00	0.00
770323103	ROBERT HALF INTL INC	RHI						
721.0000	05/06/2013 05/10/2012		23,975.67	20,833.66	0.00	3,142.01	0.00	0.00
899896104	TUPPERWARE CORP	TUP						
100.0000	05/06/2013 11/09/2012		7,941.49	6,190.92	0.00	1,750.57	0.00	0.00
770323103	ROBERT HALF INTL INC	RHI						
879.0000	05/07/2013 Various		29,379.39	25,551.26	0.00	3,828.13	0.00	0.00

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DALLAS, TX 75240-6479

Account Number: 26-33775

Recipient's Tax ID Number: XX-XXX7429

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P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
899896104	TUPPERWARE CORP	TUP	53,085.25	40,778.68	0.00	12,306.57	0.00	0.00
660.0000	05/07/2013 Various							
12646R105	CST BRANDS INC COM USD0.01	CST	4,385.03	4,661.75	0.00	-276.72	0.00	0.00
144.0000	05/09/2013 04/05/2013							
111621306	BROCADE COMMUNICATIONS SYS INC COM NEW STK	BRCD	43,921.26	49,180.44	0.00	-5,259.18	0.00	0.00
8100.0000	05/21/2013 Various							
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	52,420.12	47,771.22	0.00	4,648.90	0.00	0.00
700.0000	07/16/2013 10/19/2012							
002896207	ABERCROMBIE & FITCH CO CL A	ANF	12,921.77	16,595.77	0.00	-3,674.00	0.00	0.00
350.0000	09/09/2013 01/09/2013							
741503403	PRICELINE COM INC COM	PCLN	19,263.26	13,865.29	0.00	5,397.97	0.00	0.00
20.0000	09/09/2013 04/05/2013							
002896207	ABERCROMBIE & FITCH CO CL A	ANF	25,536.24	32,711.73	0.00	-7,175.49	0.00	0.00
690.0000	09/10/2013 Various							
22160K105	COSTCO WHSL CORP NEW	COST	18,045.94	14,706.00	0.00	3,339.94	0.00	0.00
154.0000	10/23/2013 11/09/2012							
22160K105	COSTCO WHSL CORP NEW	COST	39,045.51	32,081.09	0.00	6,964.42	0.00	0.00
336.0000	10/24/2013 Various							

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Cusip	Description	Stock or Other Symbol		Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
		Date of Sale or Exchange	Date of Acquisition						
00184X105	AOL INC COM STK	11/13/2013	04/05/2013	AOL	4,988.46	0.00	757.43	0.00	0.00
130.0000				5,745.89					
037833100	APPLE COMPUTER INC	11/13/2013	10/23/2013	AAPL	5,236.34	0.00	-43.34	0.00	0.00
10.0000				5,193.00					
053611109	AVERY DENNISON CORP	11/13/2013	02/27/2013	AVY	4,466.33	0.00	731.07	0.00	0.00
110.0000				5,197.40					
097023105	BOEING CO	11/13/2013	07/16/2013	BA	12,546.37	0.00	3,255.35	0.00	0.00
120.0000				15,801.72					
099724106	BORG WARNER AUTOMOTIVE INC	11/13/2013	09/09/2013	BWA	984.86	0.00	15.22	0.00	0.00
10.0000				1,000.08					
171232101	CHUBB CORP	11/13/2013	02/27/2013	CB	838.68	0.00	93.70	0.00	0.00
10.0000				932.38					
19122T109	COCA-COLA ENTERPRISES INC NEW COM	11/13/2013	10/23/2013	CCE	2,975.36	0.00	-77.42	0.00	0.00
70.0000				2,897.94					
21871D103	CORELOGIC INC-W/I COM STK	11/13/2013	05/06/2013	CLGX	8,604.14	0.00	2,090.67	0.00	0.00
310.0000				10,694.81					
254709108	DISCOVER FINL SVCS COM STK	11/13/2013	06/19/2013	DFS	2,880.37	0.00	153.77	0.00	0.00
60.0000				3,034.14					

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2013 Tax Information Statement

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 Recipient's Name and Address: M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY. STE. 205
 DALLAS, TX 75240-6479
 Ref: JMO

Account Number: 26-33775
 Recipient's Tax ID Number: XX-XXX7429

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol						
	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
371901109	GENTEX CORP COM		GNTX					
350.0000	11/13/2013	05/06/2013	10,045.84	8,480.25	0.00	1,565.59	0.00	0.00
428236103	HEWLETT PACKARD CO COM		HPQ					
70.0000	11/13/2013	06/19/2013	1,846.56	1,793.53	0.00	53.03	0.00	0.00
64110D104	NETAPP INC COM STK		NTAP					
120.0000	11/13/2013	02/27/2013	4,886.51	4,120.84	0.00	765.67	0.00	0.00
741503403	PRICELINE COM INC COM		PCLN					
10.0000	11/13/2013	04/05/2013	11,106.50	6,932.64	0.00	4,173.86	0.00	0.00
772739207	ROCK-TENN CO CL A CL A		RKT					
20.0000	11/13/2013	04/05/2013	1,900.96	1,706.70	0.00	194.26	0.00	0.00
773903109	ROCKWELL INTL CORP NEW		ROK					
80.0000	11/13/2013	08/20/2013	8,962.24	7,790.36	0.00	1,171.88	0.00	0.00
80004C101	SANDISK CORP		SNDK					
150.0000	11/13/2013	05/21/2013	10,416.82	8,677.80	0.00	1,739.02	0.00	0.00
855244109	STARBUCKS CORP		SBUX					
110.0000	11/13/2013	08/20/2013	8,869.14	7,796.31	0.00	1,072.83	0.00	0.00
958102105	WESTERN DIGITAL CORP COM		WDC					
160.0000	11/13/2013	05/06/2013	11,438.60	9,315.44	0.00	2,123.16	0.00	0.00

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2013 Tax Information Statement

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 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY, STE. 205
 DALLAS, TX 75240-6479
 Ref: JMO

Account Number: 26-33775
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THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
963320106	WHIRLPOOL CORP	WHR	9,971.32	8,321.76	0.00	1,649.56	0.00	0.00
70 0000	11/13/2013 05/06/2013							
64110D104	NETAPP INC COM STK	NTAP	25,814.75	21,909.11	0.00	3,905.64	0.00	0.00
638.0000	11/20/2013 02/27/2013							
772739207	ROCK-TENN CO CL A	RKT	55,398.67	50,347.53	0.00	5,051.14	0.00	0.00
590.0000	11/20/2013 04/05/2013							
64110D104	NETAPP INC COM STK	NTAP	29,560.28	25,137.10	0.00	4,423.18	0.00	0.00
732 0000	11/21/2013 02/27/2013							
Total Short Term Sales								
			728,773.14	660,485.30	0.00	68,287.84	0.00	0.00
Long Term Sales								
075896100	BED BATH & BEYOND INC	BBBY	25,345.75	18,577.19	0.00	6,768.56	0.00	0.00
448.0000	01/09/2013 Various							
075896100	BED BATH & BEYOND INC	BBBY	14,251.84	10,520.67	0.00	3,731.17	0.00	0.00
252.0000	01/10/2013 01/13/2010							
031100100	AMETEK INC NEW	AME	11,457.09	7,584.98	0.00	3,872.11	0.00	0.00
280.0000	02/27/2013 11/29/2011							
577081102	MATTEL INC	MAT	13,633.69	7,196.47	0.00	6,437.22	0.00	0.00
340.0000	02/27/2013 02/17/2010							

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2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:
Recipient's Tax ID Number:

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XX-XXX7429

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☐ 2nd TIN notice

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Recipient's Name and Address:
M.B. AND EDNA ZALE FOUNDATION
6360 LBJ FWY, STE. 205
DALLAS, TX 75240-6479
Ref: JMO

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Bonds, etc.	Stocks					
67020Y100		NUANCE COMMUNICATIONS INC COM			NUAN						
1900 0000		02/27/2013 10/06/2011			34,840.46		40,919.54	0.00	-6,079.08	0.00	0.00
966837106		WHOLE FOODS MKT INC			WFM						
500.0000		02/27/2013 08/14/2009			42,623.79		13,982.60	0.00	28,641.19	0.00	0.00
457187102		INGREDION INC COM			INGR						
180.0000		04/05/2013 02/25/2011			13,069.09		8,697.42	0.00	4,371.67	0.00	0.00
674599105		OCCIDENTAL PETROLEUM CORP			OXY						
500.0000		04/05/2013 05/16/2011			40,725.53		50,670.55	0.00	-9,945.02	0.00	0.00
778296103		ROSS STORES INC			ROST						
566.0000		04/05/2013 Various			33,466.48		9,665.35	0.00	23,801.13	0.00	0.00
778296103		ROSS STORES INC			ROST						
334.0000		04/08/2013 03/20/2009			19,766.77		5,688.75	0.00	14,078.02	0.00	0.00
27579R104		EAST WEST BANCORP INC			EWBC						
293.0000		05/06/2013 02/25/2011			7,140.27		6,643.72	0.00	496.55	0.00	0.00
501044101		KROGER CO			KR						
280.0000		05/06/2013 03/07/2012			9,684.98		6,744.53	0.00	2,940.45	0.00	0.00
620076307		MOTOROLA SOLUTIONS INC			MSI						
425 0000		05/06/2013 08/09/2011			24,246.47		16,908.58	0.00	7,337.89	0.00	0.00

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M.B. AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-33775
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
27579R104	EAST WEST BANCORP INC	EWBC	15,685.08	14,559.51	0.00	1,125.57	0.00	0.00
640.0000	05/07/2013 Various							
620076307	MOTOROLA SOLUTIONS INC	MSI	32,684.56	22,876.32	0.00	9,808.24	0.00	0.00
575.0000	05/07/2013 08/09/2011							
27579R104	EAST WEST BANCORP INC	EWBC	26,270.12	25,101.82	0.00	1,168.30	0.00	0.00
1067.0000	05/08/2013 02/28/2011							
00507K103	#REORG/ACTAVIS INC STK MERGER ACTAVIS PLC 2R1PAW1 EFF 10-01-2013	ACT	11,416.33	3,790.73	0.00	7,625.60	0.00	0.00
90.0000	05/21/2013 07/08/2010							
125269100	CF INDS HLDGS INC COM	CF	57,118.73	36,556.86	0.00	20,561.87	0.00	0.00
300.0000	06/19/2013 03/15/2011							
437076102	HOME DEPOT INC	HD	10,795.21	4,563.10	0.00	6,232.11	0.00	0.00
140.0000	06/19/2013 Various							
459200101	INTL BUSINESS MACHINES CORP	IBM	40,874.66	18,540.30	0.00	22,334.36	0.00	0.00
200.0000	06/19/2013 02/03/2009							
127387108	CADENCE DESIGN SYS INC	CDNS	11,582.30	9,502.80	0.00	2,079.50	0.00	0.00
810.0000	08/20/2013 Various							
457187102	INGREDION INC COM	INGR	15,500.81	11,873.64	0.00	3,627.17	0.00	0.00
245.0000	08/20/2013 Various							

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 Ref: JMO

Account Number: 26-33775
 Recipient's Tax ID Number: XX-XXX7429
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THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
577081102	MATTEL INC	MAT	17,260.10	8,509.70	0.00	8,750.40	0.00	0.00
409.0000								
681904108	OMNICARE INC	OCR	17,889.64	11,381.44	0.00	6,508.20	0.00	0.00
330.0000								
127387108	CADENCE DESIGN SYS INC	CDNS	34,758.89	29,378.20	0.00	5,380.69	0.00	0.00
2466.0000								
457187102	INGREDION INC COM	INGR	26,170.19	20,485.52	0.00	5,684.67	0.00	0.00
415.0000								
577081102	MATTEL INC	MAT	20,605.47	10,278.21	0.00	10,327.26	0.00	0.00
494.0000								
127387108	CADENCE DESIGN SYS INC	CDNS	9,173.94	7,767.47	0.00	1,406.47	0.00	0.00
652.0000								
457187102	INGREDION INC COM	INGR	3,763.22	2,961.76	0.00	801.46	0.00	0.00
60.0000								
577081102	MATTEL INC	MAT	9,976.42	4,972.66	0.00	5,003.76	0.00	0.00
239.0000								
127387108	CADENCE DESIGN SYS INC	CDNS	2,407.43	2,049.09	0.00	358.34	0.00	0.00
172.0000								

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THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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Cusp	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
577081102	MATTEL INC	MAT	4,901.88	2,455.12	0.00	2,446.76	0.00	0.00
118.0000	08/23/2013 02/17/2010	JPM	59,272.27	47,578.94	0.00	11,693.33	0.00	0.00
46625H100	J P MORGAN CHASE & CO	ALK	19,360.27	9,508.87	0.00	9,851.40	0.00	0.00
1120.0000	10/23/2013 10/19/2012	AXP	16,096.21	7,075.42	0.00	9,020.79	0.00	0.00
011659109	ALASKA AIR GROUP INC COM	AME	3,398.44	1,896.24	0.00	1,502.20	0.00	0.00
260.0000	11/13/2013 07/03/2012	COO	10,234.22	5,547.50	0.00	4,686.72	0.00	0.00
025816109	AMERICAN EXPRESS CO	HP	5,358.40	3,063.84	0.00	2,294.56	0.00	0.00
200.0000	11/13/2013 10/28/2009	HD	2,309.95	977.81	0.00	1,332.14	0.00	0.00
031100100	AMETEK INC NEW	JNJ	6,486.08	4,757.39	0.00	1,728.69	0.00	0.00
70.0000	11/13/2013 11/29/2011							
216648402	COOPER COS INC NEW							
80.0000	11/13/2013 03/25/2011							
423452101	HELMERICH & PAYNE INC							
70.0000	11/13/2013 02/17/2010							
437076102	HOME DEPOT INC							
30.0000	11/13/2013 09/14/2011							
478160104	JOHNSON & JOHNSON							
70.0000	11/13/2013 07/03/2012							

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 M.B. AND EDNA ZALE FOUNDATION
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 DALLAS, TX 75240-6479
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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
501044101	KROGER CO	KR	15,825.24	9,153.29	0.00	6,671.95	0.00	0.00
380.0000	11/13/2013 03/07/2012							
58155Q103	MCKESSON HBOC INC	MCK	37,749.73	12,986.18	0.00	24,763.55	0.00	0.00
240.0000	11/13/2013 08/04/2009							
681904108	OMNICARE INC	OCR	5,739.90	3,448.92	0.00	2,290.98	0.00	0.00
100.0000	11/13/2013 05/10/2012							
761152107	RESMED INC	RMD	14,578.94	9,329.30	0.00	5,249.64	0.00	0.00
290.0000	11/13/2013 06/07/2012							
89417E109	THE TRAVELERS COMPANIES INC.	TRV	4,340.92	3,234.14	0.00	1,106.78	0.00	0.00
50.0000	11/13/2013 05/10/2012							
902973304	US BANCORP DEL NEW	USB	4,122.12	3,138.10	0.00	984.02	0.00	0.00
110.0000	11/13/2013 01/24/2012							
929740108	WABTEC CORP	WAB	22,069.01	13,695.44	0.00	8,373.57	0.00	0.00
340.0000	11/13/2013 04/18/2012							
G0083B108	ACTAVIS PLC COM	ACT	25,719.25	6,739.07	0.00	18,980.18	0.00	0.00
160.0000	11/13/2013 07/08/2010							
216648402	COOPER COS INC NEW	COO	26,007.67	14,832.26	0.00	11,175.41	0.00	0.00
214.0000	12/17/2013 Various							

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 M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY, STE. 205
 DALLAS, TX 75240-6479

Account Number: 26-33775
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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
216648402	COOPER COS INC NEW	12/18/2013	03/28/2011	COO					
226.0000				27,372.55	15,660.56	0.00	11,711.99	0.00	0.00
Total Long Term Sales				965,128.36	624,027.87	0.00	341,100.49	0.00	0.00

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Northern Trust

2013 Tax Information Statement

M B AND EDNA ZALE FOUNDATION

Page 415608

26-00190

XX-XXX7429

Ref: JMO

Account Number:

Tax ID Number:

Capital Gain Distributions

Description	Amount of dividend
ELECTRONIC DATA SYS CORP NEW	198.11
TYCO INTL LTD NEW	35.35
Total capital gain distributions	233.46

Important Tax Information



Northern Trust

2013 Tax Information Statement

M.B. AND EDNA ZALE FOUNDATION

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26-17742
XX-XXX7429
Ref: JMO

Account Number:
Tax ID Number:

Capital Gain Distributions

Description	Amount of dividend
MFC WISDOMTREE TR EMERGING MARKETS LOCALDEBT FD	834.79
MFO ADVISORS INNER CIRCLE FD WESTWOOD SMIDCAP FD INSTL SHS	223,373.28
MFO ALLIANZ FDS ALLIANZGI NFJ SMALL CAP VALUE FD INSTL CL	295,244.39
MFO COHEN & STEERS RLTY SHS INC COM	13,207.36
MFO VANGUARD BD INDEX FDS SHORT TERM BD INDEX FD SIGNAL SHS	9,570.70
MFO VANGUARD FENWAY FDS PRIMECAP CORE FDIINV SHS	46,741.67
MFO VANGUARD PRIMECAP FD ADMIRAL SHS #559	105,638.10
PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	9,679.46

Important Tax Information



Northern Trust

2013 Tax Information Statement

M.B. AND EDNA ZALE FOUNDATION

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Capital Gain Distributions

Description	Amount of dividend
TELLABS INC	46.74
U.S. CL ACTIONS (DELISTED/VAR CUSIPS)	44.55
WORLDCOM INC GA NEW	443.86
Total capital gain distributions	704,824.90

Unrecaptured Section 1250 Gain

Description	Amount of dividend
MFO COHEN & STEERS RLTY SHS INC COM	767.60
Total Unrecaptured Section 1250 Gain	767.60

Important Tax Information

Attachment to Form 990-PF
Part XV, 3a, 3b

M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2013

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2012	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2013
14th Ave Baptist Church Outreach	2501 Buchanan Street	Nashville	TN	37208	Educational		100	100	0
Aberg Center for Literacy	5100 Ross Avenue	Dallas	TX	75240	Educational		5,000	2,500	2,500
Adolph & Rose Levis Jewish Community Center	9801 Donna Klein Blvd	Boca Raton	FL	33428	Religious		18,000	3,000	15,000
All Stars Project Inc	543 West 42nd Street	New York	NY	10036	Social Service		25,500	25,500	0
Alley's House	4113 Junius Street	Dallas	TX	75246	Social Service	5,000	0	5,000	0
American Friends of Raulh Medical	4 West 43rd Street Suite 402	New York	NY	10036	Health / Medical		1,000	1,000	0
Altitudes and Altire	2050 N Stemmons Freeway Suite 181 MU 102	Dallas	TX	75207	Social Service	10,000	0	10,000	0
Austin College	900 North Grand Avenue	Sherman	TX	75080	Educational		7,500	7,500	0
Avance - Dallas	2060 Singleton Boulevard Suite 103	Dallas	TX	75212	Educational		20,000	20,000	0
AVODAH - Jewish Service Corps	45 West 36th Street 8th Floor	New York	NY	10018	Civic	7,500	0	7,500	0
Baylor Health Care System Foundation	3600 Gaston Avenue Barnett Tower Suite 100	Dallas	TX	75246	Health / Medical		10,000	10,000	0
Bent on Learning	154 Grand Street	New York	NY	10013	Educational		1,000	1,000	0
Biblical Arts Center	7500 Park Lane	Dallas	TX	75225	Arts / Cultural		1,000	1,000	0
Blood Systems Inc	P O Box 1867	Scottsdale	AZ	85252	Health / Medical		100	100	0
B'nai Brith Youth Organization	800 Eighth Street Northwest	Washington	DC	20001	Religious		10,000	10,000	0
Boy Scouts of America - Circle Ten Council	8605 Harry Hines Boulevard	Dallas	TX	75235	Social Service		350	350	0
Boys & Girls Clubs of Chattanooga	P O Box 11567	Chattanooga	TN	37401	Social Service		200	200	0
Brander University	P O Box 549110	Waltham	MA	02454	Educational		1,100	1,100	0
C R O S Ministries	301 First Avenue South	Lake Worth	FL	33460	Hunger Relief		5,000	5,000	0
Cancer Support Community North Texas	P O Box 601744	Dallas	TX	75360	Health / Medical		15,000	15,000	0
Captain Hope's Kids	10555 Newkirk Suite 580	Dallas	TX	75220	Social Service		5,300	5,300	0
Cat Adoption Team	14175 Southwest Galbreath Drive	Shenwood	OR	97140	Civic		100	100	0
Catholic Charities of Dallas Inc	9461 LBJ Freeway Suite 128	Dallas	TX	75243	Hunger Relief		5,000	2,500	2,500
Center for Youth Activities	9400 West Palmello Park Road	Boca Raton	FL	33497	Educational		24,000	0	24,000
Charity Global, Inc	200 Vanck Street Suite 201	New York	NY	10014	Hunger Relief		100	100	0
Child Abuse Prevention Center	4210 Junius Street	Dallas	TX	75246	Social Service		1,000	1,000	0
Children at Risk Inc	3625 North Hill Street Suite 760	Dallas	TX	75219	Health / Medical	10,000	0	10,000	0
City Harvest	6 East 32nd Street 5th Floor	New York	NY	10016	Hunger Relief		5,675	5,675	0
Community Chest of Port Washington	382 Main Street	Port Washington	NY	11050	Civic		300	300	0
Community Homes For Adults	13101 Preston Road Suite 312	Dallas	TX	75240	Social Service		1,100	1,100	0
Community Synagogue	160 Middle Neck Road	Port Washington	NY	11050	Religious		10,000	10,000	0
Conference of Southwest Foundations	624 North Good-Lalimer Expressway Suite 100	Dallas	TX	75204	Educational		1,800	1,800	0
Congregation Beth Israel	5600 North Braeswood Boulevard	Houston	TX	77096	Civic		8,000	4,000	4,000
Dallas Children's Advocacy Center	5351 Samuell Boulevard	Dallas	TX	75214	Social Service		100	100	0
Dallas Foundation	3963 Maple Avenue Suite 390	Dallas	TX	75219	Social Service	10,000	31,000	41,000	0
Dallas Foundation - TexProtects	3963 Maple Avenue Suite 390	Dallas	TX	75219	Social Service		15,000	15,000	0
Dallas Furniture Bank	P O Box 815788	Dallas	TX	75381	Social Service	25,000	6,000	31,000	0
DME Exchange of Dallas	P O Box 25575	Dallas	TX	75225	Health / Medical	15,000	0	0	15,000
DonorsChoose	213 West 35th Street Second Floor East	New York	NY	10001	Educational		7,741	7,741	0
Dorot, Inc	171 West 85th Street	New York	NY	10024	Hunger Relief	6,000	0	6,000	0
Edna Y Schwartz Scholarship Fund	101 West 79th Street	New York	NY	10024	Educational		500	500	0

Attachment to Form 990-PF
Part XV, 3a, 3b

M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2013

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2012	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2013
Family Gateway	3000 San Jacinto Street	Dallas	TX	75204	Social Service		11,000	6,000	5,000
Fisher Center for Alzheimer's Research	189 Water Street 23rd Floor	New York	NY	10038	Health / Medical		100	100	0
Food Bank for Westchester, Inc	200 Clearbrook Road	Elmsford	NY	10523	Hunger Relief		100	100	0
Fort Worth Hope Center	4101 W Green Oaks Blvd Suite 305 Box 500	Arlington	TX	76016	Hunger Relief	2,500	0	2,500	0
Friends of Music Acadiana	P O Box 53035	Lafayette	LA	70505	Arts / Cultural		1,000	1,000	0
Furniture Sharehouse	P O Box 702	Larchmont	NY	10538	Social Service		5,000	5,000	0
Gateway Community Outreach	291 Southeast First Terrace	Deerfield Beach	FL	33441	Hunger Relief	3,000	0	3,000	0
Girl Scouts of Northeast Texas	6001 Summerside Drive	Dallas	TX	75252	Social Service		2,500	2,500	0
Girls, Inc. of Metropolitan Dallas	2040 Empire Central Drive	Dallas	TX	75235	Health / Medical	10,000	0	10,000	0
Golding Woldenberg Institute	P O Box 16528	Jackson	MS	39236	Religious		60,000	30,000	30,000
Golding Woldenberg Institute	P O Box 1067	Great Neck	NY	11023	Educational		350	350	0
Great Neck United Community Fund	505 Northern Boulevard Suite 306	Great Neck	NY	11021	Social Service		300	300	0
Green Guerillas Inc	232 East 11th Street	New York	NY	10003	Civic	10,000	1,000	11,000	0
Greenhill School	4141 Spring Valley Road	Addison	TX	75001	Educational		25,000	25,000	0
Hadassah	50 West 58th Street	New York	NY	10019	Health / Medical		10,000	10,000	0
Hand in Hand	P O Box 80102	Portland	OR	97280	Educational		10,000	10,000	0
Harvard School of Public Health	401 Park Drive Landmark Center Suite 3 East	Boston	MA	02215	Health / Medical		15,000	15,000	0
Highland Park ISD Education Foundation	4201 Grassmere Lane	Dallas	TX	75205	Educational		1,000	1,000	0
Hockaday School	11600 Welch Road	Dallas	TX	75229	Educational		100	100	0
Housing Crisis Center, Inc	4210 Junius Street	Dallas	TX	75246	Social Service		10,000	5,000	5,000
Human Rights Initiative of North Texas	2801 Swiss Avenue	Dallas	TX	75204	Social Service	7,500	0	7,500	0
Humane Society of Tampa Bay	3607 North Armetue	Tampa	FL	33607	Civic		100	100	0
Interfaith Nutrition Network	211 Fulton Avenue	Hempstead	NY	11550	Hunger Relief	5,000	500	5,500	0
Interlochen Center for the Arts	P O Box 199	Interlochen	MI	49643	Arts / Cultural		100	100	0
Island Harvest	199 Second Street	Mineola	NY	11501	Hunger Relief	3,000	0	3,000	0
Jewish Adoption & Foster Care Options	4200 North University Drive	Sunrise	FL	33351	Social Service		1,000	1,000	0
Jewish Community Center of Dallas	7900 Northaven Road	Dallas	TX	75230	Religious		500	500	0
Jewish Family Service - Dallas	5402 Arapaho Road	Dallas	TX	75248	Social Service	18,000	100,500	100,500	18,000
Jewish Family Service - Houston	4131 South Braeswood	Houston	TX	77025	Social Service		800	800	0
Jewish Federation of Greater Dallas	7800 Northaven Road	Dallas	TX	75230	Religious		2,100	2,100	0
JOIN	1435 Northeast 61st Avenue Suite 100	Portland	OR	97213	Social Service		10,000	10,000	0
Legacy Senior Communities	6101 Ohio Drive Suite 100	Plano	TX	75024	Social Service	5,000	1,000	1,000	0
Literacy Instruction for Texas	1610 South Malcolm X Boulevard Suite 320	Dallas	TX	75226	Educational		2,500	2,500	0
March of Dimes	12660 Coit Road Suite 200	Dallas	TX	75251	Health / Medical		1,000	1,000	0
Marine Military Academy	320 Iwo Jima Boulevard	Herlingen	TX	78550	Educational		1,000	1,000	0
MaxFund, Inc	720 West 10th Avenue	Denver	CO	80204	Civic		100	100	0
Methodist Hospital Foundation	1707 Sunset Boulevard	Houston	TX	77005	Health / Medical		10,000	10,000	0
Metro Dallas Homeless Alliance	2816 Swiss Avenue	Dallas	TX	75204	Social Service	2,500	0	2,500	0
Middlesex School	1400 Lowell Road	Concord	MA	01742	Educational		200	200	0
Momma's House, Inc	1857 Wantagh Avenue	Wantagh	NY	11793	Social Service	2,500	0	2,500	0
National Center for Family Philanthropy	1101 Connecticut Avenue Northwest Suite 220	Washington	DC	20036	Civic		1,000	1,000	0

Attachment to Form 990-PF
Part XV, 3a, 3b

M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2013

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2012	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2013
Native American Youth & Family Center	5135 Northeast Columbia Boulevard	Portland	OR	97218	Social Service		1,000	1,000	0
Neighborhood House	7780 Southwest Capitol Highway	Portland	OR	97219	Social Service		13,500	13,500	0
Neighborhood Service Council	13959 Peyton Drive	Dallas	TX	75240	Social Service		500	500	0
New Music USA, Inc	90 John Street Suite 312	New York	NY	10038	Arts / Cultural		1,000	1,000	0
New York City Center	130 West 56th Street	New York	NY	10019	Arts / Cultural		1,750	1,750	0
New York Pops, Inc	333 West 52nd Street Suite 600	New York	NY	10019	Arts / Cultural		500	500	0
North American Conference on Ethiopian Jewry	255 West 36th Street Suite 701	New York	NY	10018	Hunger Relief		10,000	5,000	5,000
North Shore Animal League America	25 Davis Avenue	Port Washington	NY	11050	Civic		100	100	0
North Shore LU Health System Foundation	125 Community Drive	Great Neck	NY	11021	Health / Medical		5,000	5,000	0
North Texas Food Bank	4500 South Cockrell Hill Road	Dallas	TX	75236	Hunger Relief	7,500	0	7,500	0
Outside In	1132 Southwest 13th Avenue	Portland	OR	97205	Hunger Relief		2,500	2,500	0
P E F Israel Endowment Funds	317 Madison Avenue Suite 607	New York	NY	10017	Hunger Relief		10,000	5,000	5,000
Parker Jewish Institute	271-11 76th Avenue	New Hyde Park	NY	11040	Health / Medical		8,000	8,000	0
Parkland Foundation	2777 North Stemmons Freeway Suite 1700	Dallas	TX	75207	Health / Medical	60,000	0	60,000	0
Partners in Health	P O Box 845578	Boston	MA	02284	Health / Medical		300	300	0
Peer Health Exchange, Inc	1460 Broadway Suite 5-31	New York	NY	10036	Health / Medical	5,000	0	5,000	0
Planned Parenthood of Nassau Co Fdn	540 Fulton Avenue	Hempstead	NY	11550	Health / Medical		16,000	8,500	7,500
Planned Parenthood of North Texas, Inc	7424 Greenville Avenue Suite 206	Dallas	TX	75231	Health / Medical	10,000	0	10,000	0
Port Washington Education Foundation	P O Box 909	Port Washington	NY	11050	Educational		1,000	1,000	0
Port Washington Youth Activities, Inc	P O Box 69	Port Washington	NY	11050	Civic		100	100	0
Promise House	223 West Page Avenue	Dallas	TX	75208	Hunger Relief	3,000	0	3,000	0
Reach Education, Inc	218 "D" Street Southeast 1st Floor	Washington	DC	20003	Educational		500	500	0
Reading Partners	2910 Swiss Avenue	Dallas	TX	75204	Educational		3,117	3,117	0
Ronald McDonald House Charities - Memphis	535 Alabama Avenue	Memphis	TN	38105	Social Service		100	100	0
Rural Health Collaborative	2209 Southeast 47th Avenue	Portland	OR	97215	Health / Medical		400	400	0
Savvy Ladies, Inc	39 Broadway Suite 1730	New York	NY	10006	Educational		1,000	1,000	0
SEARCH Homeless Services	2905 Fannin	Houston	TX	77002	Hunger Relief		5,000	5,000	0
Senior Citizens of Greater Dallas	3910 Harry Hines Boulevard	Dallas	TX	75219	Social Service		200	200	0
SideKicks Mentoring, Inc	525 East Sixth Street Suite 108	Charlotte	NC	28202	Educational		100	100	0
Sisters of the Road	133 Northwest Sixth Avenue	Portland	OR	97209	Hunger Relief	7,000	0	7,000	0
Southern Institute for Education & Research	31 McAllister Drive MR Box 1692	New Orleans	LA	70118	Civic		2,500	2,500	0
Southwestern Medical Foundation	3863 Maple Avenue Suite 100	Dallas	TX	75219	Health / Medical		300,000	300,000	0
St John's Bread & Life Program	795 Lexington Avenue	Brooklyn	NY	11221	Hunger Relief		5,000	2,500	2,500
Strong Women Strong Girls	262 Washington Street Suite 602	Boston	MA	02108	Social Service		500	500	0
Temple Emanuel-El	8500 Hillcrest Road	Dallas	TX	75225	Religious	200,000	17,000	117,000	100,000
Texas A & M Foundation	401 George Bush Drive	College Station	TX	77840	Educational		25,000	25,000	0
Texas A&M Hillel Foundation	800 George Bush Drive	College Station	TX	77840	Religious		200	200	0
Texas Association for Infant Mental Health	1199 South Bellline Road Suite 100	Coppell	TX	75019	Health / Medical		10,000	10,000	0
Texas Foundation for Educational Advancement	10908 Midway Road	Dallas	TX	75229	Educational		4,300	4,300	0
Texas Friends of Chabad-Lubavitch, Inc	201 Live Oak Street	College Station	TX	77840	Religious		200	200	0
Texas Hillel Foundation	2105 San Antonio Street	Austin	TX	78705	Religious		17,500	10,000	7,500

Attachment to Form 990-PF
Part XV, 3a, 3b

M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2013

ORGANIZATION	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/2012	NEW GRANTS	GRANTS PAID	BALANCE 12/31/2013
Texas Scottish Rite Hospital for Children	2222 Welborn Street	Dallas	TX	75219	Health / Medical		2,000	2,000	0
THANC Foundation	10 Union Square East Suite 5B	New York	NY	10003	Health / Medical		1,000	1,000	0
The Philanthropy Roundtable	1730 "M" Street Northwest Suite 601	Washington	DC	20036	Civic		500	500	0
The Vi & Milton Weinstein Hospice Inc	3150 Howell Mill Road Northwest	Atlanta	GA	30327	Health / Medical		500	500	0
The Walkabout Foundation	75 Holly Hill Lane	Greenwich	CT	06830	Health / Medical		500	500	0
Trinity River Mission	2060 Singleton Boulevard Suite 104	Dallas	TX	75212	Educational	7,500	0	7,500	0
Tulane University	6823 St Charles Avenue	New Orleans	LA	70118	Educational		1,000	1,000	0
United Way of Metropolitan Dallas	1800 North Lamar Street	Dallas	TX	75202	Social Service		12,000	12,000	0
University of Texas M D Anderson Cancer Center	P O Box 301439 Unit 0705	Houston	TX	77230	Health / Medical		100	100	0
Uplift Education	608 East Royal Lane	Irving	TX	75039	Educational		200	200	0
UTSW University Hospital - Zale Lipshy	5323 Harry Hines Boulevard	Dallas	TX	75390	Health / Medical		10,000	10,000	0
Vickery Meadow Learning Center	6328 Ridgcrest Road	Dallas	TX	75231	Educational		600	600	0
Volunteer Services Council	P O Box 368	Denon	TX	76202	Social Service		1,000	1,000	0
Westchester Jewish Community Services	845 North Broadway	White Plains	NY	10603	Educational		20,000	10,000	10,000
Westchester Reform Temple	255 Mamaronck Road	Scarsdale	NY	10583	Religious		500	500	0
Wichita Falls Area Food Bank	P O Box 623	Wichita Falls	TX	76307	Hunger Relief		10,000	5,000	5,000
Wounded Warrior Project, Inc	4899 Bellfort Road Suite 300	Jacksonville	FL	32256	Health / Medical		100	100	0
Youth Village Resources of Dallas	6333 East Mockingbird Lane Suite 147-872	Dallas	TX	75214	Social Service		7,500	7,500	0
Adjustment to Net Present Value						457,500	1,063,783	1,252,783	268,500
						(566)	501	0	(65)
						\$456,934	\$1,064,284	\$1,252,783	\$268,435

M. B. & Edna Zale Foundation
Leasehold Improvements, Equipment, and Furniture
December 31, 2013

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Ending Book Value</u>
<u>Leasehold Improvements</u>	\$15,240.84	\$14,334.43	\$906.41
<u>Automobile</u>			
2006 Nissan	33,674.85	33,674.85	0.00
<u>Office Furniture</u>			
Refrigerator	549.99	549.99	0.00
Workstation, Desk, Files	3,864.73	2,806.61	1,058.12
Conference Table & Chairs	3,411.00	3,411.00	0.00
Desk and Two Credenzas	2,550.00	2,550.00	0.00
Sub-Total	10,375.72	9,317.60	1,058.12
<u>Office Equipment</u>			
HP LaserJet Pro Printer	564.99	37.68	527.31
Telephone System	1,400.00	1,400.00	0.00
Conference Phone	567.84	350.02	217.82
Dell Computer	1,380.66	828.36	552.30
Dell Computer	1,297.94	778.68	519.26
Dell Server	5,382.02	3,229.20	2,152.82
Cisco Router/Back-Up	1,029.00	531.65	497.35
APC Back-Up Power	598.77	309.38	289.39
Epson Projector	534.87	231.66	303.21
Dell Laptop Computer	1,661.00	719.68	941.32
Sub-Total	14,417.09	8,416.31	6,000.78
Totals	<u>\$73,708.50</u>	<u>\$65,743.19</u>	<u>\$7,965.31</u>