Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 2/01 , 2010, and ending 1/31 , 2011

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

THE LEON AND TOBY COOPERMAN
FAMILY FOUNDATION
C/O GITTELMAN & CO PC, PO BOX 2369
CLIFTON, NJ 07015-2369

A Employer identification number
13-3102941

B Telephone number (see the instructions)
(973) 778-8885

C If exemption application is pending, check here ► ☐
D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 139,706,507.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	23,787,072.			
	2	Ck ► ☐ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	6,133,447.	6,133,447.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-546,519.			
	b	Gross sales price for all assets on line 6a 13,053,262.				
	7	Capital gain net income (from Part IV line 2)		0.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	959,323.	1,858,537.		
	12	**Total.** Add lines 1 through 11	30,333,323.	7,991,984.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch)				
	17	Interest	171,518.	171,518.		
	18	Taxes (attach schedule)(see instr) See Stm 2	674.	674.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 3	1,078,752.	1,078,428.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,250,944.	1,250,620.		
	25	Contributions, gifts, grants paid Part XV	5,267,665.			5,267,665.
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,518,609.	1,250,620.	0.	5,267,665.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	23,814,714.			
	b	**Net investment income** (if negative, enter -0-)		6,741,364.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	39,093.	1,011,495.	1,011,495.
	2 Savings and temporary cash investments	1,139,459.	438,194.	438,194.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	110,131,634.	125,155,891.	138,176,124.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 4)	40,693.	80,695.	80,694.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	111,350,879.	126,686,275.	139,706,507.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	82,372,681.	97,133,915.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	28,978,198.	29,552,360.	
	30 **Total net assets or fund balances** (see the instructions)	111,350,879.	126,686,275.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	111,350,879.	126,686,275.	

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	111,350,879.
2	Enter amount from Part I, line 27a	2	23,814,714.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	135,165,593.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	8,479,318.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b) line 30	6	126,686,275.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day year)	(d) Date sold (month day, year)
1a	See Statement 6			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-546,519.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

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 (column (b) divided by column (c))
2009	4,049,983.	77,023,952.	0.052581
2008	5,728,837.	108,688,606.	0.052709
2007	6,730,780.	149,383,618.	0.045057
2006	3,699,025.	111,869,271.	0.033066
2005	5,234,768.	89,128,868.	0.058733

2 **Total** of line 1, column (d)	2	0.242146
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048429
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	104,965,701.
5 Multiply line 4 by line 3	5	5,083,384.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,414.
7 Add lines 5 and 6	7	5,150,798.
8 Enter qualifying distributions from Part XII, line 4	8	5,267,665.

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 the instructions)

1 a 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 instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	1	67,414.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	67,414.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	67,414.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a 109,211.		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments Add lines 6a through 6d	7	109,211.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	41,797.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 41,797. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NJ			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► GITTELMAN & COMPANY, P.C. Telephone no ► (973) 778-8885

Located at ► 300 COLFAX AVENUE CLIFTON, NJ ZIP + 4 ► 07013

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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 the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b	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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)*		3b	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 2010?		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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

Total number of other employees paid over $50 000 ► 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 (see instructions). 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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	100,541,730.
b Average of monthly cash balances		1b	6,022,433.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	106,564,163.
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	106,564,163.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	1,598,462.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	104,965,701.
6 **Minimum investment return.** Enter 5% of line 5		6	5,248,285.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	5,248,285.
2a Tax on investment income for 2010 from Part VI, line 5	2a 67,414.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	67,414.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	5,180,871.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	5,180,871.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,180,871.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	5,267,665.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,267,665.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	67,414.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,200,251.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					5,180,871.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005	940,239.				
b From 2006					
c From 2007					
d From 2008	520,123.				
e From 2009	338,219.				
f **Total** of lines 3a through e		1,798,581.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 5,267,665.					
a Applied to 2009, 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 2010 distributable amount					5,180,871.
e Remaining amount distributed out of corpus		86,794.			
5 Excess distributions carryover applied to 2010 *(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		1,885,375.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		940,239.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		945,136.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	520,123.				
d Excess from 2009	338,219.				
e Excess from 2010	86,794.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

See Statement 8

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE CONTRIBUTIONS LIST	NONE	N/A	VARIOUS	5,267,665.
Total			► 3a	5,267,665.
b Approved for future payment				
Total			► 3b	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	6,133,447.	
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	522299	-3,068.	18	-543,451.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 10		-909,214.		1,868,537.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-912,282.		7,458,533.	

13 Total. Add line 12, columns (b), (d), and (e) 13 6,546,251.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 6/6/2011 — Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self employed	PTIN
Mark I Gittelman, CPA	Mark I Gittelman, CPA	5/31/11	☐	N/A

Firm's name ▶ Gittelman & Company P C — Firm's EIN ▶ N/A

Firm's address ▶ P O. Box 2369 Clifton, NJ 07015-2369 — Phone no (973) 778-8885

PFIC ANNUAL INFORMATION STATEMENT
COBALT OFFSHORE FUND LIMITED
FYE DECEMBER 31, 2010

LEON & TOBY COOPERMAN FOUNDATION
EIN/TIN N/A

Leon Cooperman

St Andrews Country Club, 17024 Brockwood Drive
Boca Raton, USA 33496

(1) This Information Statement applies to the taxable year of Cobalt Offshore Fund Limited beginning on January 1, 2010 and ending on December 31, 2010

(2) The investor listed above has the following pro-rata share of the ordinary earnings and net capital gain of Cobalt Offshore Fund Limited for the taxable year of Cobalt Offshore Fund Limited specified in paragraph (1):

a Ordinary Earnings from Cobalt Offshore Fund Limited	18,880
b Net Capital Gain from Cobalt Offshore Fund Limited	73,568

(3) The amount of cash and fair market value of other property distributed or deemed distributed by Cobalt Offshore Fund Limited to the investor during the taxable year specified in paragraph (1) is as follows

a Cash	NONE
b. Fair Market Value of Property	NONE

(4) Cobalt Offshore Fund Limited will permit the investor to inspect and copy Cobalt Offshore Fund Limited's permanent books of accounts, records, and such other documents as may be maintained by Cobalt Offshore Fund Limited that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with US income tax principles

Date April 13, 2011

Cobalt Offshore Fund Limited

By: Leon Cooperman

Title Director

✓

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ACCRETION	$ 888,630.	$ 888,630.	
ATLAS PIPELINE HOLDINGS	-29,602.		
ATLAS PIPELINE PARTNERS	-336,038.	1.	
CROSSTEX ENERGY LP	-19,334.	-2.	
INCOME-COBALT	18,680.	18,680.	
KKR FINANCIAL HOLDINGS	20,380.	-161,267.	
KODIAK	4,585.	4,585.	
LINN ENERGY	266,932.	952,962.	
MISCELLANEOUS FEE INCOME	89,284.	89,284.	
STAR ASIA SPV LLC	21,757.	21,757.	
STAR ASIA SPV LLC	38,374.	38,374.	
TAX REFUND	10,000.		
TEEKAY LNG PARTNERS	-14,325.	5,533.	
Total	$ 959,323.	$ 1,858,537.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	$ 674.	$ 674.		
Total	$ 674.	$ 674.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AMORTIZATION	$ 6,434.	$ 6,434.		
CHARITABLE CONTRIBUTIONS FROM K1	32.	32.		
DEPLETION	517,647.	517,647.		
NONDEDUCTIBLE EXPENSES	324.			
PORTFOLIO DEDUCTIONS	124,701.	124,701.		
SECTION 59(E)(2) EXPENSES	429,614.	429,614.		
Total	$ 1,078,752.	$ 1,078,428.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
PREPAID ACCRUED INTEREST	$ 80,694.	$ 80,694.
Rounding	1.	
Total	$ 80,695.	$ 80,694.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED GAIN ON DONATED SECURITIES	$ 8,479,318.
Total	$ 8,479,318.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	541316 STAR ASIA FINANCE LTD	Purchased	3/30/2010	4/05/2010
2	500000 DUANE READE INC 11.75%, 8/1/15	Purchased	7/31/2009	5/10/2010
3	150 PUT/APL@17.5 EXP 11/20/10	Purchased	Various	8/02/2010
4	500000 HEXION US FINANCE CORP, 9.75%, 11/15/04	Purchased	9/08/2010	11/05/2010
5	150 PUT/APL @ 15 EXP 11/20/10	Purchased	7/28/2010	11/20/2010
6	25000 ISTAR FINANCIAL INC	Purchased	12/21/2010	12/28/2010
7	RAIT FINANCIAL TRUST SECURITIES LITIGATI	Purchased	Various	Various
8	100000 ANTHRACITE CAPITAL INC	Purchased	Various	3/31/2010
9	25700 ATLAS PIPELINE HOLDINGS	Purchased	Various	4/19/2010
10	100000 CRYSTAL RIVER CAPITAL INC	Purchased	Various	4/19/2010
11	430000 VIRGIN MEDIA FINANCE PLC 8.75% 4/15/14	Purchased	Various	5/12/2010
12	60000 HILLTOP HOLDINGS INC PFD 8.25 SERIES A	Purchased	Various	9/07/2010
13	1000000 AES CORPORATION	Purchased	Various	9/15/2010
14	4000000 REALOGY CORPORATION 12.375% 4/15/15	Purchased	7/22/2009	12/06/2010
15	1000000 WIND ACQUISITION FINANCE 12% 12/01/15	Purchased	1/13/2009	12/29/2010
16	25495 AMERICAN CAPITAL LTD MUTUAL FUND	Purchased	Various	12/30/2010
17	113408 NORTHSTAR REALTY FINANCE CORP	Purchased	Various	12/30/2010
18	PINE STREET	Purchased	Various	Various
19	COBALT	Purchased	Various	Various
20	LINN ENERGY	Purchased	Various	Various
21	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
22	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
23	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
24	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
25	ATLAS PIPELINE HOLDINGS	Purchased	Various	Various
26	KODIAK	Purchased	Various	Various
27	KODIAK	Purchased	Various	Various

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
28	ATLAS ENERGY RESOURCES	Purchased	Various	Various
29	SECTION 1231 FROM PASSTHROUGHS	Purchased	Various	Various
30	344000 ENERGY XXI GULF COAST INC 10%, 6/15/13	Purchased	12/15/2009	1/18/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	2154651.		2328242.	-173,591.				$-173,591.
2	636,630.		489,232.	147,398.				147,398.
3	11,600.		37,950.	-26,350.				-26,350.
4	526,875.		498,750.	28,125.				28,125.
5	19,050.		0.	19,050.				19,050.
6	186,652.		187,155.	-503.				-503.
7	72,929.		0.	72,929.				72,929.
8	1,308.		564,965.	-563,657.				-563,657.
9	161,856.		616,429.	-454,573.				-454,573.
10	66,699.		1330139.	-1263440.				-1263440.
11	442,543.		432,105.	10,438.				10,438.
12	1500000.		1302264.	197,736.				197,736.
13	1000000.		1000000.	0.				0.
14	3700000.		1809655.	1890345.				1890345.
15	1053750.		915,000.	138,750.				138,750.
16	195,401.		611,925.	-416,524.				-416,524.
17	532,487.		1115080.	-582,593.				-582,593.
18	30,076.		0.	30,076.				30,076.
19	73,568.		0.	73,568.				73,568.
20	0.		9,017.	-9,017.				-9,017.
21	6,581.		0.	6,581.				6,581.
22	17,498.		0.	17,498.				17,498.
23	0.		7,744.	-7,744.				-7,744.
24	0.		20,566.	-20,566.				-20,566.
25	0.		108.	-108.				-108.
26	0.		47.	-47.				-47.
27	0.		14.	-14.				-14.
28	0.		6,074.	-6,074.				-6,074.
29	301,908.		0.	301,908.				301,908.
30	361,200.		317,320.	43,880.				43,880.
							Total	$-546,519.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
LEON G. COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	Trustee 0	$ 0.	$ 0.	$ 0.

Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
TOBY F. COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	Trustee 0	$ 0.	$ 0.	$ 0.
MICHAEL S. COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
WAYNE M. COOPERMAN 10 WEST 66TH ST - APT 10F NEW YORK, NY 10023	Trustee 0	0.	0.	0.
JODI COOPERMAN 10 WEST 66TH ST - APT 10F NEW YORK, NY 10023	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

LEON G. COOPERMAN
TOBY F. COOPERMAN

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	LEON COOPERMAN
Care Of:	GITTELMAN & COMPANY
Street Address:	PO BOX 2369
City, State, Zip Code:	CLIFTON, NJ 07015
Telephone:	
Form and Content:	WRITTEN SPECIFYING PURPOSE
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

Statement 10
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Business Code	(B) Unrelated Business Amount	(C) Exclusion Code	(D) Excluded Amount	(E) Related or Exempt Function
ACCRETION			14	$ 888,630.	
ATLAS PIPELINE HOLDINGS	211110	$ -29,602.	14		
ATLAS PIPELINE PARTNERS	211110	-336,039.	14	1.	
CROSSTEX ENERGY LP	211110	-19,332.	1	-2.	
INCOME-COBALT			14	18,680.	
KKR FINANCIAL HOLDINGS	900000	181,647.	14	-161,267.	
KODIAK			14	4,585.	
LINN ENERGY	211110	-686,030.	14	952,962.	
MISCELLANEOUS FEE INCOME			14	89,284.	
OID			14		
STAR ASIA SPV LLC			1	21,757.	
STAR ASIA SPV LLC			16	38,374.	
TAX REFUND			1	10,000.	
TEEKAY LNG PARTNERS	211110	-19,858.	14	5,533.	
Total		$ -909,214.		$ 1,868,537.	$ 0.

To: Mark Gittelman

✓

<u>The Leon and Toby Cooperman Family Foundation Contributions for the Year 2/1/10-1/31/11</u>

Check Cleared	Check No.	Date	Organization	Amount
x	3035	2/1/10	Hunter College Foundation New York, NY	250,000.00
x	3036	2/1/10	Robin Hood New York, NY	210,000.00
x	3037	2/2/10	Fordham University New York, NY	25,000.00
x	3038	2/22/10	Brain Injury Association of NJ (BIANJ) North Brunswick, NJ	1,000.00
x	3039	2/22/10	The Bachmann-Strauss Dystonia & Parkinson Foundation New York, NY	1,000.00
x	3040	2/22/10	Harlem Children's Zone New York, NY	25,000.00
x	3041	2/22/10	Seton Hall University South Orange, NJ	5,000.00
x	3042	2/25/10	Giant Kids Mahopac, NY	1,000.00
x	3043	3/1/10	United Jewish Appeal of MetroWest NJ Whippany, NJ	1,000.00
x	3044	3/1/10	Solomon Schechter Day School of Essex and Union West Orange, NJ	360.00
x	3045	3/1/10	New York Philharmonic New York, NY	250.00
x	3046	3/15/10	Crohn's & Colitis Foundation of America New York, NY	50,000.00
x	3047	3/15/10	Boys Town Jerusalem Roseland, NJ	6,000.00
x	3048	3/16/10	Stamford Hospital Bennett Cancer Center Stamford CT	250.00
x	3049	3/22/10	Columbia Business School New York, NY	25,000.00
x	3050	3/23/10	MSHVFAS Capital Fund Drive (Millburn-Short Hills Volunteer First Aid Squad) Millburn, NJ	100.00
x	3051	3/29/10	Congregation B'Nai Jeshurun Short Hills, NJ	1,500.00
x	3052	3/31/10	HBSCNY (Harvard Business School Club of Greater New York) New York, NY	1,000.00
x	3053	4/1/10	Great New York Councils, B.S.A. (Boy Scouts of America) New York, NY	1,000.00

Void Replaced w Chk 3058	3054	4/5/10	"I Have a Dream" Foundation New York, NY $5,000	0.00
X	3055	4/5/10	FCLC of NJ Foundation Chatham, NJ	250.00
X	3056	4/5/10	NJN Foundation Trenton, NJ	1,000.00
X	3057	4/7/10	The Ira Sohn Research Conference Foundation New York, NY	4,000.00
X	3058	4/12/10	Project Pericles, Inc. New York, NY	5,000.00
X	3059	4/12/10	Migraine Research Foundation New York, NY	500.00
X	3060	4/12/10	The Foundation for Diabetes Research Livingston, NJ	500.00
X	3061	4/12/10	FEGS (Federation Employment Guidance Service) New York, NY	500.00
X	3062	4/12/10	Friars Foundation New York, NY	500.00
X	3063	4/12/10	JFS Metrowest (Jewish Family Service of Metrowest) Florham Park, NJ	500.00
X	3064	4/12/10	University of Maryland Alumni Association New York, NY	500.00
X	3065	4/12/10	Ace-Lymphoma New Brunswick, NJ	75.00
X	3066	4/15/10	A Better Chance, Tax ID#23-7173492 New York, NY	1,000.00
X	3067	4/15/10	The Jewish Museum New York, NY	10,000.00
X	3068	4/15/10	Mizel Museum Denver, CO	500.00
X	3069	4/26/10	Franklin & Marshall College Lancaster, PA	1,000.00
X	3070	4/26/10	New Jersey Institute for Social Justice Newark, NJ	500.00
X	3071	4/26/10	Caucus Educational Corporation Montclair, NJ	500.00
X	3072	4/27/10	Damon Runyon Cancer Research Foundation New York, NY	45,000.00
X	3073	4/28/10	Imagination Productions New York, NY	10,000.00
X	3074	5/4/10	The Big Hole River Foundation Butte, MT	1,000.00
X	3075	5/18/10	Congregation B'Nai Jeshurun Short Hills, NJ	80,000.00
X	3076	5/18/10	The South Bronx Educational Foundation, Inc.	10,000.00

			Bronx, NY	
x	3077	5/25/10	Facing History and Ourselves New York, NY	5,000.00
x	3078	6/1/10	The Jewish Historical Society of MetroWest Whippany NJ	1,000.00
x	3079	6/1/10	TREE Fund Naperville, IL	10.00
x	3080	6/8/10	Jewish Community Foundation of MetroWest NJ Whippany, NJ	1,000,000.00
x	3081	6/10/10	JESPY House South Orange, NJ	21,000.00
x	3082	6/15/10	Damon Runyon Cancer Research Foundation New York, NY	200,000.00
Voided Chk #3083 reissued to JDC	3083	6/21/10	For the Children New York, NY - $250.00	0.00
x	3084	6/21/10	Columbia Business School New York, NY	1,000,000.00
x	3085	6/21/10	Lymphoma Research Foundation New York, NY	5,000.00
x	3086	6/21/10	Conservation International Foundation Arlington, VA	50,000.00
x	3087	6/21/10	The American Jewish Joint Distribution Committee (JDC) New York, NY	250.00
x	3088	6/21/10	Greater New York Councils, Boy Scouts of America New York, NY	2,500.00
x	3089	6/28/10	International Rescue Committee New York, NY	25,000.00
x	3090	6/28/10	New Jersey Symphony Orchestra Newark, NJ	10,000.00
x	3091	7/6/10	American Friends of the Israel Museum New York, NY	3,000.00
x	3092	7/6/10	Faculty & Friends Campaign of NYU Langone Medical Center New York, NY	1,000.00
x	3093	7/7/10	Play for P.I.N.K. West Caldwell, NJ	500.00
x	3094	7/14/10	Saint Barnabas Medical Center Foundation West Orange, NJ	1,000.00
x	3095	7/19/10	New Jersey Seeds Newark, NY	600.00
x	3096	7/19/10	New-York Historical Society New York, NY	2,500.00
x	3097	7/21/10	New Jersey Performing Arts Center Newark, NJ	100,000.00
x	3098	7/26/10	The Washington Institute Washington, D.C.	1,000.00
x	3099	8/10/10	Museum of Jewish Heritage	360.00

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			New York, NY	
X	3100	8/10/10	Saint Barnabas Burn Foundation Livingston, NJ	500.00
X	3101	8/16/10	Newark Community Foundation Newark, NJ	1,000,000.00
X	3102	8/16/10	Community Foodbank of NJ Hillside, NJ	250.00
X	3103	8/23/10	The ALS Association New York, NY	1,000.00
X	3104	8/24/10	Arava Institute Hazon Israel Ride Eilot, Israel	500.00
X	3105	8/26/10	Mentor/National Mentoring Partnership Alexandria, VA	5,000.00
X	3106	9/7/10	Saint Barnabas Medical Center Foundation Livingston, NJ	25,000.00
X	3107	9/7/10	Opportunity Project, Inc. Little Silver, NJ	2,000.00
X	3108	9/7/10	New Jersey Performing Arts Center Newark, NJ	50,000.00
X	3109	9/15/10	York Street Project Jersey City, NJ	500.00
X	3110	9/15/10	Columbus Citizens Foundation, Inc. New York, NY	1,000.00
X	3111	9/15/10	The Stanford Fund Stanford, CA	10,000.00
Stop payment made 1/3/11 Check 3148 issued.	3112	9/15/10	Citizens' Committee for Children of New York New York, NY - $250.00	0.00
X	3113	9/20/10	KIPP NY, Inc. New York, NY	500.00
X	3114	9/20/10	The Hebrew Home for the Aged at Riverdale Foundation, Inc New York, NY	5,000.00
X	3115	9/21/10	Wild Salmon Center Portland, OR	10,000.00
X	3116	10/11/10	Trustees of Columbia University New York, NY	500.00
X	3117	10/12/10	Dolphins Cycling Challenge Miami Gardens, FL	250.00
X	3118	10/21/10	Rabbinical College of America Morristown, NJ	10,000.00
X	3119	10/21/10	Seeds of Peace New York, NY	1,000.00
X	3120	10/21/10	Mental Health Association of Essex County Montclair, NJ	500.00
X	3121	10/21/10	YMCA of Newark and Vicinity Newark, NJ	1,250.00
X	3122	10/25/10	United Jewish Communities of MetroWest NJ Whippany, NJ	407,000.00
Stop payment	3123	10/25/10	buildOn - 25,000 check reissued	0.00

was made due to non receipt by the company 3144 was issued as replacement			Stamford, CT	
X	3124	11/2/10	The Wall Street Synagogue New York, NY	100.00
X	3125	11/3/10	Down The Block Short Hills, NJ	500.00
X	3126	11/4/10	Hoopapalooza Foundation Roseland, NJ	20,000.00
X	3127	11/22/10	Prep for Prep New York, NY	1,000.00
X	3128	11/22/10	United Jewish Communities New York, NY	10,000.00
X	3129	11/22/10	USC Shoah Foundation Institute Los Angeles, CA	5,000.00
X	3130	11/22/10	Trickle Up New York, NY	1,000.00
X	3131	11/22/10	Community Food Bank of New Jersey Hillside, NJ	1,000.00
X	3132	11/22/10	Creative Alternatives of New York (CANY) New York, NY	250.00
X	3133	11/22/10	DOROT New York, NY	360.00
X	3134	11/22/10	Child Mind Institute New York, NY	1,250.00
X	3135	12/6/10	The Andy Bovin Memorial Fund Summit, NJ	500.00
X	3136	12/6/10	American Federation for Aging Research (AFAR) New York, NY	1,000.00
X	3137	12/6/10	Partnership with Children, Inc. New York, NY	500.00
X	3138	12/6/10	Millburn-Short Hills Scholastic Boosters, Inc. Millburn, NJ	100.00
X	3139	12/8/10	The Jewish Museum New York, NY	25,000.00
X	3140	12/15/10	American Jewish Committee New York, NY	25,000.00
X	3141	12/15/10	Children's Aid and Family Services Paramus, NJ	100.00
X	3142	12/15/10	Fox Chase Cancer Center Philadelphia, PA	10,000.00
X	3143	12/15/10	GiantKids Mahopac, NY	1,000.00
X This replaces check 3123 issued 10/25/10	3144	12/15/10	buildOn Stamford, CT	25,000.00
As of 1/6/11 this check was	3145	12/22/10	Community Food Bank of New Jersey Hillside, NJ - $62,500	0.00

not received Stop payment was made 1/19/11 and Check 3149 reissued				
X	3146	12/28/10	Community Food Bank of New Jersey Hillside, NJ	12,500.00
X	3147	12/28/10	United Jewish Communities of MetroWest NJ Whippany, NJ	325,000.00
X This replaces check 3112 issued 9/15/10	3148	1/3/11	Citizens' Committee for Children of New York New York, NY	250.00
X This replaces check 3145 issued 12/22/10	3149	1/19/11	Community Food Bank of New Jersey Hillside, NJ	62,500.00
Total				**5,267,665.00**

Total Charitable Contributions Made From 2/1/10 through 1/31/11 - $5,267,665.00

The following are <u>not</u> included as part of Total Contributions:

Misc. Charges	0.00
Total Misc. Charges	**0.00**
Balance in account as of 2/1/10	**$39,893.03**
Deposit 2/1/10	460,000.00
Deposit 2/22/10	50,000.00
Deposit - 3/15/10	75,000.00
Deposit – 4/15/10	25,000.00
Deposit – 4/27/10	100,000.00
Dividend - 5/3/10	.50
Deposit – 5/18/10	80,000.00
Dividend 6/1/10	1.98
Deposit - 6/8/10	1,000,000.00

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Deposit - 6/15/10	200,000.00
Deposit - 6/21/10	1,000,000.00
Deposit - 6/21/10	50,000.00
Deposit - 6/28/10	50,000.00
Dividend - 7/1/10	17.99
Deposit 7/20/10	100,000.00
Dividend - 8/2/10	.63
Deposit - 8/16/10	1,000,000.00
Deposit 9/1/10	21.92
Deposit 9/7/10	100,000.00
Dividend 10/1/10	12.28
Deposit 10/19/10	100,000.00
Deposit 10/25/10	500,000.00
Dividend 11/1/10	4.14
Dividend - 12/1/10	7.22
Deposit 12/22/10	50,000.00
Deposit - 12/28/10	300,000.00
Dividend 1/3/11	.41
Deposit 1/31/11	1,000,000.00
Total Deposits/Dividends Including Balance from Prior Year	**$6,279,160.10**

Total Deposits/Dividends Including Balance from Prior Year	**$6,279,160.10**
Less Total Contributions	**-5,267,665.00**
Total Deposits/Dividends Less Contributions	**$1,011,495.10**

Total Deposits/Dividends Less Contributions	**$1,011,495.10**
Less Misc. Charges	**-0**
Checkbook Balance Remaining as of 1/31/11	**$1,011,495.10**