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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 | | |
| A S S E T S | 1 Cash – non-interest-bearing | 69,383. | 305,884. | 305,884. | | |
| | 2 Savings and temporary cash investments | | | | | |
| | 3 Accounts receivable | | | | | |
| | Less allowance for doubtful accounts | | | | | |
| | 4 Pledges receivable | | | | | |
| | Less allowance for doubtful accounts | | | | | |
| | 5 Grants receivable | | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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) | | | | | |
| | 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) L-13 Stmt | 3,903,595. | 4,222,725. | 7,727,828. | | | |
| 14 Land, buildings, and equipment basis | | | | | | |
| Less accumulated depreciation (attach schedule) | | | | | | |
| 15 Other assets (describe) | | | | | | |
| 16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I) | 3,972,978. | 4,528,609. | 8,033,712. | | | |
| L I A B I L I T I E S | 17 Accounts payable and accrued expenses | 4,713. | 0. | | | |
| | 18 Grants payable | | | | | |
| | 19 Deferred revenue | | | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | 0. | 0. | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 Other liabilities (describe) | | | | | |
| | 23 Total liabilities (add lines 17 through 22) | 4,713. | 0. | | | |
| N E T A S S E T S F U N D S | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | | | | |
| | 27 Capital stock, trust principal, or current funds | | | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 3,968,265. | 4,528,609. | | | |
| | 30 Total net assets or fund balances (see the instructions) | 3,968,265. | 4,528,609. | | | |
| | 31 Total liabilities and net assets/fund balances (see the instructions) | 3,972,978. | 4,528,609. | | | |

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 | 3,968,265. |
| 2 Enter amount from Part I, line 27a | 2 | 489,921. |
| 3 Other increases not included in line 2 (itemize) See Other Increases Stmt | 3 | 70,423. |
| 4 Add lines 1, 2, and 3 | 4 | 4,528,609. |
| 5 Decreases not included in line 2 (itemize) | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 4,528,609. |

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 5,272.308 SH EMINENCE FUND LTD | P | 01/01/99 | 01/01/10 |
| b GRAY TELEVISION | P | 11/25/08 | 04/23/10 |
| 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 2,500,000. | | 527,230. | 1,972,770. |
| b 883,260. | | 61,500. | 821,760. |
| 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 | | | 1,972,770. |
| b | | | 821,760. |
| 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 | 2,794,530. |
| 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 | |

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 | 2,342,945. | 9,359,279. | 0.250334 |
| 2008 | 2,482,768. | 12,746,902. | 0.194774 |
| 2007 | 2,250,600. | 14,988,282. | 0.150157 |
| 2006 | 746,501. | 13,406,389. | 0.055682 |
| 2005 | 2,593,562. | 13,746,239. | 0.188674 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.839621 |
| 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 | 0.167924 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 7,510,089. |
| 5 Multiply line 4 by line 3 | 5 | 1,261,124. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 27,948. |
| 7 Add lines 5 and 6 | 7 | 1,289,072. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,304,866. |

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 27,948. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 27,948. |
| 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 | 27,948. |
| 6 Credits/Payments | | | |
| a 2010 estimated tax pmts and 2009 overpayment credited to 2010 | 6a | 30,898. | |
| 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 | 30,898. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 2,950. | |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax | 11 | 2,950. | Refunded |

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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i> | | 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | 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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) FL – Florida | | |
| 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i> | 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)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

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Part VII-A Statements Regarding Activities (Continued)

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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? Website address <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>Gary Rubin</u> Telephone no <u>(561) 750-8299</u> Located at <u>2080 NW Boca Raton Blvd. Ste. 6 Boca Raton FL</u> ZIP + 4 <u>33431</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | | |
| 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 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u> | | | | 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 |
|---|---|----|
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1 b | 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 2010? | 1 c | 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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions) | 2 b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | 3 b | |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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? | 4 b | X |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

7b

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

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 |
|--|--|---|---|---------------------------------------|
| Harvey Sandler 21170 N.E. 22nd Court Miami FL 33180 | Director/ Pres 10.00 | 0. | 0. | 0. |
| Phyllis Sandler 21170 N.E. 22nd Court Miami FL 33180 | Director/ Sec 10.00 | 0. | 0. | 0. |
| Jeffrey Levine 21170 N.E. 22nd Court Miami FL 33180 | Director/ VP 20.00 | 25,000. | 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 |
|---|--|------------------|---|---------------------------------------|
| N/A | | | | |
| 0 | | | | |
| 0 | | | | |
| 0 | | | | |
| 0 | | | | |

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

None

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

None

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 | |
| 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 | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 | |

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

| | | | |
|---|---|-----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1 a | 727,206. |
| b | Average of monthly cash balances | 1 b | 110,346. |
| c | Fair market value of all other assets (see instructions) | 1 c | 6,786,904. |
| d | Total (add lines 1a, b, and c) | 1 d | 7,624,456. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 7,624,456. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 114,367. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,510,089. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 375,504. |

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 | 375,504. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2 a | 27,948. |
| b | Income tax for 2010 (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 27,948. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 347,556. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 347,556. |
| 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 | 347,556. |

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 | 1 a | 2,304,866. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,304,866. |
| 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 | 27,948. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,276,918. |

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 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 347,556. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 448,307. | |
| b Total for prior years 20__, 20__, 20__ | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | 1,935,682. | | | |
| b From 2006 | 83,887. | | | |
| c From 2007 | 1,584,230. | | | |
| d From 2008 | 2,486,359. | | | |
| e From 2009 | 2,362,602. | | | |
| f Total of lines 3a through e | 8,452,760. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 | \$ 2,304,866. | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | | | |
| c Treated as distributions out of corpus (Election required — see instructions) | | | | |
| d Applied to 2010 distributable amount | | | | |
| e Remaining amount distributed out of corpus | 2,304,866. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 10,757,626. | | | |
| 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 | | | | |
| 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 | | | 448,307. | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 347,556. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions) | 1,935,682. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 8,821,944. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | 83,887. | | | |
| b Excess from 2007 | 1,584,230. | | | |
| c Excess from 2008 | 2,486,359. | | | |
| d Excess from 2009 | 2,362,602. | | | |
| e Excess from 2010 | 2,304,866. | | | |

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 |
|--|--|--------------------------------------|-------------------------------------|-------------------|
| <i>a Paid during the year</i> See Statement Attached Various Various FL 00000 | | 501 (c) (3) | Charitable Purposes | 2,162,047. |
| Total | | | ▶ 3a | 2,162,047. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ▶ 3b | |

| | |
|------------------|--|
| 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.

[illegible]

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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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.

**Sign
Here**

Signature of officer or trustee

Date

Title

| |
|----------------------------|
| Print/Type preparer's name |
|----------------------------|

Preparer's signature _____

| |
|------|
| Date |
|------|

Check if ☐ if
self employed

| |
|------|
| PTIN |
|------|

**Paid
Preparer
Use Only**

Gary D Rubin, CPA

Firm's name **Rubin & Associates CPA Firm, PA**

2080 NW BOCA RATON BLVD, SUITE 6

BOCA RATON

FL 33431

Firm's EIN ▶

Phone no (561) 750-8299

BAA

Form 990-PF (2010)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

| Taxes (see the instructions) | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|--|----------------|-------------|-------------|----------------|
| <u>Excise Tax on Investment Income</u> | <u>30,000.</u> | | | <u>30,000.</u> |
| <u>Payroll Taxes</u> | <u>4,973.</u> | | | <u>4,973.</u> |
| Total | <u>34,973.</u> | | | <u>34,973.</u> |

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|------------------------------|----------------|-------------|-------------|----------------|
| <u>Insurance</u> | <u>66,236.</u> | | | <u>66,236.</u> |
| <u>Bank Service Charges</u> | <u>33.</u> | | | <u>33.</u> |
| <u>Florida Annual Report</u> | <u>96.</u> | | | <u>96.</u> |
| Total | <u>66,365.</u> | | | <u>66,365.</u> |

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

| | |
|---------------------------------|----------------|
| <u>Prior Year Contributions</u> | <u>20,226.</u> |
| | <u>50,197.</u> |
| Total | <u>70,423.</u> |

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

| Line 13 - Investments - Other: | End of Year | |
|--------------------------------|-------------------|-------------------|
| | Book Value | Fair Market Value |
| <u>Eminence Fund Ltd.</u> | <u>1,376,067.</u> | <u>6,403,684.</u> |
| <u>Sandler Offshore Fund</u> | <u>251,799.</u> | <u>553,239.</u> |
| <u>Other Securities</u> | <u>2,594,859.</u> | <u>770,905.</u> |
| Total | <u>4,222,725.</u> | <u>7,727,828.</u> |

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

A

Adolph & Rose Levis JCC
9801 Donna Klein Blvd.
Boca Raton, Florida 33428 \$3,600

The ALS Association of Western Pennsylvania
416 Lincoln Avenues
Pittsburgh, PA 15209 \$50

American Ballet Theatre
890 Broadway, 3rd Floor
New York, New York 10003 \$100

American Cancer Society
6800 Jericho Turnpike, Suite 200W
Syosset, NY 11791 \$1,000

American Friends of the Israel
500 5th Avenue Ste. 2540
New York, NY 10110 \$10,000

American Friends of the UHN
c/o The Princess Margaret Hospital Foundation
610 University Avenue
Toronto ON Canada M5G 2M9 \$500

B

Baruch College Alumni Association
One Bernard Baruch Way
Box A-1605
New York, NY 10010-5585 \$5,000

Boca Raton Regional Hospital
745 Meadows Road
Boca Raton, FL 33486 \$1,531,910

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

Boca Raton Museum of Art
501 Plaza Real
Boca Raton, FL 33432 \$185

C

CMAA Club Foundation
17557 Claridge Oval West
Boca Raton, Florida 33496 \$2,000

D

F

Firefighters Charitable Foundation
Contribution Processing Center
P. O .Box 15227
West Palm Beach, Florida 33416-5227 \$55

Firefighters Support Foundation
P. O. Box 250900
Milwaukee, WI 53225-6516 \$30

Florida Association of State Troopers
P. O. Box 24773
West Palm Beach, Florida 33416-4773 \$40

Florida State Firefighters Association Inc
PO Box 15887
West Palm Beach, Fl 33416 \$25

Friends of the Israel Defense Forces
350 - 5th Avenue
New York, New York 10118 \$136

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

G

George Snow Scholarship Fund
1860 N Dixie Highway
Boca Raton, FL 33432 \$180

Glaucoma Foundation
80 Maiden Lane, Ste. 700
New York, NY 10038 \$100

Glenkirk
3504 Commercial Avenue
Northbrook, IL 60062 \$100

H

Hillel Day School of Boca Raton
21011 - 95th Avenue South
Boca Raton, FL 33428 \$100

Hospice by the Sea, Inc.
1531 W. Palmetto Park road
Boca Raton, FL 33486 \$100

I

Investigative Project on Terrorism Foundation
5505 Connecticut Avenue NW #341
Washington, DC 20015 \$1,000

Israel Children's Centers
3275 West Hillsboro Blvd, Suite 102
Deerfield Beach, Fl 33442 \$6,000

J

Janet Burros Memorial Foundation
65 East 55 Street
New York, NY 10022 \$25,000

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

JCC in Manhattan
334 Amsterdam Avenue
New York, New York 10023 \$10,000

Jewish Federation of
South Palm Beach County
9901 Donna Klein Blvd.
Boca Raton, Florida 33428 \$527,190

JCCA
120 Wall Street
New York, NY 10005 \$250

K

Kids Wish Network
National Gift Processing Center
P. O. Box 19309
West Palm Beach, Florida 33416-9309 \$25

Kravis Center for the Performing Arts
701 Okeechobee Boulevard
West Palm Beach Florida 33401 \$2,000

L

Lustgarten Foundation
1111 Stewart Avenue
Bethpage, NY 11714 \$640

Lymphoma Research Foundation
115 Broadway Ste 1301
New York, NY 10006 \$475

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

M

Marcus Autism Center
1920 Briarcliff Road N.E.
Atlanta, GA 30329 \$2,000

The Michael J Fox Foundation for Parkinson's Research
PO Box 4777
New York, NY 10163 \$100

Michael Stern Parkinson's Research Foundation
1115 S Broadway, Suite 1200
New York, NY 10010 \$25

Morgan Pressel Foundation
PO Box 480157
Delray Beach, Fl 33448 \$5,000

N

National Marfan Foundation
22 Manhasset Avenue
Port Washington, NY 11050 \$150

National Multiple Sclerosis Society
3201 W. Commercial Boulevard
Suite 127
Fort Lauderdale, Florida 33309 \$300

Nepal Direct Effects
609 Oxbow Rd
Grand Junction, Co 81504-5241 \$1,000

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

P

Palm Beach County P.B.A.
2100 N. Florida Mango Road
West Palm Beach, Florida 33409 \$70

Paralyzed Vets of America
7 Mill Brook Road
Wilton, NH 03086 \$96

Philadelphia Jewish Sports
Hall of Fame
401 S. Broad Street
Philadelphia, PA 19147 \$250

Play for Pink
17183 White Heaven
Boca Raton, Florida 33496 \$530

Pediatric Cancer Foundation
PO Box 785
Mamaroneck, NY 10543 \$500

R

Ruth Rales Jewish Family Service
21300 Ruth & Baron Coleman Blvd.
Boca Raton, FL 33428 \$8,575

S

Sandler Capital Management Charitable Foundation \$5,000

Schmidt Family Centre for the Arts
433 Plaza Real
Suite 339
Boca Raton, Florida 33432 \$2,500

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2010**

Sid Jacobson JCC
300 Forest Drive
East Hills, NY 11548 \$1,300

Spanish River Community High School Foundation
5100 Jog Road
Boca Raton, FL 33496 \$1,500

St. Jude Cancer Hospital for Children
501 St. Jude Place
Memphis, TN 38105 \$1,700

St. Andrews Cancer Research Unit
St. Andrews Country Club
7268 Queenferry Circle
Boca Raton, FL 33496 \$375

T

U

UJA Federation of New York
130 E 59 Street
New York, NY 10022 \$300

Unicorn Children's Foundation
3350 N. W. Boca Raton Blvd., Suite A-28
Boca Raton, FL 33431 \$2,950

W

WXEL
3401 S. Congress Avenue
Boynton Beach, FL 33426 \$35

Total Given 2010 **\$ 2,162,047**