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

Department of the Treasury  
 Internal Revenue Service

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

**2010**

For calendar year 2010, or tax year beginning June 1, 2010, and ending May 31, 2011

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

Name of foundation <u>The ROTHKOPF Foundation</u>		A Employer identification number <u>13-6096-781</u>
Number and street (or P O box number if mail is not delivered to street address) <u>210 STUART DRIVE</u>	Room/suite	B Telephone number (see page 10 of the instructions) <u>914-636-5602</u>
City or town, state, and ZIP code <u>New Rochelle NY 10801</u>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2329.36				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	3.46	3.46	3.46		
	4 Dividends and interest from securities	7124.07	7124.07	7124.07		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a					
	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 or (loss) (attach schedule)						
11 Other income (attach schedule)						
12 <b>Total.</b> Add lines 1 through 11		9456.89	7127.53	7127.53		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc					
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach schedule)					
	c Other professional fees (attach schedule)					
	17 Interest					
	18 Taxes (attach schedule) (see page 14 of the instructions)					
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23		495.28	495.28	495.28	
	25 Contributions, gifts, grants paid		3822.			
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25		4317.28	495.28	495.28		
27 Subtract line 26 from line 12:						
a <b>Excess of revenue over expenses and disbursements</b>		5139.61				
b <b>Net investment income</b> (if negative, enter -0-)			6632.25			
c <b>Adjusted net income</b> (if negative, enter -0-)				6632.25		

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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	4328.78	15070.25	15070.25
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	312117.56	302263.78	220969.00
	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 ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	321445.78	317334.03	236039.25	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	321445.78	317334.03		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)				

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	321445.78
2	Enter amount from Part I, line 27a	2	5139.61
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	326585.39
5	Decreases not included in line 2 (itemize) ▶	5	9257.61
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	317334.03

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	American Italian Pastas	D	7/13/10	7/28/10
b	INNOVATIVE CLINICAL SOLUTIONS—liquation	P	10/17/97	12/10/10
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 2332.00		2329.36	2.64
b 42.39		9300.00	(9257.61)
c			
d			
e			

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

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

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	(9254.97)
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 pages 13 and 17 of 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) <u>XII.6</u> Adjusted qualifying distributions	(c) <u>X5</u> Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	4170.67	177452.23	.0235
2008	3699.67	145265	.0255
2007	4962.44	228295.84	.0217
2006	3895.83	211394.75	.0189
2005	8507.96	173232.65	.0491

2	Total of line 1, column (d)	2	.1387
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	.02774
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	205231.46
5	Multiply line 4 by line 3	5	5693.12
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66.32
7	Add lines 5 and 6	7	5759.44
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	4317.28

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	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 instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	132	65
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	1	5
<b>3</b>	Add lines 1 and 2	<b>3</b>	132	65
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	132	65
<b>6</b>	Credits/Payments:			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	132	65
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		X
<b>5</b> 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
<b>6</b> 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
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>New York</u>		
<b>b</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	
<b>9</b> 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 on page 27)? <i>If "Yes," complete Part XIV</i>		
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**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 page 20 of the instructions)	11		<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13		
14	The books are in care of ▶ <u>HARRIET BOTHKOPF</u> Telephone no. ▶ <u>914-636-5602</u> Located at ▶ <u>210 STUART DR., NEWROCHELLE</u> ZIP+4 ▶ <u>10804</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ▶	15		<input type="checkbox"/>
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No <input checked="" type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 page 22 of the instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

**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 page 22 of the 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 page 22 of the instructions)? **5b**  Yes  No  
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**  Yes  No  
If "Yes" to 6b, file Form 8870.

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**  Yes  No

**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 page 22 of the 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
HARRIET ROTHKOPF 210 SWART DR, N. Rochelle, NY	Pres. 1/2hr			
KIMBERLY ROTHKOPF 63 E 9 ST, NEW YORK, NY	Treas. 1/2hr			
NOLAN ROTHKOPF 211 E 53 ST, NEW YORK, NY	V.P. 10 minutes			

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the 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 . . . . . ▶		

**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 <u>Westchester Reform Temple</u>	2155
2 <u>Conservative Synagogue of Fifth Avenue</u>	250
3 <u>Foreign Policy Association</u>	250
4 <u>FDRF</u>	130

**Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . . ▶	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	195819.50
b	Average of monthly cash balances	1b	12537.31
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	209190.14
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	209190.14
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	3137.25
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	206052.89
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	10302.61

**Part XI Distributable Amount** (see page 25 of the 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	10302.61
2a	Tax on investment income for 2010 from Part VI, line 5	2a	117.19
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10185.42
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10185.42

**Part XII Qualifying Distributions** (see page 25 of the 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	4317.28
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4317.28
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 page 26 of the instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	4317.28

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> <b>Total</b> of lines 3a through e				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ _____				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
<b>9</b> <b>Excess distributions carryover to 2011.</b> Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the 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).)
- 
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- 
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- 
- b** The form in which applications should be submitted and information and materials they should include:
- 
- c** Any submission deadlines:
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>	NONE			
<b>Total</b> . . . . .				<b>3a</b>
b <i>Approved for future payment</i>				
<b>Total</b> . . . . .				<b>3b</b>





*ROTHKOPF*  
Foundation

Show Details

Organization	Date	Amount
Conservative Synagogue	6/7/10	\$ 250 00
American Friend	6/8/10	65.00
Simon Wiesenthal	7/12/10	36 00
Westchester reform Temple	8/5/10	1350 00
Foreign Policy Association	9/1/10	250 00
Living Memorial to Holacost	9/15/10	40 00
Performing Arts	9/27/10	25 00
Lincoln Center	10/4/10	53 50
Lincoln Center	10/4/10	53 50
Boomset	11/30/10	21 75
Boomset	1/18/11	32 25
TDF	1/18/11	27.50
Elem Youth in Distress in Israel	1/25/11	70 00
Purchase College FDN	2/4/11	100 00
Westchester Reform Temple	2/4/11	795 00
Jewish Nat'l Fund	2/10/11	108 00
NYU- Stern	2/16/11	68 00
TDF	3/15/11	27 50
American Heart Association	3/18/11	25 00
Congregation B'Nai Jes.	3/14/11	25 00
Alumni Ass of Hunter College	4/20/11	100.00
Westchester Reform Temple	5/3/11	10 00
Congre Tehioo of	5/5/11	65 00
JDRF	5/13/11	130 00
Congre Tehioo	5/16/11	54.00
Jewish Museum	5/16/11	40 00
		<u>3822 00</u>
Total		

## Expenses

US Treasury	8/9/10	3.19
CSC	9/20/10	284 00
US Treasury	10/21/10	133 09
NYS Dep't of Law	10/22/10	50 00
Delaware Corp	2/2/11	25 00
		<u>495.28</u>
Total		

# ROTHKOPF FOUNDATION

5/31/11  
ending Price P/CID

stock/bond	purchase date/ share	share cost	purchase price	ending Price
espire	1/19/00	7.75	7,964.90	0
pac-west	1/24/00	25.59	12,794.07	(2,964.90)
american water works	3/23/10	21.21	10,733.45	(12,794.07)
at&t	1/18/00	38.61	19,303.62	15,005
at&t	2/18/00	32.00	21,181.11	36,673
bristol myers	1/14/10	25.08	12,623.00	(38,117.3)
home depot	3/23/10	32.41	16,285.00	14,380
intel	1/14/10	21.07	10,588.60	18,140
kraft	11/09/09	26.69	26,793.40	11,255
qwest/CTL	6/13/96	111.94	32,126.72	34,970
dt	5/21/99	953	25,251.25	12,396
capital one	2/11/04	116	9,294.40	14,153
capital one	2/11/04	646	49,219.76	6,303
amsouth /region	39,042.00	478	15,222.00	35,104
regions	3/16/05	500	16,555.00	6905
piper jaffray	5/6/05	17	464.00	565
tenneco	2/21/07	40	609.00	1670
windsteam		1,000	15,255.00	13450
				<b>220,969.00</b>
				<b>(81,344.68)</b>

Noram Energy full call on 1/13/10 for \$5850

CTL/QWEST - 4/1/11 exchanged Q1729 for CTL 287

QWEST - Dividends were a return of principal 9553.28, reduced purchase price

# J.P. Morgan

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 VISIT OUR WEBSITE [www.jpmorgansecurities.com](http://www.jpmorgansecurities.com)

### What's In This Statement

Financial Summary.....3  
 Your Portfolio Holdings.....4  
 Transaction Detail.....5  
 Sweep Program Activity.....7  
 Privileged Access Activity.....8  
 Your Messages.....9

### PRIVILEGED ACCESS PLATINUM ACCOUNT

Month End Closing Method FIFO



079356 - 1 of 5 NSP05SRA-Z1 010000  
**THE ROTHKOPF FOUNDATION**  
 210 STUART DRIVE  
 NEW ROCHELLE NY 10804-1421

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THE ROTHKOPF FOUNDATION

STATEMENT PERIOD **April 30, 2011**  
 THROUGH **May 31, 2011**  
 ACCOUNT NUMBER **036-00707 018**  
 TAXPAYER NUMBER **On File**  
 LAST STATEMENT **April 29, 2011**

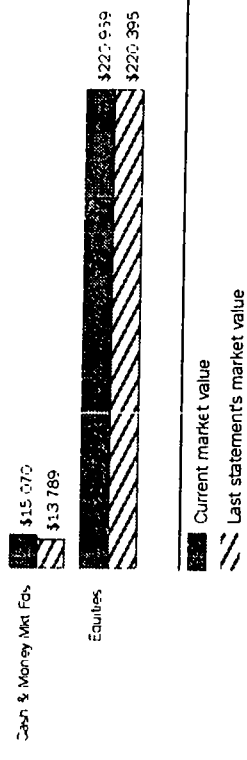
### Your Portfolio at a Glance

TOTAL VALUE OF SECURITIES THIS PERIOD *	220,969
SWEEP PROGRAM BALANCE	15,070
<b>NET EQUITY THIS PERIOD</b>	<b>\$236,039</b>
NET EQUITY LAST STATEMENT	234,184
CHANGE SINCE LAST STATEMENT	1,855

\*This portfolio includes one or more unpriced securities that are not reflected in the Total Value of Securities and the Net Equity This Period

**There are no "Stop Loss" orders or other pending buy or sell open orders on file for your account.**

### Market Value of Your Portfolio





### PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD **April 30, 2011**  
 THROUGH **May 31, 2011**

### Your Portfolio Holdings

ACCOUNT NUMBER **036-00707 018**  
 TAXPAYER NUMBER **On File**  
 LAST STATEMENT **April 29, 2011**

### CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	SYMBOL/CUSIP	QUANTITY	PRICE	MARKET VALUE
JPMORGAN DEPOSIT ACCOUNT B	CASH	A000AV4	15,070.25	1.0000	15,070
JPMORGAN CHASE BANK NA CURRENT YIELD 0.03% FDIC-INSURED SUBJECT TO APPLICABLE LIMITS NOT COVERED BY SIPC					

**TOTAL CASH & MONEY MARKET FUNDS \$15,070**

### EQUITIES

#### Equities & Options

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
AT&T INC	T	MRGN	1,162	31.5600	36,673	1,999	5.4509
AMERICAN WTR WKS CO INC	AWK	CASH	500	30.0100	15,005	440	2.9324
BRISTOL MYERS SQUIBB CO	BMY	CASH	500	28.7600	14,380	660	4.5897
CENTURYLINK INC	CTL	MRGN	287	43.1900	12,396	832	6.7118
CAPITAL ONE FINANCIAL CORP	COF	CASH	646	54.3400	35,104	129	0.3675
CAPITAL ONE FINANCIAL CORP	COF	MRGN	116	54.3400	6,303	23	0.3649
DEUTSCHE TELEKOM AG	DTEGY	MRGN	953	14.8510	14,153	916	6.4721
SPONSORED ADR							
E SPIRE COMMUNICATIONS INC	269153102	MRGN	1,000	Unpriced			
INNOVATIVE CLINICAL SOLUTIONS	45767E305	CASH	1,080	Unpriced			
NEW							
HOME DEPOT INC	HD	CASH	500	36.2800	18,140	500	2.7563
INTEL CORP	INTC	CASH	500	22.5100	11,255	363	3.2252

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THE ROTHKOPF FOUNDATION

**PRIVILEGED ACCESS PLATINUM ACCOUNT**

5 of 9

STATEMENT PERIOD April 30, 2011  
 THROUGH May 31, 2011

**Your Portfolio Holdings (continued)**

ACCOUNT NUMBER 036-00707 018  
 TAXPAYER NUMBER On File  
 LAST STATEMENT April 29, 2011

**Equities & Options (Continued)**

DESCRIPTION	SYMBOL/CUSIP	ACCT TYPE	QUANTITY	PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
KRAFT FOODS INC CL A	KFT	CASH	1,000	34.9700	34,970	1,160	3.3171
PAC-WEST TELECOMM INC	59371Y101	MRGN	500	Unpriced			
PIPER JAFFRAY COS	PJC	CASH	17	33.2200	565		
REGIONS FINANCIAL CORP NEW	RF	CASH	978	7.0600	6,905	39	0.5648
TENNECO INC	TEN	CASH	40	41.7500	1,670		
WINDSTREAM CORP COM	WIN	CASH	1,000	13.4500	13,450	1,000	7.4349
<b>Total Equities &amp; Options</b>					<b>\$220,969</b>	<b>\$8,061</b>	
<b>TOTAL EQUITIES</b>					<b>\$220,969</b>	<b>\$8,061</b>	

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME **\$8,061**  
 YOUR PRICED PORTFOLIO HOLDINGS **\$236,039**

**Transaction Detail**

**DIVIDENDS / INTEREST / OTHER INCOME**

**DIVIDENDS**

DATE	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	RATE(S)	DEBIT AMOUNT	CREDIT AMOUNT
05/02/11	BRISTOL MYERS SQUIBB CO REC 04/01/11 PAY 05/02/11	BMV	500	0.3300		165.00

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THE ROTHKOPF FOUNDATION

**PRIVILEGED ACCESS PLATINUM ACCOUNT**

6 of 9

STATEMENT PERIOD April 30, 2011  
THROUGH May 31, 2011

**Transaction Detail (continued)**

ACCOUNT NUMBER 036-00707 018  
TAXPAYER NUMBER On File  
LAST STATEMENT April 29, 2011

**DIVIDENDS / INTEREST / OTHER INCOME (Continued)**

**DIVIDENDS (Continued)**

DATE	DESCRIPTION	SYMBOL/CLISIP	QUANTITY	RATE(S)	DEBIT AMOUNT	CREDIT AMOUNT
05/02/11	AT&T INC REC 04/08/11 PAY 05/02/11	T	1,162	0.4300		499.66
05/20/11	DEUTSCHE TELEKOM AG SPONSORED ADR REC 05/12/11 PAY 05/20/11	DTEGY	953	0.9905		944.01
<b>TOTAL DIVIDENDS (CREDIT)</b>						<b>\$1,608.67</b>

**INTEREST**

DATE	DESCRIPTION	SYMBOL/CLISIP	QUANTITY	RATE(S)	DEBIT AMOUNT	CREDIT AMOUNT
05/02/11	JPMORGAN DEPOSIT ACCOUNT JPMORGAN CHASE BANK, N A MONTHLY INTEREST 4/01- 4/2	2110185				0.33
<b>TOTAL INTEREST (CREDIT)</b>						<b>\$0.33</b>
<b>TOTAL DIVIDENDS / INTEREST / OTHER INCOME (CREDIT)</b>						<b>\$1,609.00</b>

**MISCELLANEOUS**

DATE	TRANSACTION	DESCRIPTION	DEBIT AMOUNT	CREDIT AMOUNT
05/02/11	JOURNAL	JOURNAL FROM TYPE 2 TO 1 REALTIME SWEEPS		499.66
05/02/11	JOURNAL	JOURNAL FROM TYPE 2 TO 1 REALTIME SWEEPS	499.66	
05/20/11	JOURNAL	DEUTSCHE TELEKOM AG SPONSORED ADR AGENCY PROCESSING FEE	28.59	



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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD April 30, 2011  
 THROUGH May 31, 2011

Transaction Detail (continued)

MISCELLANEOUS (Continued)

ACCOUNT NUMBER 036-00707 018  
 TAXPAYER NUMBER On File  
 LAST STATEMENT April 29, 2011

DATE	TRANSACTION	DESCRIPTION	DEBIT AMOUNT	CREDIT AMOUNT
05/20/11	JOURNAL	JOURNAL FROM TYPE 2 TO 1 REALTIME SWEEPS		915.42
05/20/11	JOURNAL	JOURNAL FROM TYPE 2 TO 1 REALTIME SWEEPS	915.42	
<b>TOTAL MISCELLANEOUS (DEBIT)</b>			<b>\$-28.59</b>	
<b>TOTAL TRANSFERS BETWEEN ACCOUNT TYPES</b>			<b>\$-1,415.08</b>	<b>\$1,415.08</b>

SWEEP PROGRAM ACTIVITY

DATE	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
04/30/11		OPENING BALANCE		13,788.84			
05/02/11	REINVEST	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA MONTHLY INTEREST REINVESTED	A000AV4	0.33	0.33		
05/02/11	DEPOSIT	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY DEPOSIT	A000AV4	664.66		664.66	
05/03/11	WITHDRAWAL	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY WITHDRAWAL	A000AV4	-10			10.00
05/05/11	WITHDRAWAL	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY WITHDRAWAL	A000AV4	-55			55.00
05/13/11	WITHDRAWAL	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY WITHDRAWAL	A000AV4	-130			130.00
05/16/11	WITHDRAWAL	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY WITHDRAWAL	A000AV4	-94			94.00
05/20/11	DEPOSIT	JPMORGAN DEPOSIT ACCOUNT B JPMORGAN CHASE BANK NA INTRA-DAY DEPOSIT	A000AV4	915.42		915.42	



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THE ROTHKOPF FOUNDATION

**PRIVILEGED ACCESS PLATINUM ACCOUNT**

STATEMENT PERIOD April 30, 2011  
 THROUGH May 31, 2011

ACCOUNT NUMBER 036-00707 018  
 TAXPAYER NUMBER On File  
 LAST STATEMENT April 29, 2011

**Transaction Detail (continued)**

**SWEEP PROGRAM ACTIVITY (Continued)**

DATE MO/DAY	TRANSACTION	DESCRIPTION	SYMBOL/CUSIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
05/31/11		CLOSING BALANCE		15,070.25			
<b>NET SWEEPING ACTIVITY</b>						<b>\$-1,580.41</b>	<b>\$299.00</b>

**CHECKS WRITTEN**

DATE CLEARED	DATE WRITTEN	CHECK NUMBER	PAYEE	EXPENSE CODE	AMOUNT
05/03/11	04/20/11	170	WESTCHESTER REFORM TEMPLE		-10.00
<b>TOTAL CHECKS WRITTEN</b>					<b>\$-10.00</b>

**VISA DEBIT CARD ACTIVITY**

**Visa Purchases**

DATE CLEARED	TRANSACTION DATE	MERCHANT	LOCATION	REFERENCE NUMBER	DEBIT AMOUNT
05/05/11	05/02/11	CONGREGATION TEHIOO OF 00	718-8844839, NY	24559303VBLGXSN1	65.00
05/13/11	05/10/11	JDRF - NEW YORK CITY	503-5970395, NY	243889443KGG9Q9KNG	130.00
05/16/11	05/11/11	CONGREGATION TEHIOO OF 00	718-8844839, NY	245593044BLGXWPTS	54.00
05/16/11	05/12/11	THE JEWISH MUSEUM ADMISSI	NEW YORK, NY	2420298452AJJHWEJ	40.00
<b>VISA PURCHASES</b>					<b>\$289.00</b>