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 DEC 1, 2010 , and ending NOV 30, 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
THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC.

A Employer identification number
52-2071692

Number and street (or P O box number if mail is not delivered to street address)
1500 SOUTH OCEAN BLVD.,

Room/suite

B Telephone number
(561)394-3693

City or town, state, and ZIP code
BOCA RATON, FL 33432

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,935,884.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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

			(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	50,000.			
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	83,287.	83,287.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	104,868.			
	b	Gross sales price for all assets on line 6a 506,806.				
	7	Capital gain net income (from Part IV, line 2)		104,868.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	6,874.	<1,916.>	0.	STATEMENT 2
	12	**Total.** Add lines 1 through 11	245,029.	186,239.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	1,676.	1,676.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	29,948.	29,948.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,624.	31,624.	0.	0.
	25	Contributions, gifts, grants paid	251,060.			251,060.
	26	**Total expenses and disbursements.** Add lines 24 and 25	282,684.	31,624.	0.	251,060.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<37,655.>			
	b	**Net investment income** (if negative, enter -0-)		154,615.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

796
APR 2 3 2012
OGDEN, UT

SCANNED MAY 0 2 2012

14

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	235,971.	208,872.	208,872.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 5	3,542,403.	3,531,847.	3,727,012.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,778,374.	3,740,719.	3,935,884.
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			
	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 ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,778,374.	3,740,719.	
	30	**Total net assets or fund balances**	3,778,374.	3,740,719.	
	31	**Total liabilities and net assets/fund balances**	3,778,374.	3,740,719.	

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	3,778,374.
2	Enter amount from Part I, line 27a	2	<37,655.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,740,719.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,740,719.

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	KKR FINANCIAL HOLDINGS LLC			
b	EJF DEBT OPPORTUNITIES FUND, LP			
c	UBS ACCOUNT #9696 CA			
d	UBS ACCOUNT #9696 CA			
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				<593.>
b				11,775.
c	96,243.		95,495.	748.
d	410,563.		317,625.	92,938.
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<593.>
b				11,775.
c				748.
d				92,938.
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 } 2 104,868.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2009	0.	0.	.000000
2008	0.	0.	.000000
2007	319,126.	5,860,007.	.054458
2006	349,669.	6,794,315.	.051465
2005	303,800.	6,229,255.	.048770

2	**Total** of line 1, column (d)	2	.154693
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	.030939
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,113,841.
5	Multiply line 4 by line 3	5	127,278.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,546.
7	Add lines 5 and 6	7	128,824.
8	Enter qualifying distributions from Part XII, line 4	8	251,060.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,546.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,546.
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	1,546.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a			
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,546.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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)*

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 ▶ MELVIN LENKIN Telephone no. ▶301-654-2100

Located at ▶4922-A ST. ELMO AVENUE, BETHESDA, MD ZIP+4 ▶20814

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

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

		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 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▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ , , ,			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELVIN LENKIN 4922-A ST. ELMO AVENUE	SECRETARY-TREASURER 0.00	0.	0.	0.
THELMA LENKIN 4922-A ST. ELMO AVENUE	PRESIDENT 0.00	0.	0.	0.
EDWARD J. LENKIN 4922-A ST. ELMO AVENUE	DIRECTOR 0.00	0.	0.	0.
JUDY LENKIN LERNER 4922-A ST. ELMO AVENUE	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 6	251,060.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2010)

023561
12-07-10

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	3,916,948.
b	Average of monthly cash balances			1b	259,540.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,176,488.
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	4,176,488.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	62,647.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	4,113,841.
6	**Minimum investment return.** Enter 5% of line 5			6	205,692.

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	205,692.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,546.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	2,014.		
c	Add lines 2a and 2b			2c	3,560.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	202,132.
4	Recoveries of amounts treated as qualifying distributions			4	100.
5	Add lines 3 and 4			5	202,232.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	202,232.

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	251,060.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	251,060.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,546.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	249,514.

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				202,232.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			246,128.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 251,060.				
a Applied to 2009, but not more than line 2a			246,128.	
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				4,932.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				197,300.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 foundation had $5,000 or more in assets at any time during the year-see 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).)

NONE

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			▶ 3a	251,060.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	83,287.	
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			14	6,222.	
8 Gain or (loss) from sales of assets other than inventory	900099	5,639.	18	99,229.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME - KKR					
b FINANCIAL HOLDINGS LLC	900099	8,423.	01	<7,403.>	
c OTHER INCOME - EJF DEBT					
d OPPORTUNITIES FUND, LP	900099	367.	01	<735.>	
e					
12 Subtotal. Add columns (b), (d), and (e)		14,429.		180,600.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 195,029.

(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).
1	THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC. WAS
2	INCORPORATED IN THE STATE OF FLORIDA ON DECEMBER 1997. THE FOUNDATION
3	IS ORGANIZED EXCLUSIVELY FOR CARRYING OUT CHARITABLE, RELIGIOUS,
4	SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES. THE FOUNDATION'S
5	PRIMARY PURPOSE IS TO PROVIDE SUPPORT TO CHARITABLE INSTITUTIONS WITH
6	AN EMPHASIS ON AIDING ART, RELIGIOUS, SCIENTIFIC, LITERARY AND
7	EDUCATIONAL ORGANIZATIONS.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 4.12.12 | Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MATTHEW C. HALLAM		4/11/12		

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP | Firm's EIN ▶

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800
TYSONS CORNER, VA 22182

Phone no. (703)923-8300

Form 990-PF (2010)

023622
04-26-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC.

Employer identification number
52-2071692

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

023451 12-23-10

Name of organization
THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC.

Employer identification number
52-2071692

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MELVIN LENKIN 4922-A ST. ELMO AVENUE BETHESDA, MD 20814	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC.

Employer identification number

52-2071692

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE THELMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC.	52-2071692

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	52,155.	0.	52,155.
EJF DEBT OPPORTUNITIES FUND, LP	6,177.	0.	6,177.
KKR FINANCIAL HOLDINGS LLC	24,955.	0.	24,955.
TOTAL TO FM 990-PF, PART I, LN 4	83,287.	0.	83,287.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	6,222.	6,222.	0.
OTHER INCOME - KKR FINANCIAL HOLDINGS LLC	1,020.	<7,403.>	0.
OTHER INCOME - EJF DEBT OPPORTUNITIES FUND, LP	<368.>	<735.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	6,874.	<1,916.>	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLORIDA DEPARTMENT OF STATE	61.	61.	0.	0.
FOREIGN TAXES PAID	57.	57.	0.	0.
INTERNAL REVENUE SERVICE	1,558.	1,558.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,676.	1,676.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	11,977.	11,977.	0.	0.
KKR FINANCIAL HOLDINGS LLC	14,413.	14,413.	0.	0.
EJF DEBT OPPORTUNITIES FUND, LP	3,558.	3,558.	0.	0.
TO FORM 990-PF, PG 1, LN 23	29,948.	29,948.	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	COST	3,531,847.	3,727,012.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,531,847.	3,727,012.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 6

ACTIVITY ONE

THE FOUNDATION MAKES CONTRIBUTIONS TO VARIOUS CHARITIES AND ORGANIZATIONS TO FURTHER THEIR WORK IN THE AREAS OF ART, RELIGION, MEDICAL AND OTHER SOCIAL SERVICES TO THE COMMUNITY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	251,060.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARCHIVES OF AMERICAN ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	5,000.
B'NAI ISRAEL CONGREGATION	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,360.
DC JEWISH COMMUNITY CENTER	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.
FOUNDATION FOR INDEPENDENT LIVING	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
FREER AND SACKLER GALLERIES	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
GERALD LUSTINE FOUNDATION	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	5,000.
JEWISH FOUNDATION FOR GROUP HOMES	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	25,000.
ARCHBISHOP CARROLL HIGH SCHOOL	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	15,000.

JUVENILE DIABETES RESEARCH FOUNDATION	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	2,000.
THE MENNELLO MUSEUM	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
NATIONAL GALLERY OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	15,000.
NORTON MUSEUM OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	2,000.
PARKINSON'S FOUNDATION	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	2,000.
SIBLEY MEMORIAL HOSPITAL	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.
ST. JOHN'S COLLEGE HIGH SCHOOL	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.
THE CHILDREN'S INN AT NIH	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
THE CORCORAN GALLERY OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.
THE METROPOLITAN MUSEUM OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.

THE MUSEUM OF FINE ARTS BOSTON	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	5,000.
THE PHILLIPS COLLECTION	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	10,000.
BOCA RATON MUSEUM OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	600.
RAYMOND F KRAVIS CTR FOR THE PERFORMING ARTS	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	500.
SMITHSONIAN AMERICAN ART MUSEUM/AMERICAN	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	39,000.
WETA	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
WASHINGTON HOSPITAL CENTER	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	50,000.
AMERICAN CANCER SOCIETY	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
AMERICAN RED CROSS	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
SUSAN G KOMEN FOR THE CURE	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.

MASSACHUSSETTS GENERAL HOSPITAL	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
CHABAD AT NYU	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	5,000.
BETHESDA FIRE DEPARTMENT	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
CHEVY CHASE FIRE DEPARTMENT	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
BETHESDA-CHEVY CHASE RESCUE SQUAD	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
DR. DON CARDEA MEMORIAL TOURNAMENT	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	100.
BOYS AND GIRLS CLUBS OF GREATER WASHINGTON	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
THE COLBY COLLEGE MUSEUM OF ART	TO ASSIST CHARITY IN ITS STATED GOAL	501 (C) 3	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			251,060.

2011 Year End Summary

UBS

UBS Financial Services Inc
8045 Leesburg Pike
Suite 700
Vienna VA 22182-2737

APZ6004124391 1211 X24 MV 0

Account name: THE THELMA AND MELVIN LENKIN
FAMILY CHARITABLE FOUNDATION,
Friendly account name: Lenkin Fam Fndt
Account number: MV 19696 CA

Your Financial Advisor:
THE CARLTON GROUP
Phone 703-734-8400/800-255-8045

THE THELMA AND MELVIN LENKIN
FAMILY CHARITABLE FOUNDATION,
INC.
4922A ST ELMO AVE
BETHESDA MD 20814-6056

Summary of gains and losses

	Amount ($)
Short term	747 64
Long term	92,938 44
Total	**$93,686.08**

Realized gains and losses

Estimated 2011 gains and losses for transactions with trade dates through 12/30/11 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
BANK OF NEW YORK MELLON CORP	FIFO	5,000 000	Sep 28, 11	Oct 12, 11	96,242 89	95,495 25			747 64

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ANNALY CAPITAL MANAGEMENT INC REIT	FIFO	10,000 000	Jul 17, 07	May 19, 11	178,693 19	142,669 00			36,024 19
CERNER CORP	FIFO	200 000	Mar 27, 08	May 19, 11	24,531 07	7,775 70			16,755 37
GOOGLE INC CL A	FIFO	50 000	Apr 09, 07	May 19, 11	26,604 34	23,540 77			3,063 57
	FIFO	100 000	Apr 25, 07	May 19, 11	53,208 67	48,386 00			4,822 67
LABORATORY CORP AMER HLDGS NEW	FIFO	250 000	Jul 31, 08	May 19, 11	24,987 77	16,923 90			8,063 87
MERCK & CO INC NEW COM	FIFO	3,000 000	Jun 25, 09	Nov 04, 11	102,538 77	78,330 00			24,208 77
Total					**$410,563.81**	**$317,625.37**			**$92,938.44**
Net long-term capital gains or losses									**$92,938.44**
Net capital gains/losses:									**$93,686.08**

End of statement for account number MV 19696 CA

Important information about your statement

UBS Financial Services Inc (the "Firm" or "UBS Financial Services"), member of all principal security, commodity and options exchanges Executive offices 1200 Harbor Blvd , Weehawken, NJ 07086 UBS Financial Services Inc is an indirect subsidiary of UBS AG and an affiliate of UBS Securities LLC The Firm's financial statement is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request

This statement represents the only official record of your UBS Financial Services account Other records, except official tax documents, containing conflicting data should not be relied upon If you believe there is an error or omission, please report it immediately in writing to the Branch Manager of the office servicing your account **Any oral communications should be re-confirmed in writing to further protect your rights, including your rights under the Securities Investor Protection Act (SIPA) If the financial institution on the top left of the front of this statement is not UBS Financial Services , UBS Financial Services is carrying your account as clearing broker by arrangement with the indicated institution, which you were informed of when you opened this account, and your funds and securities are located at UBS Financial Services and not the introducing broker. In these cases, a report of any error or omission must be made to both firms.** All account statements shall be deemed complete and accurate if not objected to in writing within 60 days of the statement postmark

Customer complaints or inquiries may be directed to the Firm's Client Relations Department at (201) 352-1699 or toll-free at 800-354-9103, 8 00 A.M to 6.00 P M. ET Monday through Friday, or written to UBS Financial Services Inc., Client Relations Department, P.O. Box 766 Union City, NJ 07087. In case of errors or questions about an electronic funds transfer (EFT), bill payment, UBS Visa debit card transaction, MasterCard transaction or a UBS American Express Card transaction, call 800-762-1000, or write to UBS Financial Services Inc 1000 Harbor Blvd 5th floor Weehawken, NJ 07086 Attn RMA/BSA Services Call or write as soon as you can, if you think your statement or receipt is wrong or if you need more information about a transfer on the statement or receipt The Firm or Card Issuer (as applicable) must hear from you no later than 60 days after the Firm sent you the FIRST statement on which the error or problem appeared (1) Provide your name and account number (if any) (2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information (3) Provide the dollar amount of the suspected error The Firm or Card Issuer will investigate your complaint and will correct any error promptly If it takes more than 10 business days to do this, the Firm will credit your account for the amount you think is in error, so that you will have the use of the money during the time it takes to complete the investigation

All checks should be made payable to the Firm, or the financial institution indicated on the front of this statement In addition to regular account fees, accounts may be subject to maintenance fees, charges for late payment for securities purchases, and charges for unpaid amounts in cash accounts Accounts transferring to other institutions may be subject to a transfer fee

UBS Bank Deposits

Cash on deposit at UBS Bank USA (the "Bank") through the UBS Deposit Account Sweep Program (the "Program") is deposited by the Firm, acting as your agent, at the Bank The Firm, as your agent, maintains control over the deposit accounts established on your behalf with the Bank Cash on deposit at the Bank is protected by the FDIC up to $250,000 per depositor in accordance with FDIC rules FDIC insurance coverage changes will apply to funds sweeping into the Bank under the Program offered through the Resource Management Account® (RMA®), Business Services Account BSA® and Basic Investment Accounts Further information regarding current yields on the Bank deposits, rates payable on money market mutual funds, and important disclosures regarding the Program and alternatives , are available at www ubs com/sweepyields, or from your Financial Advisor or by calling 1-800-762-1000 More information regarding FDIC insurance is available upon request, or by visiting the FDIC website at www FDIC gov Deposits at the Bank are not guaranteed by the Firm or any affiliate of the Firm, and are not protected by SIPC (see "UBS Financial Services Account Protection" below)

UBS Financial Services Account protection

The Firm is a member of the Securities Investor Protection Corporation (SIPC) SIPC provides protection for your account(s) at the Firm for up to $500,000, per customer, including a maximum of $250,000 for claims of cash in the unlikely event that the Firm fails financially The SIPC asset protection limits apply to all accounts that you hold in a particular capacity For example, if you have two accounts at the Firm where you are the sole account holder and a third account where you are a joint account holder, the two accounts are protected under SIPC up to a combined $500,000 (not $500,000 each), and the joint account is protected under SIPC separately for $500,000 The Firm, together with certain affiliates, has also purchased supplemental protection The maximum amount payable to all clients, collectively under the supplemental policy is $500 million as of December 10, 2010 Subject to the policy conditions and limitations, cash at the Firm is further protected for up to $1 9 million in the aggregate for all your accounts held in a particular capacity at UBS Financial Services A full copy of the policy wording is available upon request The SIPC protection and the supplemental protection both do not apply to (a) certain financial assets controlled by (and included in your account value) but held away from UBS Financial Services (e g , certain (i) cash at UBS Bank USA (see "UBS Bank Deposits", above), (ii) insurance products, including variable annuities, and (iii) shares of mutual funds where such shares are registered directly in the name of the account holder on the books and records of the applicable issuer or transfer agent), (b) certain investment contracts or investment interests (e g limited partnerships and private placements) that are not registered under the Securities Act of 1933, and (c) commodities contracts (e g , foreign exchange and precious metal contracts), including futures contracts and commodity option contracts The SIPC protection and the supplemental protection do not apply to these assets even if they otherwise appear on your statements The SIPC protection and the supplemental protection do not protect against changes in the market value of your investments (whether as a result of market movement, issuer bankruptcy or otherwise) More information is available upon request You may obtain more information about SIPC, including the SIPC Brochure, by contacting SIPC at (202) 371-8300 or by visiting the SIPC website at *www sipc org*

UBS Financial Services is not a bank Unless otherwise disclosed, securities and other investments held through UBS Financial Services ARE NOT FDIC-INSURED, ARE NOT BANK GUARANTEED, AND MAY LOSE VALUE

International Deposit Account (IDA)

IDA is an interest-bearing account maintained by UBS AG at its Cayman Island Branch where the uninvested cash in the client's International Resource Management Account is automatically "swept" or invested on a daily basis The swept cash is temporarily exposed to the sovereign risk of the Cayman Islands, and there is no guarantee or other obligation of UBS Financial Services or any other branch of UBS AG to repay the balance while it is on the Cayman Island Branch's books These automatic deposits made into the IDA are not insured by FDIC or protected by SIPC

Dividend Reinvestment Program (DRIP)

The price reflected is an average price and the actual price may be obtained from your Financial Advisor Only whole shares are purchased under DRIP, partial shares will be sold and the cash credited to your account There may be a small difference, positive or negative, between the dividend reinvestment price supplied by the issuer and the market price at which the partial shares are sold

Cash-in-lieu

Only whole units may be held in your account If you are entitled to a partial unit as a result of a dividend payment or otherwise, the Firm will either sell whole units at market price or accept an amount determined by a registered clearing agency, and credit your account in cash

Investment objectives

The investment objectives you select reflect the overall goals you have for this account and apply to the whole account, not to specific investments within the account Please advise the Firm promptly in writing of any significant change in your financial situation or investment objectives For each account held, you choose one return objective and primary and, if applicable, secondary risk profile The following lists the alternatives

Return objectives

Produce Current Income Investments seeking the generation of income only

Achieve Capital Appreciation Investments seeking growth of principal rather than the generation of income

Produce a Combination of Income and Capital Appreciation Investments seeking both the generation of income and growth of principal

Risk profiles

Conservative Seeks to maintain initial principal, with low risk and volatility to the account overall, even if that means the account does not generate significant income or returns and may not keep pace with inflation

Moderate Willing to accept some risk to principal and tolerate some volatility to seek higher returns

Aggressive Willing to accept high risk to principal and high volatility to seek high returns over time

Statement "Householding"

As a convenience to you, in some instances we may consolidate all related account statements with the same address in the same envelope Accounts may be related for this purpose because they have owners who also maintain joint account relationships with other clients at the same address This practice is known as "householding " If you do not wish to have all of your statements bundled together - that is, you prefer to receive individual statements mailed in separate envelopes - you may decline householding by calling your Financial Advisor at the toll-free number listed on your account statements

Friendly account name

The Friendly account name reflects information that you provided to us on the Firm's online services website It is a customizable "nickname" chosen by you to assist you with your recordkeeping processes It has no legal effect on your account If you would like to change any of your Friendly account names, please contact your Financial Advisor or access your account information online

Account overview

- **Value of your account/portfolio** Net of assets and liabilities
- **Assets.** Includes uninvested cash, money balances, values for restricted security (est), and Global Time Deposits, unrealized marks to market, and certain assets not held by the Firm Does not include unpriced securities/assets at the end of the prior and current statement periods, nor private investments, unvested stock options and exercisable stock options
- **Liabilities** Includes debit balances, outstanding margin loans, credit line, short account balances
- **Cash/Money balances** Total of uninvested cash credit balance plus money fund money market fund sweep option and UBS Bank deposit balances at the close of the statement period Non-commodity free credit balances in your account are not segregated from other cash balances and the Firm may use any such funds in the ordinary course of its business These funds are payable upon your demand This total is included in the current period closing value

Lending information

For detailed information on the Firm's truth in lending practices, refer to the Firm's Statement of Credit Practices The Firm reserves the right to limit margin purchases and short sales and to alter its margin requirements and due dates for house or other margin calls in accordance with the Firm's guidelines, market conditions and regulatory margin requirements

If you have a margin account with us, as permitted by law, we may use certain securities in your account for,

Important information about your statement (continued)

among other things, settling short sales and lending securities for short sales, and may receive and retain compensation in connection with such transactions

Your assets
Itemizes securities/assets (grouped by category) held in the account at the end of the statement period You may ask for delivery of fully paid securities at any time You may receive securities used as loan collateral after paying any balance due on them Any securities transferred to the Firm during the statement period are listed at market value as of the end of the statement period In determining the cost basis of the securities included in this statement, where indicated with the number "1," UBS Financial Services has relied on information obtained from sources other than UBS Financial Services , including information from another firm or that you may have provided to your Financial Advisor The Firm does not independently verify or guarantee the accuracy or validity of any information provided by sources other than UBS Financial Services In addition, although UBS Financial Services generally updates this information as it is received, the Firm does not provide any assurances that the information under "Cost basis" and "Unrealized gain/loss" is accurate as of the date of this statement As such, you should not rely on this information in making purchase or sale decisions, for tax purposes or otherwise Accounts transferred to the Firm will reflect gain/loss information only for the period of time they are held at the Firm More historical information can be added by your Financial Advisor

- **Callable securities** Bonds and preferred stock that the issuer calls for early redemption will be selected impartially by lot from among all securities of that issue held in our name or in nominee name for our clients Call feature information is obtained from third parties and its accuracy is not guaranteed Other call features may exist which could affect yield, complete information will be provided upon request
- **Certificates of Deposit (CDs)** CDs are FDIC insured up to $250,000 in principal and accrued interest per depositor and per depository institution, in accordance with FDIC rules
- **Price/Value** In general, the prices of securities and other products displayed on your statement are provided by various third party sources and may be higher or lower than the price that you would actually receive in the market These pricing sources are not guaranteed We generally use the closing price or mean of the bid and ask prices for listed securities, options and OTC NASDAQ securities when available Less actively traded securities may be priced using a computerized valuation model and may not reflect an actual market price or value Certain positions may appear without a price and will show as "price was not available" if we are unable to obtain a price for a security Deposits or securities denominated in currencies other than U S dollars are reflected at the exchange rate as of the statement date To obtain current quotations, when available, contact your Financial Advisor For certain securities trading in non-conforming denominations, pricing and/or quantity (face value) may have been adjusted to facilitate proper valuation
- **Private Investments and Structured Products.** Private investment securities (including direct participation program and real estate investment trust securities) and structured products are generally highly illiquid Certain structured products have not been registered with the Securities and Exchange Commission or under any state securities laws We are providing estimated values for private investment securities and structured products for informational purposes only Accuracy is not guaranteed These values may differ substantially from prices, if any, at which a private investment security or structured product may be bought or sold and do not necessarily represent the value you may receive upon liquidation Third party estimates of value are as of a certain date and are supplied to UBS Financial Services on a regular basis by an independent valuation firm Issuer, general partner or sponsor estimated values, if any, are supplied to the Firm by the issuer, general partner or sponsor and may be calculated based on different information from that used by third parties to derive their estimated values You can obtain additional information regarding the methodology used to determine the estimate of value and the date of the information which is the basis for the estimate by calling (800) 320-9951 from within the U S , for calls from outside the U S please call collect at (201) 272-7383 Third party estimated values may be reflected as "Not priced" in several situations when an independent valuation firm has not supplied or is unable to assign any such value, when we become aware that a material event has occurred which may call a previously reported value into question, or when a value would be highly speculative due to the nature of the security In any instance where neither an issuer, general partner or sponsor estimated value nor a third-party estimated value is provided, the value of the security will be different from its purchase price "Distributions to date" may include return of capital, income or both "Original unit size" represents the initial offering price per unit and may not reflect your cost basis
- **Restricted securities** Restricted securities generally are not currently eligible for public sale UBS Financial Services uses the market price of the unrestricted stock of the same issuer as an imputed value for the restricted stock *for purposes of this statement only* To the extent that restricted securities are eligible for sale, the value received may be substantially less than the imputed value shown
- **Est. (estimated) income, Current yields and Rates.** Estimate of annual income based on current dividend and interest rates, assuming the securities will be held for one year from statement date or until maturity This estimate is only a guideline, accuracy and continued income are not guaranteed Est annual income and current yield for certain types of securities could include a return of principal or capital gains in which case the est income [and current yield] would be overstated Est annual income and current yield and the actual income and yield might be lower or higher than the estimated amounts An estimate of annualized income (dividend and/or interest) divided by the current market value/average balance This estimate is based on the last dividend or interest payment made by the issuer and assumes the securities/deposits will be held for one year from the statement date or until maturity, accuracy and continued yield are not guaranteed
- **Assets not held by UBS Financial Services** Certain assets are not held by the Firm and not within the Firm's possession or control As indicated on the front of your statement, these assets are displayed on your statement for informational purposes only Positions and values presented are provided by the issuing firm, and the Firm is not responsible for this information, nor guarantees its accuracy These assets are not protected by SIPC or the Firm's SIPC coverage
- **Revenue Sharing and Additional Compensation.** In addition to commissions on sales and 12b-1 fees received in connection with the distribution of mutual funds to our clients, we and/or our affiliate receive revenue sharing payments from distributors and/or advisors of the mutual funds that we sell These amounts are based on two different components (i) the amount of new sales of the mutual funds of a particular fund family, and (ii) the amount of mutual fund assets of that particular fund family held by our clients We and our affiliate also receive networking and omnibus processing fees in consideration for transfer agent services that we provide to the mutual funds These fees generally are paid from investor assets in the mutual fund and are a fixed dollar amount based on the number of accounts at the broker-dealer holding mutual funds of that fund family In addition to commissions received in connection with the sale or distribution of annuity contracts and unit investment trust units to our clients, we and/or our affiliate receive revenue sharing compensation from many of the insurance companies underwriting the annuity contracts, affiliates of the insurance companies or sponsors of the unit investment trusts we distribute Our affiliates also receive trading commissions and other compensation from mutual funds and insurance companies whose products we distribute We receive an annual fee from UBS Bank USA of up to $25 per account sweeping to the Bank under Program
- **Unrealized gains/losses** When data is available, estimated unrealized gains/losses are calculated for individual security lots The transaction data for individual lots may or may not reflect commissions, charges, and/or security reorganization events Dividend and other reinvestment lots and systematic purchase lots are each combined to display one averaged lot The "Trade date" column presents the original transaction trade date

Activity
Information with respect to commissions and other charges incurred in connection with the execution of trades, including option transactions has been included on confirmations previously furnished to you, and will be provided to you promptly on request

Short Selling
If you are engaged in short selling a security, you may incur a charge due to certain borrowing costs for that particular security

Open orders
Open or "good until cancelled" orders that were not executed by the statement date Open buy and sell stop orders are reduced by the amount of dividends or rights on ex-dividends or ex-rights date unless instructed otherwise by you You are responsible for orders that are executed due to your failure to cancel existing open orders

Although all figures shown are intended to be accurate, statement data should not be used for tax purposes Rely only on year-end tax forms, (i e form 1099, 5498, 1042S, etc) when preparing your tax return The Firm is required by law to report to the IRS all taxable dividends, reportable non-taxable dividends and taxable interest earned on securities held in your account, and net proceeds on sale transactions

Foreign Transactions on the UBS Visa debit card and UBS American Express Card
For information on foreign currency conversion procedures, foreign currency conversion rates and fees associated with foreign purchase transactions on your UBS debit card, refer to the Agreements and Disclosures booklet and other documents that you received when you opened your account, these materials are also available at *ubs com/accountdisclosures*

Tax Withholding on Distributions from UBS Financial Services IRAs
Federal tax law requires UBS Financial Services to withhold income tax from your taxable IRA distribution(s), but you may elect NOT to have income tax withheld or instead you may elect to have tax withheld at a rate or in a fixed amount as you choose Your election will remain in effect until revoked by you You may revoke your election at any time by making a new election If you do not have enough income tax withheld from your distributions, you may be responsible for the payment of estimated tax You may incur penalties if the amounts withheld and your estimated tax payments are not equal to your tax obligation

To obtain a copy of our current Client Privacy Notice, please contact your Financial Advisor or visit our website at
http //financialservicesinc ubs com/wealth/ClientPrivacyNotice html

The RMA is a brokerage account Resource Management Account and RMA are registered service marks of UBS Financial Services Inc Visa is a registered service mark of Visa International The UBS Visa debit card is issued by UBS Bank USA pursuant to a license from Visa U S A Incorporated
American Express is a federally registered service mark and is used pursuant to a license
The UBS American Express Card is issued and administered by Barclays Bank Delaware
UBS Bank USA is a subsidiary of UBS AG

UBS Financial Services Inc.