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

2011

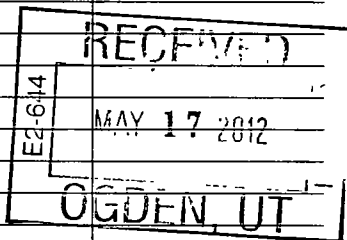
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                        |                                                                                                                                                  |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>LUCIUS N. LITTAUER FOUNDATION, INC.</b>                                                                                                                                                                                                                                       |                                                                                                                                                  | A Employer identification number<br><b>13-1688027</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>60 EAST 42ND STREET</b>                                                                                                                                                                                         | Room/suite<br><b>4600</b>                                                                                                                        | B Telephone number<br><b>212-697-2677</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>NEW YORK, NY 10165</b>                                                                                                                                                                                                                                         |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                      |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 39,675,994.</b>                                                                                                                                                                                             | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  | 700.                               |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 11,166.                            | 11,166.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                           |  | 903,835.                           | 903,835.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,847,707.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>23,505,906.</b>                                                                                   |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,847,707.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                          |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                           |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    |  |                                    |                           |                         |                                                             |
| 12 Total Add lines 1 through 11                                                                                                                    |  | 2,763,408.                         | 2,762,708.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 88,270.                            | 29,420.                   |                         | 58,850.                                                     |
| 14 Other employee salaries and wages                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                |  | 34,334.                            | 11,445.                   |                         | 22,889.                                                     |
| 16a Legal fees STMT 3                                                                                                                              |  | 21,012.                            | 5,253.                    |                         | 15,759.                                                     |
| b Accounting fees STMT 4                                                                                                                           |  | 42,492.                            | 10,623.                   |                         | 31,869.                                                     |
| c Other professional fees STMT 5                                                                                                                   |  | 12,105.                            | 12,105.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 6                                                                                                                                    |  | 21,620.                            | 7,871.                    |                         | 5,605.                                                      |
| 19 Depreciation and depletion                                                                                                                      |  | 175.                               | 0.                        |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 31,400.                            | 0.                        |                         | 0.                                                          |
| 21 Travel, conferences, and meetings                                                                                                               |  | 1,949.                             | 0.                        |                         | 0.                                                          |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 7                                                                                                                           |  | 49,904.                            | 0.                        |                         | 49,348.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 303,261.                           | 76,717.                   |                         | 184,320.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 2,419,554.                         |                           |                         | 2,419,554.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 2,722,815.                         | 76,717.                   |                         | 2,603,874.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 40,593.                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 2,685,991.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |



4 6/14

**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 |  |
| <b>Assets</b>                                                                  | 1 Cash - non-interest-bearing                                                                    | 103,009.                                                            | 150.           | 150.                  |  |
|                                                                                | 2 Savings and temporary cash investments                                                         | 8,767,007.                                                          | 2,587,008.     | 2,587,008.            |  |
|                                                                                | 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>STMT 8</b>                            | 7,311,785.                                                          | 14,140,604.    | 14,840,853.           |  |
|                                                                                | b Investments - corporate stock <b>STMT 9</b>                                                    | 13,068,440.                                                         | 12,564,827.    | 22,246,140.           |  |
|                                                                                | c Investments - corporate bonds                                                                  |                                                                     |                |                       |  |
| <b>Liabilities</b>                                                             | 11 Investments - land, buildings, and equipment basis ▶                                          |                                                                     |                |                       |  |
|                                                                                | Less accumulated depreciation ▶                                                                  |                                                                     |                |                       |  |
|                                                                                | 12 Investments - mortgage loans                                                                  |                                                                     |                |                       |  |
|                                                                                | 13 Investments - other                                                                           |                                                                     |                |                       |  |
|                                                                                | 14 Land, buildings, and equipment basis ▶ <b>4,971.</b>                                          |                                                                     |                |                       |  |
|                                                                                | Less accumulated depreciation <b>STMT 10</b> ▶ <b>4,971.</b>                                     | 175.                                                                | 0.             | 0.                    |  |
|                                                                                | 15 Other assets (describe ▶ <b>STATEMENT 11</b> )                                                | 3,423.                                                              | 1,843.         | 1,843.                |  |
|                                                                                | 16 <b>Total assets</b> (to be completed by all filers)                                           | 29,253,839.                                                         | 29,294,432.    | 39,675,994.           |  |
|                                                                                | 17 Accounts payable and accrued expenses                                                         |                                                                     |                |                       |  |
|                                                                                | 18 Grants payable                                                                                |                                                                     |                |                       |  |
| <b>Net Assets or Fund Balances</b>                                             | 19 Deferred revenue                                                                              |                                                                     |                |                       |  |
|                                                                                | 20 Loans from officers, directors, trustees, and other disqualified persons                      |                                                                     |                |                       |  |
|                                                                                | 21 Mortgages and other notes payable                                                             |                                                                     |                |                       |  |
|                                                                                | 22 Other liabilities (describe ▶ )                                                               |                                                                     |                |                       |  |
| 23 <b>Total liabilities</b> (add lines 17 through 22)                          | 0.                                                                                               | 0.                                                                  |                |                       |  |
| <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> | 24 Unrestricted                                                                                  |                                                                     |                |                       |  |
|                                                                                | 25 Temporarily restricted                                                                        |                                                                     |                |                       |  |
|                                                                                | 26 Permanently restricted                                                                        |                                                                     |                |                       |  |
|                                                                                | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> | 27 Capital stock, trust principal, or current funds                 | 20,952,398.    | 20,952,398.           |  |
|                                                                                |                                                                                                  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund    | 0.             | 0.                    |  |
|                                                                                |                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds | 8,301,441.     | 8,342,034.            |  |
|                                                                                |                                                                                                  | 30 <b>Total net assets or fund balances</b>                         | 29,253,839.    | 29,294,432.           |  |
|                                                                                | 31 <b>Total liabilities and net assets/fund balances</b>                                         | 29,253,839.                                                         | 29,294,432.    |                       |  |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 29,253,839. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 40,593.     |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 29,294,432. |
| 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 | 29,294,432. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a SEE ATTACHED STATEMENT C</b>                                                                                                 |  |  | <b>P</b>                                         | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| b                                                                                                                                  |  |  |                                                  |                                      |                                  |
| c                                                                                                                                  |  |  |                                                  |                                      |                                  |
| d                                                                                                                                  |  |  |                                                  |                                      |                                  |
| e                                                                                                                                  |  |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 23,505,906.</b>  |                                            | <b>21,658,199.</b>                              | <b>1,847,707.</b>                            |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 | <b>1,847,707.</b>                                                                               |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                   |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                                                                                                                 | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 20px; height: 20px; text-align: center; line-height: 20px;">2</div> </div> </div>              | <b>1,847,707.</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b><br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).<br/>           If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; width: 20px; height: 20px; text-align: center; line-height: 20px;">3</div> </div> </div> | <b>N/A</b>        |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2010                                                                 | 2,049,790.                               | 38,119,344.                                  | .053773                                                   |
| 2009                                                                 | 2,063,501.                               | 36,095,083.                                  | .057168                                                   |
| 2008                                                                 | 2,807,666.                               | 41,250,390.                                  | .068064                                                   |
| 2007                                                                 | 2,799,781.                               | 45,682,051.                                  | .061288                                                   |
| 2006                                                                 | 2,339,441.                               | 43,442,098.                                  | .053852                                                   |

|                                                                                                                                                                                       |          |                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  | <b>2</b> | <b>.294145</b>     |
| <b>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</b> | <b>3</b> | <b>.058829</b>     |
| <b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>                                                                                                 | <b>4</b> | <b>40,281,636.</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    | <b>5</b> | <b>2,369,728.</b>  |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   | <b>6</b> | <b>26,860.</b>     |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            | <b>7</b> | <b>2,396,588.</b>  |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         | <b>8</b> | <b>2,603,874.</b>  |

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 <input type="checkbox"/> and enter "N/A" on line 1<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          |    | 1       | 26,860. |
| 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       | 26,860. |
| 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       | 26,860. |
| 6 Credits/Payments:                                                                                                                                                                                                                   |    |         |         |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a | 16,851. |         |
| 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  | 16,851. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                        | 8  | 220.    |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                       | 9  | 10,229. |         |
| 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 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>                                                                                            | 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?                                                                                                                                                                    |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                    |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                     |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                            |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                               |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                             |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                         |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                       |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?       | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                      | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>                                                                                                                                                                                                   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                              | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                     |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses                                                                                                                                                                                                       |     | X  |

N/A

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

|    |                                                                                                                                                                                                                                                                                                                                   |    |     |         |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                           | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                          | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A                                                                                                                                                                                      | 13 | X   |         |
| 14 | The books are in care of ► THOMAS H. ENGELHARDT, CPA Telephone no. ► 212-503-8800<br>Located at ► 60 EAST 42ND STREET SUITE NO. 4600, NY, NY ZIP+4 ► 10165                                                                                                                                                                        |    |     |         |
| 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<br>15 N/A                                                                                                                                     |    |     |         |
| 16 | At any time during calendar year 2011, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Yes | No |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a                                                                                      | During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                 |     |    |
| (1)                                                                                     | Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                               | 1b  | X  |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                             | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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.<br>► , , ,                                                                                                                                                                                                                                                                                                                                                                         |     |    |
| 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 2011 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 2011.) 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 2011?                                                                                                                                                                                                                                                                   | 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

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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 12     |                                                           | 88,270.                                   | 34,334.                                                               | 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

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |
|       |          |

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

Total. Add lines 1 through 3

0.

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

|                                                                                                               |                                                                                                           |    |             |
|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |                                                                                                           |    |             |
| a                                                                                                             | Average monthly fair market value of securities                                                           | 1a | 30,839,467. |
| b                                                                                                             | Average of monthly cash balances                                                                          | 1b | 10,053,752. |
| c                                                                                                             | Fair market value of all other assets                                                                     | 1c | 1,843.      |
| d                                                                                                             | Total (add lines 1a, b, and c)                                                                            | 1d | 40,895,062. |
| 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  | 40,895,062. |
| 4                                                                                                             | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4  | 613,426.    |
| 5                                                                                                             | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4      | 5  | 40,281,636. |
| 6                                                                                                             | Minimum investment return. Enter 5% of line 5                                                             | 6  | 2,014,082.  |

**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  | 2,014,082. |
| 2a | Tax on investment income for 2011 from Part VI, line 5                                             | 2a | 26,860.    |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 26,860.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 1,987,222. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 1,987,222. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.         |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 1,987,222. |

**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 | 2,603,874. |
| 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  | 2,603,874. |
| 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  | 26,860.    |
| 6                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 2,577,014. |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 1,987,222.  |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| a Enter amount for 2010 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| a From 2006                                                                                                                                                                | 56,499.       |                            |             |             |
| b From 2007                                                                                                                                                                | 582,582.      |                            |             |             |
| c From 2008                                                                                                                                                                | 806,490.      |                            |             |             |
| d From 2009                                                                                                                                                                | 309,853.      |                            |             |             |
| e From 2010                                                                                                                                                                | 160,674.      |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 1,916,098.    |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$                                                                                                            | 2,603,874.    |                            |             |             |
| a Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 1,987,222.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 616,652.      |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (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                                                                                                                        | 2,532,750.    |                            |             |             |
| 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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 56,499.       |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 2,476,251.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2007                                                                                                                                                         | 582,582.      |                            |             |             |
| b Excess from 2008                                                                                                                                                         | 806,490.      |                            |             |             |
| c Excess from 2009                                                                                                                                                         | 309,853.      |                            |             |             |
| d Excess from 2010                                                                                                                                                         | 160,674.      |                            |             |             |
| e Excess from 2011                                                                                                                                                         | 616,652.      |                            |             |             |

**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 2011, 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)

- 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.

- 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(p)(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 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<br>Name and address (home or business)                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a</b> <i>Paid during the year</i><br><br>SEE ATTACHED STATEMENT B |                                                                                                                    |                                      |                                     | 2,419,554. |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                         |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 2,419,554. |
| <b>b</b> <i>Approved for future payment</i><br><br>NONE              |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
|                                                                      |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                         |                                                                                                                    |                                      | ▶ <b>3b</b>                         | 0.         |



## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------|-----------|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> |  | <b>Yes</b> | <b>No</b> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |            |           |

[illegible]

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

- b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| 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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ self-employed

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

THOMAS ENGELHARDT

Yoma Sullard

5/7/12

P00360933

Firm's name ▶ **MARKS PANETH & SHRON LLP**

Firm's EIN ► 11-3518842

Firm's address ► 622 THIRD AVENUE  
NEW YORK, NY 10017

Phone no. 212 503-8800

Form **990-PF** (2011)

## 2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description              | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction - |
|----------|--------------------------|---------------|--------|------|---------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|--------------------------|
| 7        | COMPUTER                 | 083004        | SL     | 5.00 | 16      | 2,871.                   |            |                      | 2,871.                 | 2,871.                   |                 | 0.                       |
| 8        | OFFICE FURNITURE         | 080204        | SL     | 7.00 | 16      | 2,100.                   |            |                      | 2,100.                 | 1,925.                   |                 | 175.                     |
|          | * TOTAL 990-PF PG 1 DEPR |               |        |      |         | 4,971.                   |            | 0.                   | 4,971.                 | 4,796.                   | 0.              | 175.                     |

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE                                         | AMOUNT  |
|------------------------------------------------|---------|
| JP MORGAN CHASE                                | 11,166. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 11,166. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| JP MORGAN CHASE                  | 828,053.     | 0.                         | 828,053.             |
| US TREASURY BILLS                | 75,782.      | 0.                         | 75,782.              |
| TOTAL TO FM 990-PF, PART I, LN 4 | 903,835.     | 0.                         | 903,835.             |

## FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEE                  | 21,012.                      | 5,253.                            |                               | 15,759.                       |
| TO FM 990-PF, PG 1, LN 16A | 21,012.                      | 5,253.                            |                               | 15,759.                       |

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 42,492.                      | 10,623.                           |                               | 31,869.                       |
| TO FORM 990-PF, PG 1, LN 16B | 42,492.                      | 10,623.                           |                               | 31,869.                       |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| CUSTODIAN FEES               | 12,105.                      | 12,105.                           |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 12,105.                      | 12,105.                           |                               | 0.                            |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| EMPLOYMENT TAXES            | 7,283.                       | 2,428.                            |                               | 4,855.                        |   |
| FEDERAL EXCISE TAX          | 8,144.                       | 0.                                |                               | 0.                            |   |
| FOREIGN TAXES WITHHELD      | 5,443.                       | 5,443.                            |                               | 0.                            |   |
| NYS ANNUAL FILING FEE       | 750.                         | 0.                                |                               | 750.                          |   |
| TO FORM 990-PF, PG 1, LN 18 | 21,620.                      | 7,871.                            |                               | 5,605.                        |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| BOOKS & PERIODICALS         | 250.                         | 0.                                |                               | 250.                          |   |
| DUES & MEMBERSHIPS          | 575.                         | 0.                                |                               | 75.                           |   |
| INSURANCE                   | 4,202.                       | 0.                                |                               | 4,202.                        |   |
| OFFICE SUPPLIES & EXPENSE   | 6,066.                       | 0.                                |                               | 6,010.                        |   |
| OFFICE MAINTENANCE          | 35,541.                      | 0.                                |                               | 35,541.                       |   |
| POSTAGE & DELIVERY          | 686.                         | 0.                                |                               | 686.                          |   |
| TELEPHONE & FACSIMILE       | 2,584.                       | 0.                                |                               | 2,584.                        |   |
| TO FORM 990-PF, PG 1, LN 23 | 49,904.                      | 0.                                |                               | 49,348.                       |   |

|             |                                            |           |   |
|-------------|--------------------------------------------|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 8 |
|-------------|--------------------------------------------|-----------|---|

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|-------------|----------------------|
| SEE STATEMENT A ATTACHED                         | X             |                | 14,140,604. | 14,840,853.          |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 14,140,604. | 14,840,853.          |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |             |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 14,140,604. | 14,840,853.          |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET<br>VALUE |
|-----------------------------------------|-------------|----------------------|
| SEE STATEMENT A ATTACHED                | 11,581,055. | 21,268,381.          |
| SEE STATEMENT A ATTACHED                | 983,772.    | 977,759.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 12,564,827. | 22,246,140.          |

|             |                                                |           |    |
|-------------|------------------------------------------------|-----------|----|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 10 |
|-------------|------------------------------------------------|-----------|----|

| DESCRIPTION                        | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| COMPUTER                           | 2,871.                 | 2,871.                      | 0.         |
| OFFICE FURNITURE                   | 2,100.                 | 2,100.                      | 0.         |
| TOTAL TO FM 990-PF, PART II, LN 14 | 4,971.                 | 4,971.                      | 0.         |

|             |              |           |    |
|-------------|--------------|-----------|----|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 11 |
|-------------|--------------|-----------|----|

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| SECURITY DEPOSIT                 | 3,180.                        | 1,600.                    | 1,600.               |
| PAYROLL TAXES                    | 243.                          | 243.                      | 243.                 |
| TO FORM 990-PF, PART II, LINE 15 | 3,423.                        | 1,843.                    | 1,843.               |

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 12  
                                          TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                                                            | TITLE AND<br>AVRG HRS/WK              | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------|------------------------------|--------------------|
| WILLIAM LEE FROST<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165 | PRESIDENT RESIGNED 7/9/2011<br>30.00  | 88,270.           | 34,334.                      | 0.                 |
| HENRY A. LOWET<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165    | DIRECTOR<br>0.50                      | 0.                | 0.                           | 0.                 |
| CHARLES BERLIN<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165    | DIRECTOR<br>2.00                      | 0.                | 0.                           | 0.                 |
| BERTHOLD BILSKI<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165   | DIRECTOR<br>1.00                      | 0.                | 0.                           | 0.                 |
| GEORGE HARRIS<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165     | DIRECTOR<br>1.40                      | 0.                | 0.                           | 0.                 |
| PETER J. SOLOMON<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165  | DIRECTOR<br>0.50                      | 0.                | 0.                           | 0.                 |
| MARK A. BILSKI<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165    | DIRECTOR<br>2.00                      | 0.                | 0.                           | 0.                 |
| ROBERT D. FROST<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165   | PRESIDENT EFFECTIVE 7/9/2011<br>20.00 | 0.                | 0.                           | 0.                 |
| NOAH B. PERLMAN<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165   | SECRETARY<br>1.00                     | 0.                | 0.                           | 0.                 |
| GEULA R. SOLOMON<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165  | TREASURER, CHAIR OF AUDIT<br>0.50     | 0.                | 0.                           | 0.                 |
| SARAH K. LEVY<br>60 EAST 42ND STREET, SUITE #4600<br>NEW YORK, NY 10165     | DIRECTOR<br>0.50                      | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                |                                       | 88,270.           | 34,334.                      | 0.                 |

STATEMENT A  
UNREALIZED GAINS AND LOSSES  
LUCIUS N. LITTAUER FOUNDATION, INC.  
TAX ID #13-1688027  
Chase Manhattan Private Bank  
Account # 04000197  
12/31/11

| <u>Date</u>                 | <u>Quantity</u> | <u>Security</u>                            | <u>Unit<br/>Cost</u> | <u>Total<br/>Cost</u> | <u>Price</u> | <u>Market<br/>Value</u> |
|-----------------------------|-----------------|--------------------------------------------|----------------------|-----------------------|--------------|-------------------------|
| <b>CASH AND EQUIVALENTS</b> |                 |                                            |                      |                       |              |                         |
|                             | CASH            |                                            |                      | 2,641,798.34          |              | 2,641,798.34            |
| <b>COMMON STOCKS</b>        |                 |                                            |                      |                       |              |                         |
| 03/14/11                    | 5,000           | ALBEMARLE CORP                             | 56.28                | 281,378.35            | 51.51        | 257,550.00              |
| 09/29/31                    | 6,995           | ALLSTATE CORP COM                          | 21.47                | 150,174.00            | 27.41        | 191,732.95              |
| 02/10/09                    | 2,000           | AMAZON.COM INC                             | 67.33                | 134,652.10            | 173.1        | 346,200.00              |
| 06/23/09                    | 1,200           | APPLE, INC. CMN                            | 134.84               | 161,804.59            | 405          | 486,000.00              |
| 01/01/70                    | 22,275          | AT&T INC COM                               | 6.06                 | 134,978.48            | 30.24        | 673,596.01              |
| 01/01/70                    | 13,000          | BP PLC ADR                                 | 2.24                 | 29,157.85             | 42.74        | 555,620.00              |
| 05/03/11                    | 10,000          | BRISTOL MYERS SQUIBB COM                   | 29.1                 | 290,990.78            | 35.24        | 352,400.00              |
| 01/01/70                    | 9,000           | CHEVRON CORP                               | 6.61                 | 59,514.80             | 106.4        | 957,651.07              |
| 01/01/70                    | 12,000          | CIGNA CORP                                 | 1.73                 | 20,740.74             | 42           | 504,000.00              |
| 03/10/09                    | 2,000           | CITIGROUP INC CMN                          | 14.8                 | 29,600.00             | 26.31        | 52,620.00               |
| 02/01/04                    | 10,000          | COHU INC                                   | 22.71                | 227,100.00            | 11.35        | 113,500.00              |
| 01/01/70                    | 10,000          | COLGATE PALMOLIVE CO COM                   | 3.3                  | 33,045.36             | 92.39        | 923,900.00              |
| 11/18/45                    | 16,000          | CORNING INC COM                            | 5                    | 80,035.82             | 12.98        | 207,680.00              |
| 02/12/10                    | 8,000           | CUBIC CORP                                 | 32.74                | 261,920.63            | 43.59        | 348,720.00              |
| 01/01/70                    | 3,741           | DAIMLERCHRYSLER AG                         | 21.08                | 78,857.00             | 43.86        | 164,080.26              |
| 11/16/03                    | 15,000          | DEVON ENERGY CORP NEW COM                  | 41.68                | 625,184.15            | 62           | 930,000.00              |
| 01/01/70                    | 9,000           | DOW CHEM CO COM                            | 1.69                 | 15,217.00             | 28.76        | 258,840.00              |
| 12/04/35                    | 12,800          | DU PONT E I DE NEMOURS COM                 | 36.93                | 472,668.51            | 45.78        | 585,984.00              |
| 01/01/70                    | 17,000          | EXXON MOBIL CORPORATION CMN                | 3.79                 | 64,410.74             | 84.76        | 1,440,920.00            |
| 01/01/70                    | 4,000           | FIRSTENERGY CORP CMN                       | 0                    | -                     | 44.3         | 177,200.00              |
| 05/03/11                    | 10,000          | HEINZ H J CO COM                           | 51.83                | 518,273.75            | 54.04        | 540,400.00              |
| 01/01/70                    | 2,500           | INTL BUSINESS MACHINES CORP CMN            | 14.22                | 35,550.24             | 183.88       | 459,700.00              |
| 01/01/70                    | 15,000          | JPMORGAN CHASE & CO CMN                    | 12.4                 | 185,991.02            | 33.25        | 498,750.00              |
| 07/16/10                    | 5,000           | MIDCAP SPDR TRUST UNIT SER 1               | 135.8                | 679,018.01            | 159.49       | 797,450.00              |
| 01/01/70                    | 4,000           | NORFOLK SOUTHERN CORP                      | 31.79                | 127,178.00            | 72.86        | 291,440.00              |
| 01/01/70                    | 6,000           | P G & E CORPORATION CMN                    | 23.89                | 143,366.40            | 41.22        | 247,320.00              |
| 03/23/06                    | 22,000          | PHARM HLDRS                                | 75.53                | 1,661,633.43          | 72.71        | 1,566,840.00            |
| 01/01/70                    | 5,000           | PROCTER & GAMBLE COMPANY (THE) CMN         | 1.32                 | 6,590.17              | 66.71        | 333,550.00              |
| 10/05/10                    | 6,000           | ROYAL DUTCH SHELL PLC SPONSORED ADR RESPTG | 62.14                | 372,838.50            | 73.09        | 438,540.00              |
| 11/16/11                    | 9,000           | RYDEX S&P EQUAL WEIGHT ETF                 | 46.55                | 418,950.00            | 46.28        | 416,520.00              |
| 03/01/03                    | 33,450          | SPDR TRUST SER 1                           | 87.29                | 2,919,847.59          | 125.66       | 4,197,975.00            |
| 12/20/07                    | 12,500          | STARBUCKS CORP                             | 20.63                | 257,899.13            | 46.01        | 575,125.00              |
| 12/20/10                    | 8,000           | SUNCOR ENERGY INC                          | 40.71                | 325,701.28            | 28.83        | 230,640.00              |
| 03/21/05                    | 7,600           | TEJON RANCH CO.                            | 42.9                 | 326,038.20            | 24.48        | 186,048.00              |
| 01/01/70                    | 10,451          | VERIZON COMMUNICATIONS                     | 14.13                | 147,699.23            | 40.12        | 419,294.12              |
| 11/11/08                    | 5,000           | WAL MART STORES INC CMN                    | 55.22                | 276,122.61            | 59.76        | 298,800.00              |
| 01/01/70                    | 8,748           | XCEL ENERGY INC                            | 3.08                 | 26,927.00             | 27.64        | 241,794.72              |
|                             |                 |                                            |                      | 11,581,055.46         |              | 21,268,381.13           |
| <b>MUTUAL FUNDS</b>         |                 |                                            |                      |                       |              |                         |
| 10/25/01                    | 863.061         | **JP MORGAN SELECT SMALL CAP EQUITY FUND   | 36.94                | 31,885.59             | 34.62        | 29,879.17               |
| 06/08/11                    | 6,000           | ISHARES RUSSELL 2000 INDEX FUND            | 81.94                | 491,656.77            | 73.75        | 442,500.00              |
| 02/13/08                    | 6,000           | ISHARES TR RUSSELL 2000 GROWTH INDX FND    | 76.7                 | 460,229.25            | 84.23        | 505,380.00              |
|                             |                 |                                            |                      | 983,771.61            |              | 977,759.17              |

STATEMENT A  
UNREALIZED GAINS AND LOSSES  
LUCIUS N. LITTAUER FOUNDATION, INC.  
TAX ID #13-1688027  
Chase Manhattan Private Bank  
Account # 04000197  
12/31/11

| <u>Date</u>                         | <u>Quantity</u> | <u>Security</u>                                                                | <u>Unit<br/>Cost</u> | <u>Total<br/>Cost</u> | <u>Price</u> | <u>Market<br/>Value</u> |
|-------------------------------------|-----------------|--------------------------------------------------------------------------------|----------------------|-----------------------|--------------|-------------------------|
| <b>GNMA - POOLED</b>                |                 |                                                                                |                      |                       |              |                         |
| 01/01/70                            | 3,936.190       | GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 01/15/2026<br>7.000% Due 01-15-26 | 98.41                | 3,873.72              | 115.97       | 4,564.88                |
| 01/01/70                            | 6,735.300       | GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/20/2027<br>7.000% Due 03-20-27 | -16.9                | (1,138.51)            | 116.18       | 7,825.00                |
| 01/01/70                            | 65,106.650      | GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 05/15/2028<br>7.000% Due 05-15-28 | 129.09               | 84,045.24             | 116.51       | 75,857.71               |
| 11/15/01                            | 112,549.520     | GNMA II POOL#003160 DD 11/01/01 DUE 11/20/31<br>6.000% Due 11-20-31            | 115.45               | 129,939.20            | 113.55       | 127,799.98              |
| 03/17/03                            | 227,174.840     | GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/20/2033<br>5.500% Due 03-20-33 | 117.33               | 266,549.70            | 112.93       | 256,544.00              |
| 06/24/03                            | 194,426.356     | GNMA II POOL#003375 DD04/01/03<br>5.500% Due 04-20-33                          | 121.22               | 235,675.99            | 112.93       | 219,561.80              |
| 08/21/03                            | 371,434.900     | GNMA II POOL#003414<br>5.000% Due 07-20-33                                     | 102.02               | 378,935.41            | 111.29       | 413,358.76              |
| 01/20/04                            | 258,450.060     | GNMA II POOL#003499 DD 01/01/04 DUE 01/20/34<br>5.000% Due 01-20-34            | 96.22                | 248,683.17            | 111.29       | 287,621.32              |
| 05/18/04                            | 249,822.440     | GNMA II POOL#003544 DD 04/01/04<br>5.500% Due 04-20-34                         | 103.06               | 257,478.66            | 112.87       | 281,964.60              |
| 12/15/04                            | 330,949.370     | GNMA II POOL# 003651 DUE 12/20/2034<br>5.000% Due 12-20-34                     | 100.85               | 333,761.51            | 111.29       | 368,303.63              |
| 04/18/05                            | 350,134.720     | GNMA II POOL# 3701 DUE 04/20/2035<br>5.000% Due 04-20-35                       | 97.28                | 340,603.47            | 111.29       | 389,654.43              |
| 01/08/09                            | 517,803.137     | GNMA POOL # 781929 DUE 06/15/2035<br>6.000% Due 06-15-35                       | 108.85               | 563,646.51            | 113.14       | 585,821.76              |
| 01/01/06                            | 645,552.040     | GNMA 2 POOL 3724 DUE 06/20/2035<br>5.500% Due 06-20-35                         | 101.65               | 656,177.11            | 112.77       | 728,001.95              |
| 12/16/05                            | 676,765.760     | GNMA II POOL# 003796 DUE 12/20/2035<br>5.500% Due 12-20-35                     | 100.32               | 678,952.95            | 112.77       | 763,202.28              |
| 06/21/06                            | 34,502.350      | GNMA POOL #653615<br>5.500% Due 05-15-36                                       | 44.75                | 15,438.85             | 112.58       | 38,841.37               |
| 05/17/07                            | 569,082.790     | GNMA II POOL# 003974 DUE 04/20/2037<br>5.000% Due 04-20-37                     | 91.89                | 522,910.89            | 110.85       | 630,828.27              |
| 02/11/09                            | 334,397.190     | GNMA POOL #688143 DUE 12/15/38<br>6.000% Due 12-15-38                          | 111.23               | 371,962.28            | 113.34       | 378,999.09              |
|                                     |                 |                                                                                |                      | <b>5,087,496.15</b>   |              | <b>5,558,750.83</b>     |
| <b>UNITED STATES TREASURY BILLS</b> |                 |                                                                                |                      |                       |              |                         |
| 12/15/11                            | 2,000,000       | UNITED STATES TREAS BILL 3/15/12<br>0.000% Due 03-15-12                        | 100                  | 1,999,949.44          | 100          | 1,999,920.00            |
| 12/22/11                            | 6,000,000       | UNITED STATES TREAS BILL 3/22/12<br>0.000% Due 03-22-12                        | 100                  | 5,999,924.16          | 100          | 5,999,760.00            |
|                                     |                 |                                                                                |                      | <b>7,999,873.60</b>   |              | <b>7,999,680.00</b>     |
| <b>UNITED STATES TREASURY NOTES</b> |                 |                                                                                |                      |                       |              |                         |
| 01/01/70                            | 1,000,000       | US TREASURY BONDS DUE 05/15/2016<br>7.250% Due 05-15-16                        | 105.32               | 1,053,234.00          | 128.24       | 1,282,421.88            |
|                                     |                 |                                                                                |                      | <b>14,140,603.75</b>  |              | <b>14,840,852.71</b>    |
| <b>TOTAL PORTFOLIO</b>              |                 |                                                                                |                      | <b>29,347,229.16</b>  |              | <b>39,728,791.35</b>    |

**STATEMENT B**  
**GRANTS MADE**  
**THE LUCIUS N. LITTAUER FOUNDATION, INC.**  
**TAX ID#13-1688027**  
**From 1-1-11 to 12-31-11**

| NAME                                                    |  | ADDRESS                                                             | If recipient is an individual, show any relationship to any foundation manager or substantial contributor |  | Foundation status of recipient | PURPOSE                                                                                                                                                                                     | AMOUNT    |
|---------------------------------------------------------|--|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 92nd Street Y                                           |  | 1395 Lexington Avenue, New York, NY 10128                           | None                                                                                                      |  | 501 (c) (3)                    | Support of the Resource Center for Jewish Diversity                                                                                                                                         | \$ 10,000 |
| Abraham Joshua Heschel School                           |  | 270 West 89th Street, New York, NY 10024                            | None                                                                                                      |  | 501 (c) (3)                    | Matching gift - Geula & Joshua Solomon                                                                                                                                                      | 1,300     |
| Abraham Joshua Heschel School                           |  | ASPNI Director 28 Arrandale Avenue, Great Neck., NY 10024           | None                                                                                                      |  | 501 (c) (3)                    |                                                                                                                                                                                             |           |
| Afterimage Public Media                                 |  |                                                                     | None                                                                                                      |  | Charitable                     | Matching gift - Robert & Navah Frost<br>Support of partial funding of the documentary, "California Originals The Jews of San Francisco"                                                     | 500       |
| Albert Einstein School of Medicine Yeshiva University   |  | 1416 Kams Avenue, Berkeley, CA 94702                                | None                                                                                                      |  | 501 (c) (3)                    |                                                                                                                                                                                             | 15,000    |
| America Israel Cultural Foundation                      |  | 1300 Morris Park Avenue, Mazer Bldg , Room 719, New York., NY 10461 | None                                                                                                      |  | 501 (c) (3)                    | Support of Einstein Aging Study                                                                                                                                                             | 25,000    |
| American Academic Association for Israel                |  | 20 East 46th Street, Suite 1209, NY, NY 10017                       | None                                                                                                      |  | 501 (c) (3)                    | Support to offset the expenses related to the AICF newsletter                                                                                                                               | 5,000     |
| American Ballroom Theater Co                            |  | 27 Chadwick Road, Great Neck, NY 10023                              | None                                                                                                      |  | 501 (c) (3)                    | Support of Academic Study visits to Israel in January and June 2012                                                                                                                         | 10,000    |
| American Federation for Aging Research                  |  | 25 West 31st Street, 4th Fl , NY NY 10001                           | None                                                                                                      |  | 501 (c) (3)                    | Support of the Academy aspects of "Dancing Classrooms"                                                                                                                                      | 10,000    |
| American Friends of Neveh Zion                          |  | 55 West 39th Street, 16th Fl , New York, NY 10018                   | None                                                                                                      |  | 501 (c) (3)                    | Support of programs                                                                                                                                                                         | 5,000     |
| American Friends of the Hebrew University               |  | P O B 91 Kiryat Yearim, Harei Yehuda, 90840, Israel                 | None                                                                                                      |  | 501 (c) (3)                    |                                                                                                                                                                                             |           |
| American Friends of the Israel Museum                   |  | One Battery Park Plaza, 25th Floor, NY NY 10004-1405                | None                                                                                                      |  | 501 (c) (3)                    | Support of programs to mentor at-risk Israeli youth<br>Support of the publication in English of the book in Hebrew, "Memory and Oblivion The Mystery of the Dead Sea Scrolls," Rachel Elior | 5,000     |
| American Friends of the Israel Philharmonic Orchestra   |  | 500 Fifth Avenue, Suite 2540, NY NY 10110                           | None                                                                                                      |  | 501 (c) (3)                    | Support of the Lucius N Littauer Foundation Periodicals Endowment Fund                                                                                                                      | 5,000     |
| American Friends of the Medem Library, Inc              |  | 122 East 42nd Street, Suite 4807, New York, NY 20268                | None                                                                                                      |  | 501 (c) (3)                    | Support of the AFIPO newsletter, "Passover To Music," and electronic communications                                                                                                         | 15,000    |
| American Friends of the Tel Aviv Museum of Art          |  | 115 East 89th Street, Suite 5A, NY NY 10128                         | None                                                                                                      |  | 501 (c) (3)                    | Support of cataloging and digitizing of the archives of the museum                                                                                                                          | 3,800     |
| American Jewish Committee                               |  | 36 West 44th Street, Suite 1209, NY NY 10036                        | None                                                                                                      |  | 501 (c) (3)                    | Support of programs                                                                                                                                                                         | 5,000     |
| American Jewish World Service                           |  | 165 East 56th Street, New York, NY 10022                            | None                                                                                                      |  | 501 (c) (3)                    | Support of the AJWS programs to help fight poverty, hunger and disease around the world                                                                                                     | 10,000    |
| American Littoral Society                               |  | 45 West 36th Street, New York, NY 10018                             | None                                                                                                      |  | 501 (c) (3)                    | Support for the Beach Cleanup for 2011                                                                                                                                                      | 25,000    |
| American Museum of Natural History                      |  | 29 West 9th Road, Broad Channel, NY 11693                           | None                                                                                                      |  | 501 (c) (3)                    | Support to continue to offer diverse educational opportunities to learners of all ages and backgrounds, especially in the fields of astrophysics and planetary sciences                     | 2,000     |
| American Society for the Protection of Nature in Israel |  | Central Park West at 79th Street New York, NY 10024-5192            | None                                                                                                      |  | 501 (c) (3)                    | Support for the printing of the calendar and the quarterly SPNI newsletter                                                                                                                  | 10,000    |
| American Society of the University of Haifa             |  | ASPNI Director 28 Arrandale Avenue, Great Neck., NY 10024           | None                                                                                                      |  | 501 (c) (3)                    | Support of the English publication of "Immigrants," Prof Gur Alroey                                                                                                                         | 5,000     |
| Anti-Defamation League                                  |  | 245 Fifth Avenue Suite 2203, NY, NY 10016                           | None                                                                                                      |  | 501 (c) (3)                    | Support of programs to combat bias and bigotry                                                                                                                                              | 10,000    |
| Archives Partnership Trust                              |  | 605 Third Avenue, NY NY 20258-3560                                  | None                                                                                                      |  | 501 (c) (3)                    | To strengthen the Trust's Lucius N Littauer Foundation Endowment Educational Program endowment                                                                                              | 5,000     |
| Archivists Round Table of Metropolitan New York         |  | Cultural Education Center, Suite 9C49 Albany, NY 12230              | None                                                                                                      |  | 501 (c) (3)                    |                                                                                                                                                                                             | 25,000    |
| Arthritis Foundation/NY Chapter                         |  | P O Box 151 New York., NY 10274                                     | None                                                                                                      |  | 501 (c) (3)                    | Support of programs                                                                                                                                                                         | 1,000     |
|                                                         |  | 122 East 42nd Street, NY NY10168-1898                               | None                                                                                                      |  | 501 (c) (3)                    | Support of programs in behalf of women with arthritis                                                                                                                                       | 10,000    |

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**TAX ID#13-1688027**  
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|                                                 |                                                                                     |      |             |                                                                                                                                                   |        |
|-------------------------------------------------|-------------------------------------------------------------------------------------|------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Asian American Legal Defense and Education Fund | 99 Hudson Street, 12 Fl., NY NY 10013                                               | None | 501 (c) (3) | Support of programs of the AALDEF                                                                                                                 | 2,500  |
| Association for Jewish Studies                  | 15 West 16th Street, New York, NY 10011                                             | None | 501 (c) (3) | Support of AJS annual conference and continued support of "AJS Review"                                                                            | 10,000 |
| Association of Jewish Libraries                 | Brandeis University, Mailstop 045, Waltham, MA 02453-2728                           | None | 501 (c) (3) | Support of travel funds for librarians outside the United States who will attend the Annual Association of Jewish Libraries Annual Convention     | 5,000  |
| AVODAH - The Jewish Service Corps               | 45 West 36th Street, 8th Floor, New York, NY 10018                                  | None | 501 (c) (3) | Support of programs to help anti-poverty organizations around the country bring critical services to individuals living in poverty                | 25,000 |
| Barnard College Fund                            | Barnard College, Columbia University, 2009 Broadway, NY NY 10027-6191               | None | 501 (c) (3) | Matching gift - Dr. Stephan F. Brumberg                                                                                                           | 125    |
| Baruch College, CUNY                            | Dept of Modern Language, Box 6280, 1 Bernard Baruch, NY, NY 10010                   | None | 501 (c) (3) | Support of research for the book, "Seals and Inscriptions from the Biblical World" to be published by the Society of Biblical Research, and Brill | 2,500  |
| Battery Park City Parks Conservancy             | 2 South End Avenue, New York, NY 10280                                              | None | 501 (c) (3) | Support of BPCPC's environmental education center                                                                                                 | 5,000  |
| Bellevue Literary Press                         | Dept of Medicine, NYU School of Medicine, OBV A 612, 550 First Avenue, NY, NY 10016 | None | 502 (c) (3) | Support of the Bellevue Literary Press                                                                                                            | 10,000 |
| Bellevue Literary Press                         | Dept of Medicine, NYU School of Medicine, OBV A 612, 550 First Avenue, NY, NY 10016 | None | 503 (c) (3) | Support of "The Body Politic," Jonathan Moreno, and, "Epigenetics in the Age of Twitter" - Gerald Weissmann, MD                                   | 5,000  |
| Bellevue Literary Press                         | Dept of Medicine, NYU School of Medicine, OBV A 612, 550 First Avenue, NY, NY 10016 | None | 504 (c) (3) | Support of efforts to publish materials illuminating the many connections between arts and sciences                                               | 5,000  |
| Beth Israel Deaconess Medical Center            | 245 Fifth Avenue at 28th Street New York, NY 10016                                  | None | 501 (c) (3) | Support of the creation of the Translational Center Imaging Facility                                                                              | 10,000 |
| Big Brothers/Big Sisters of Fulton County       | 110-112 North Main Street, Gloversville, NY 12078                                   | None | 501 (c) (3) | Support of the organization's programs                                                                                                            | 10,000 |
| Blue Card, Inc                                  | 171 Madison Avenue, NY NY 10016                                                     | None | 501 (c) (3) | Support of Holocaust survivors                                                                                                                    | 25,000 |
| Brandeis University                             | Mailstop 045 Waltham, MA 02454-9110                                                 | None | 501 (c) (3) | Support of the publication of Volume 24 of "POLIN Studies in Polish Jewry"                                                                        | 7,500  |
| Brandeis University                             | Mailstop 045 Waltham, MA 02454-9110                                                 | None | 501 (c) (3) | Support of the Schusterman Center for Israel Studies                                                                                              | 10,000 |
| Brearely School Annual Fund                     | 610 East 83rd Street, New York, NY 10028                                            | None | 501 (c) (3) | Grant for Financial Aid Program to honor Louise Littauer's memory                                                                                 | 25,000 |
| Brearely School Annual Fund                     | 610 East 83rd Street, New York, NY 10028                                            | None | 501 (c) (3) | Matching gift - Peter J. Solomon Family Foundation                                                                                                | 2,000  |
| Bronx County Historical Society                 | 3309 Bannbridge Avenue, Bronx, NY 10467                                             | None | Charitable  | Support of programs                                                                                                                               | 5,000  |
| Brooklyn Botanic Garden                         | 1000 Washington Avenue, Brooklyn, NY 11225                                          | None | 501 (c) (3) | Support of a) the Garden Apprenticeship Program (\$10,000), b) Project Green Reach (\$10,000)                                                     | 20,000 |
| Brooklyn Historical Society                     | 128 Pierrepont Street, Brooklyn, NY 11201                                           | None | 501 (c) (3) | Matching gift - George Harris, Esq                                                                                                                | 50     |
| Brooklyn Hospital Foundation                    | 121 DeKalb Avenue, Brooklyn, NY 11201                                               | None | 501 (c) (3) | Support of Neonatal Developmental Care                                                                                                            | 25,000 |
| Brooklyn Hospital Foundation                    | 121 DeKalb Avenue, Brooklyn, NY 11201                                               | None | 501 (c) (3) | Support of the purchase of the Piezosurgery Oral Surgery Elite Basic Package                                                                      | 15,000 |
| Brooklyn Hospital Foundation                    | 121 DeKalb Avenue, Brooklyn, NY 11201                                               | None | 501 (c) (3) | Matching gift - George Harris, Esq                                                                                                                | 5,200  |
| Cambridge University Press                      | 32 Avenue of America, NY, NY 10013                                                  | None | Charitable  | Support of the publication of "Jewish Identities in Post-Soviet Russia and Ukraine," Zvi Giedman                                                  | 5,000  |
| Center for Jewish History                       | 15 West 16th Street, New York, NY 10011                                             | None | 501 (c) (3) | Support of programs in the lasting wisdom and theories of Moses Mendelssohn                                                                       | 20,000 |
| Central Park Conservancy                        | 14 East 60th Street, New York, NY 10022                                             | None | 501 (c) (3) | Support of Education and Youth Development Programs                                                                                               | 15,000 |
| Children's Storefront                           | 70 East 129th Street, New York, NY 10029                                            | None | 501 (c) (3) | Support of the school library of The Children's Storefront                                                                                        | 5,000  |
| City Bar Justice Center                         | 42 West 44th Street, New York, NY 10036                                             | None | 501 (c) (3) | Support of pro bono projects to address areas of unmet civil and legal needs to help low-income clients                                           | 25,000 |
| City Harvest                                    | 575 Eighth Avenue, 4th Floor, NY NY 10018                                           | None | 501 (c) (3) | Support of City Harvest programs                                                                                                                  | 5,000  |

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**From 1-1-11 to 12-31-11**

|                                                                                      |                                                                                                         |      |             |                                                                                                                                                                                                                                                                                                                                        |         |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| City Meals on Wheels<br>COJECO (Council of Jewish Emigre<br>Community Organizations) | 355 Lexington Avenue, NY, NY 10017                                                                      | None | 501 (c) (3) | Support of vital food supplies                                                                                                                                                                                                                                                                                                         | 3,000   |
| Columbia Law School                                                                  | 261 Madison Ave , Suite 1504, NY NY 10016                                                               | None | 501 (c) (3) | Support of Project Geshet - informal Jewish education and outreach initiative in the Russian-speaking Jewish community in New York Support for 1) Columbia Law School's LNL Loan Repayment Assistance Fund, and 2) The Center for Israeli Legal Studies \$100,000 funded in 2011, with \$50,000 per year to be funded in 2012 and 2013 | 10,000  |
| Columbia University Graduate School of Business                                      | 435 West 116th Street, New York, NY 10027                                                               | None | 501 (c) (3) | Support of the 'Loan Assistance Program,' of the school's Social Enterprise Program                                                                                                                                                                                                                                                    | 160,000 |
| Columbia University Graduate School of Business                                      | 33 West 60th Street, 7th floor, NY, NY 10023                                                            | None | 501 (c) (3) | Support of the 'Loan Assistance Program,' of the school's Social Enterprise Program The initial payment of \$100,000 was made in 2011 with equal payments to be made in 2012 and 2013                                                                                                                                                  | 25,000  |
| Commentary Magazine                                                                  | 33 West 60th Street, 7th floor, NY, NY 10023                                                            | None | Charitable  | Support of articles to be published in 2012 about the Jewish historical experience in America                                                                                                                                                                                                                                          | 100,000 |
| Comprehensive Development, Inc                                                       | 561 Seventh Avenue, 7th Floor, NY, NY 10018                                                             | None | 501 (c) (3) | Support of the Manhattan Comprehensive Night and Day School, in support of the "Mission to remove barriers to students' graduation and prepare students for success as adults"                                                                                                                                                         | 5,000   |
| Cooper Union                                                                         | 240 Second Avenue, New York, NY 10003                                                                   | None | 501 (c) (3) | Support of the Re-training Program for Immigrant Engineers                                                                                                                                                                                                                                                                             | 15,000  |
| Cornell Hillel                                                                       | 30 Cooper Square, New York, NY 10003<br>Cornell University, Box 223623, Pitsburgh, PA 15251             | None | 501 (c) (3) | Support of Cornell Hillel's JDC Sept '11 trip to Ukraine<br>Support to the endowment of the Lucius N. Littauer Judaica Book Fund                                                                                                                                                                                                       | 5,000   |
| Cornell University Library                                                           | 2B60 Kroch Library, Ithaca, NY 14853                                                                    | None | 501 (c) (3) | Support of programs to create a more fair, efficient, and humane criminal justice system                                                                                                                                                                                                                                               | 3,000   |
| Correctional Association of New York                                                 | 2090 Adam Clayton Powell, Jr Blvd , Suite 200 New York, NY 10027-4990                                   | None | 501 (c) (3) | General support                                                                                                                                                                                                                                                                                                                        | 4,350   |
| Council On Foundations                                                               | POB 75661, Baltimore, MD 21275-5661                                                                     | None | 501 (c) (3) | Support of programs on behalf of homebound seniors                                                                                                                                                                                                                                                                                     | 15,000  |
| DOROT, Inc                                                                           | 17 West 85th Street, New York, NY 10024                                                                 | None | 501 (c) (3) | Support of the programs for children and their families dealing with life-threatening illnesses                                                                                                                                                                                                                                        | 2,500   |
| Double H Ranch                                                                       | 97 Hidden Valley Road, Lake Luzerne, NY 12846                                                           | None | 501 (c) (3) | Support of programs                                                                                                                                                                                                                                                                                                                    | 10,000  |
| Easter Seals Disability Services Educational Alliance                                | 40 West 37th Street, Suite 503, NY NY 10018                                                             | None | 501 (c) (3) | Support of "Project Help" which offers substance abuse and rehabilitation services to members of the Russian-speaking community                                                                                                                                                                                                        | 15,000  |
| F E G S (Federation of Employee Guidance Service, Inc )                              | 197 East Broadway, New York, NY 10002                                                                   | None | 501 (c) (3) | Support of programs that enable critically needed advocacy, organizing, and legal and social services to Korean community members                                                                                                                                                                                                      | 20,000  |
| Federal Drug Agents Foundation                                                       | 315 Hudson Street, New York, NY 10013<br>North Shore Plaza, 380 North Broadway, 2/FI, Jericho, NY 11753 | None | 501 (c) (3) | Support of three federal law enforcement agencies' youth outreach programs                                                                                                                                                                                                                                                             | 20,000  |
| Foundation Center                                                                    |                                                                                                         | None | 501 (c) (3) | Support of efforts to respond to the needs of under-resourced organizations and to expand the resources that are offered such groups                                                                                                                                                                                                   | 5,000   |
| Foundation for Jewish Culture                                                        | 79 Fifth Avenue, New York, NY 10003<br>330 Seventh Avenue, 21st Floor, New York, NY 10001               | None | 501 (c) (3) | Support of the Doctoral Dissertation Fellowship in Jewish Studies                                                                                                                                                                                                                                                                      | 10,000  |
| Foundation for the Jewish Historical Museum in Amsterdam, Inc                        | 44 South Bagles Avenue, Suite 304 Port Washington, NY 11050                                             | None | 501 (c) (3) | Support of four exhibits                                                                                                                                                                                                                                                                                                               | 10,000  |
| Franklin & Marshall College                                                          | Office of the Provost, P O Box, Lancaster, PA 17604                                                     | None | 501 (c) (3) | Endowment of the Lucius N. Littauer Judaica Book Fund                                                                                                                                                                                                                                                                                  | 5,000   |

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|                                                   |                                                                                                     |      |             |                                                                                                                                                  |        |
|---------------------------------------------------|-----------------------------------------------------------------------------------------------------|------|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Friends of Kedma School                           | c/o New Israel Fund National Headquarters,<br>2100 M Street, NW, Suite 619, Washington, DC<br>20037 | None | 501 (c) (3) | Support of programs in Israel which support and guide youth from low socio-economic backgrounds and which lead them to academic and life success | 5,000  |
| Friends of the Jewish Chapel                      | 326 First Street, Suite 22, Annapolis MD 21403                                                      | None | 501 (c) (3) | Support of the Friends of the Jewish Chapel Program Endowment, U S Naval Academy                                                                 | 6,000  |
| Friends of Van Cortland Park                      | 124 Gale Place #GRA, Bronx, NY 10463                                                                | None | 501 (c) (3) | Support of Van Cortland's Adventures - free environmental education programs for school and community groups in 2011                             | 5,000  |
| Friends of Yad L'kashish/Lifeline for the Old     | P O Box 494, Englewood, NJ 07631                                                                    | None | 501 (c) (3) | Renewed support for Jerusalem's elderly and disabled                                                                                             | 15,000 |
| Fulton County Historical Society                  | P O Box 711, 207 Kingsboro Avenue,<br>Gloversville, NY 12098                                        | None | 501 (c) (3) | Support of a room renovation and a special exhibit                                                                                               | 5,000  |
| Genesee Foundation                                | College Circle, Geneseo, NY 14454-9978                                                              | None | 501 (c) (3) | Matching gift - George Harris, Esq                                                                                                               | 2,000  |
| Global Kids, Inc                                  | 137 East 25th Street, 2/F, NY, NY 10010                                                             | None | 501 (c) (3) | Support of low-income youth in New York City                                                                                                     | 5,000  |
| Global Rights                                     |                                                                                                     | None | 501 (c) (3) | Support of the worldwide program of seeking justice for victims of human rights abuse, in honor of Judge Patricia M. Wald                        |        |
| Gloversville Public Library                       | 1200 18th Street, NW, Washington, DC 20036                                                          | None | 501 (c) (3) | Support of hiring a capital planning consultant                                                                                                  | 15,000 |
| Gloversville, City of                             | 58 East Fulton Street, Gloversville, NY 12078                                                       | None | 501 (c) (3) | Support of the Littauer Skating Rink                                                                                                             | 10,000 |
| GROW NYC                                          | City Hall - 3 Frontage Road, Gloversville, NY 12078                                                 | None | 501 (c) (3) | Support of programs to improve New York City's environment (formerly Council on the Environment)                                                 | 5,000  |
| Guiding Eyes For the Blind                        | 51 Chambers Street, Room 228, NY, NY 10007                                                          | None | 501 (c) (3) | Support of "Guiding Eyes Sights in College Program" to encourage blind adolescents to pursue higher education                                    | 10,000 |
| Harvard College Fund                              | 611 Granite Springs Road, Yorktown Heights,<br>NY 10598                                             | None | 501 (c) (3) | Matching gift - Noah Perlman '91 & Stephanie Levin Perlman '93                                                                                   | 1,250  |
| Harvard College Fund                              | 124 Mount Auburn Street, Cambridge, MA<br>02138-5795                                                | None | 501 (c) (3) | Matching gift - Noah Perlman '91 & Stephanie Levin Perlman '93                                                                                   | 500    |
| Hazon                                             | 124 Mount Auburn Street, Cambridge, MA<br>02138-5795                                                | None | 501 (c) (3) | Support of JFEN "Jewish Food Education Network"                                                                                                  | 20,000 |
| HealthCare Chaplaincy                             | 125 Maiden Lane, Suite 8B, NY, NY 10038                                                             | None | 501 (c) (3) | Support to sustain current successful Jewish programming and to launch new efforts to meet emerging spiritual care needs in the Jewish community | 10,000 |
| Hebrew College                                    | 315 East 62nd Street, 4th Floor, NY NY 10065                                                        | None | 501 (c) (3) | Support of pastoral programs                                                                                                                     | 5,000  |
| Hebrew Free Loan Society                          | 160 Herrick Road, Newton Centre, MA 02459                                                           | None | 501 (c) (3) | Support of the programs of the Hebrew Free Loan Society                                                                                          | 10,000 |
| Hebrew Home at Riverdale                          | 675 Third Avenue, Suite 1905, NY, NY 10017                                                          | None | 501 (c) (3) | Support of basic and "applied science" in healthcare delivery to older adults                                                                    | 7,500  |
| Hebrew Immigrant Aid Society                      | 5901 Palisade Avenue, Riverdale, NY 10471                                                           | None | 501 (c) (3) | Support of the HIAS programs                                                                                                                     | 10,000 |
| Hebrew Senior Life                                | 333 Seventh Avenue, NY, NY 10001-5004                                                               | None | 501 (c) (3) | Support of the clinical, pastoral and education programs for the elderly                                                                         | 10,000 |
| Hebrew Union College/Jewish Institute of Religion | 1200 Centre Street, Boston, MA 02131                                                                | None | 501 (c) (3) | Support of "Prophecy and the Perfect Political Order The Political Thought of Leo Strauss "                                                      | 9,000  |
| Hillel Foundation of Cambridge, Inc               | 3101 Clifton Avenue, Cincinnati, OH 45220                                                           | None | 501 (c) (3) | Matching gift - Judith & Dr Charles Berlin                                                                                                       | 1,000  |
| Human Development Services of Westchester         | 52 Mount Auburn Street, Cambridge, MA 02135<br>930 Mamaroneck Avenue, Mamaroneck, NY<br>10543       | None | 501 (c) (3) | Support of programs                                                                                                                              | 5,000  |
| Humanity in Action                                | 25 West 45th Street, 6th floor, NY, NY 10036                                                        | None | 501 (c) (3) | Support of democratic values and the protection of minorities                                                                                    | 3,500  |
| Humanity in Action                                | 25 West 45th Street, 6th floor, NY, NY 10036                                                        | None | 501 (c) (3) | Support of publication of "Reflections on the Holocaust"                                                                                         | 5,000  |
| Hungarian Studies Association                     | 145 Thayer Hall, U S Military Academy, West<br>Point, NY 10996                                      | None | 501 (c) (3) | Support of the publication of "Jews, Nazis, and the Cinema of Hungary The Tragedy of Success, 1929-44," Dr David Frey                            | 4,110  |
| International Assoc of Women Judges               | 1850 M Street, NW, Suite 350, Washington, DC<br>20036                                               | None | 501 (c) (3) | Support of IAWJ's worldwide program to advance women's equal rights access to justice, gender equality, and judicial leadership                  | 10,000 |
| Israel Guide Dog Center for the Blind             | 732 S Settlers Circle, Warrington, PA 18976                                                         | None | 501 (c) (3) | Support of the programs for the Israel Guide Dog Center for the Blind                                                                            | 5,000  |

**STATEMENT B**  
**GRANTS MADE**  
**THE LUCIUS N. LITTAUER FOUNDATION, INC.**  
**TAX ID#13-1688027**  
**From 1-1-11 to 12-31-11**

|                                                                     |                                                                     |      |             |                                                                                                                                                                |        |
|---------------------------------------------------------------------|---------------------------------------------------------------------|------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Jaffa Institute                                                     | 111 Pahad Yitzhak Street, P O B 8216, Jaffa 61081, Israel           | None | 501 (c) (3) | Support of the Jaffa Institute's "Building Better Bridges" after school educational enrichment program                                                         | 10,000 |
| Jewish Book Council                                                 | 520 Eighth Avenue, New York, NY 10018                               | None | 501 (c) (3) | Support of the "Jewish Book Annual"                                                                                                                            | 10,000 |
| Jewish Braille Institute of America (JBI)                           | 110 East 30th Street, NY NY 10016                                   | None | 501 (c) (3) | Support of programs that assist the "blind and visually impaired" among immigrant populations                                                                  | 15,000 |
| Jewish Child Care Association of New York                           | 120 Wall Street, New York, NY 10005                                 | None | 501 (c) (3) | Support of the Family Day Care Programs which provide in-home day care services to low-income emigres                                                          | 10,000 |
| Jewish Community Center of Manhattan                                | 334 Amsterdam Avenue, 76th Street, NY, NY 10023                     | None | 501 (c) (3) | Support of "Jewish Education Re-design Project"                                                                                                                | 25,000 |
| Jewish Currents                                                     | P O Box 111, Accord, NY 23404                                       | None | Charitable  | Support of "Jewish Currents," a secular Jewish magazine for the past 65 years                                                                                  | 5,000  |
| Jewish Education Service of North America Inc                       | 318 West 39th Street, 5/F, NY, NY 10018                             | None | 501 (c) (3) | Support of programs of JESNA                                                                                                                                   | 5,000  |
| Jewish Family Service                                               | 199 Scoles Avenue, Clifton, NJ 07012                                | None | 501 (c) (3) | Support of Jewish Family Service and the Children's Center of Clifton-Passaic efforts to provide critical counseling services to the Clifton-Passaic community | 15,000 |
| Jewish Federation of North America Overseas Supplemental Giving/IEF | 25 Broadway, Suite 1700, NY, NY 10004                               | None | 501 (c) (3) | Support for programs of -The Movement for Israeli Urbanism (MIU) in Israel                                                                                     | 5,000  |
| Jewish Labor Committee                                              | 25 East 21st Street, NY, NY 10010                                   | None | 501 (c) (3) | Support of programs for the "voice of the Jewish community in the labor movement and the voice of labor in the Jewish community"                               | 5,000  |
| Jewish Student Press Service                                        | 114 West 261 Street, Suite 2004, NY, NY 10001                       | None | Charitable  | Support of the publication and web expansion of "New Voices"                                                                                                   | 7,500  |
| Jewish Telegraphic Agency (JTA)                                     | 330 Seventh Avenue, 17th floor, New York, NY 10001                  | None | 501 (c) (3) | Support of the "Archives Project"                                                                                                                              | 25,000 |
| Jewish Theological Seminary of America                              | Kripke 603, New York, NY 10027-4649                                 | None | 501 (c) (3) | Cost of indexing Volume 1 of the English translation of the "History of Modern Jewish Religious Philosophy"                                                    | 1,169  |
| Jewish Theological Seminary of America                              | Kripke 603, New York, NY 10027-4649                                 | None | 501 (c) (3) | Support of publication of "Jewish Conceptions of Scripture," by New York University Press                                                                      | 3,500  |
| Jewish Theological Seminary of America                              | Kripke 603, New York, NY 10027-4649                                 | None | 501 (c) (3) | Support of video archiving the last survivor of the Yiddish Art Theater, Charlotte Goldstern                                                                   | 10,000 |
| John Jay College/CUNY                                               | The City University of New York, 555 West 57th Street, NY, NY 10019 | None | 501 (c) (3) | Support of work at the Oxford Centre and St Andrew's                                                                                                           | 5,000  |
| Kneseth Israel Synagogue                                            | 34 East Fulton Street, Gloversville, NY 12078                       | None | 501 (c) (3) | Support of the programs of the George J Dorfman School of Jewish Education                                                                                     | 3,000  |
| Learning Ally(formerly Recording for the Blind & Dyslexic)          | 20 Roszel Road, Princeton, NJ 08540                                 | None | 501 (c) (3) | Support of programs for Learning Ally                                                                                                                          | 5,000  |
| Learning Leaders                                                    | 80 Maiden Lane, 11 Fl, NY NY 10038-4729                             | None | 501 (c) (3) | Renewed support of educational and parental involvement in programs in New York City public schools                                                            | 25,000 |
| Legal Aid Society                                                   | 199 Water Street, New York, NY 10038                                | None | 501 (c) (3) | Support of programs                                                                                                                                            | 10,000 |
| Legal Information for Families Today                                | 300 Broadway, Suite 400, New York, NY 20013                         | None | 501 (c) (3) | Support of programs that enhance access to justice by providing legal information, community education and compassionate guidance                              | 5,000  |
| Lower East Side Tenement Museum                                     | 91 Orchard Street, NY NY 10002                                      | None | 501 (c) (3) | Support of the museum's general programs                                                                                                                       | 10,000 |
| Macula Foundation, Inc                                              | 210 East 64th Street, New York, NY 10065                            | None | 501 (c) (3) | Support of research programs                                                                                                                                   | 5,000  |
| Magnum Foundation                                                   | P O Box 300, New York, NY 10276                                     | None | 501 (c) (3) | Support of project to organize, preserve, and make accessible the archive of the photographer, Erich Hartmann                                                  | 10,000 |
| Manhattan Theatre Club                                              | 311 West 43rd Street, 8/FI, NY NY 10036                             | None | Charitable  | Support of programs - The Spring Gala                                                                                                                          | 25,000 |
| Manlius Pebble Hill School                                          | 5300 Jamesville Road, Dewitt, NY 13214                              | None | 501 (c) (3) | Matching gift - George Harris, Esq                                                                                                                             | 500    |
| MBD Community Corp                                                  | 1762 Boston Road, Bronx, NY 10460                                   | None | Charitable  | Support of Social outreach, especially efforts to introduce youth to positive environments and develop leadership skills                                       | 5,000  |

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| Memorial Sloan -Kettering Cancer Center<br>Mental Health Association of Westchester | 1275 York Avenue, New York, NY 10065<br>2269 Saw Mill River Road, Building 1A,<br>Elmsford, NY 10523-3832<br>The Lincoln Center Plaza, NY, NY 10023 | None<br>None<br>None<br>None | 501 (c) (3)<br>501 (c) (3)<br>501 (c) (3)<br>501 (c) (3) | Support of the progressive care, control and cure of cancer<br>Support of programs to educate the community regarding mental health and wellness<br>Support of the Guild's youth education programs<br>Support of programs that enable critically needed advocacy, organizing, and legal and social services to Korean community members | 10,000<br>10,000<br>10,000<br>5,000 |
| Montefiore Medical Center                                                           | 136-19 41st Avenue, 3rd Floor, Flushing, NY 11355                                                                                                   | None                         | 501 (c) (3)                                              | Support of the publication of "Coping with Loss and Bereavement"                                                                                                                                                                                                                                                                         | 6,500                               |
| Mount Kisco Hebrew Congregation                                                     | 3544 Jerome Avenue, Bronx, NY 10467                                                                                                                 | None                         | Charitable                                               | Support of the publication of Talmudic novelle of Dr Leopold Rosenak (1868-1923)                                                                                                                                                                                                                                                         | 20,000                              |
| Mountain School                                                                     | 15 Stewart Place, Mount Kisco, NY 10549                                                                                                             | None                         | 501 (c) (3)                                              | Matching gift - Peter J Solomon Family Foundation                                                                                                                                                                                                                                                                                        | 300                                 |
| Museum at Eldridge Street                                                           | 151 Mountain School Road, Vershire, VT 05079<br>12 Eldridge Street, New York, NY 10002                                                              | None<br>None                 | 501 (c) (3)<br>501 (c) (3)                               | Support of the educational programs of the Museum<br>Support of the museum's educational programs and to enhance accessibility to students with autism                                                                                                                                                                                   | 5,000<br>10,000                     |
| Museum of the City of New York                                                      | 12 Eldridge Street, New York, NY 10002                                                                                                              | None                         | 501 (c) (3)                                              | Support of the Museum's general operating fund                                                                                                                                                                                                                                                                                           | 5,000                               |
| National Association of Professors of Hebrew                                        | 1220 Fifth Avenue, New York, NY 10029<br>1346 Van Hise Hall, 1220 Linder Drive,<br>University of Wisconsin, Madison, WI 53706                       | None<br>None                 | 501 (c) (3)<br>501 (c) (3)                               | Support of the publication of the 2012 ( volume of "Hebrew Studies"                                                                                                                                                                                                                                                                      | 5,000                               |
| National Kidney Foundation of Greater New York                                      | 30 East 33rd Street, New York, NY 10016                                                                                                             | None                         | 501 (c) (3)                                              | Support of programs in preventing kidney disease via public education and screening campaigns                                                                                                                                                                                                                                            | 25,000                              |
| Nature Conservancy                                                                  | 4245 N Fairfax Drive, Suite 100, Arlington, VA 22203                                                                                                | None                         | 501 (c) (3)                                              | Support of programs of conservation in New York's forests and the Hudson River estuary                                                                                                                                                                                                                                                   | 5,000                               |
| Netanya Foundation, The                                                             | 6 Hazoran Street, P O Box 7216, Netanya, 42172, Israel                                                                                              | None                         | 501 (c) (3)                                              | Support of the "Ecological Garden Initiative" at Tishrei Elementary School This effort provides young students with a strong sense of ecological awareness and leadership skills at a critical time in their education                                                                                                                   | 5,000                               |
| Neuropathy Association                                                              |                                                                                                                                                     | None                         | 501 (c) (3)                                              | Support of "research in the causes and cures for this little-known major disease afflicting an estimated 20 million Americans"                                                                                                                                                                                                           | 5,000                               |
| New Netherland Institute                                                            | 60 East 42nd Street, Suite 942, NY, NY 10165<br>P O Box 2536, Empire State Plaza Station,<br>Albany, NY 12220                                       | None                         | 501 (c) (3)                                              | Support of the New Netherlands Project and the New Netherlands Research Center                                                                                                                                                                                                                                                           | 15,000                              |
| New York Botanical Garden                                                           | Bronx, NY 10458-5126                                                                                                                                | None                         | 501 (c) (3)                                              | Support of the Professional Development Program for Teachers                                                                                                                                                                                                                                                                             | 15,000                              |
| New York Botanical Garden                                                           | Bronx, NY 10458-5126                                                                                                                                | None                         | 501 (c) (3)                                              | Support of the Professional Development Program for Teachers                                                                                                                                                                                                                                                                             | 10,000                              |
| New York Hall of Science                                                            | 47-01 111th Street, Queens, NY 11368-2950                                                                                                           | None                         | 501 (c) (3)                                              | Support of teacher professional development programs                                                                                                                                                                                                                                                                                     | 10,000                              |
| New York Landmarks Conservancy                                                      | One Whitehall Street, New York, NY 10004                                                                                                            | None                         | 501 (c) (3)                                              | Support of the "Sacred Sites" Program                                                                                                                                                                                                                                                                                                    | 5,000                               |
| New York Public Library                                                             |                                                                                                                                                     | None                         | 501 (c) (3)                                              | Support of the DOROT Jewish Division of the New York Public Library                                                                                                                                                                                                                                                                      | 20,000                              |
| New York University                                                                 | Fifth Ave & 42nd Street New York, NY 10018                                                                                                          | None                         | 501 (c) (3)                                              | Support of NYU/Wagner-Skirball Dual Degree Program in non-profit management and Judaic Studies Initial funding for \$75,000 (2011) and remaining payment of 37,500 to be made in 2012                                                                                                                                                    | 75,000                              |
| New York University Silver School of Social Work                                    | 25 West Fourth Street, 4th Floor, New York, NY 10012                                                                                                | None                         | 501 (c) (3)                                              | Support of NYU/Silver School of Social Work's Leadership Fellowship in Palliative Care and End-of-Life Care                                                                                                                                                                                                                              | 25,000                              |
| New Yorkers for Parks                                                               | 1 Washington Square North, New York, NY 10003                                                                                                       | None                         | 501 (c) (3)                                              | Support of efforts to champion quality parks and open space for all New Yorkers                                                                                                                                                                                                                                                          | 10,000                              |
| North American Conference on Ethiopian Jewry (NACOEJ)                               | 55 Board Street, 23rd Floor, NY, NY 10004<br>132 Nassau Street, Suite 412, NY NY 10038                                                              | None<br>None                 | 501 (c) (3)<br>501 (c) (3)                               | Support of programs in Israel for Ethiopian Jews                                                                                                                                                                                                                                                                                         | 10,000                              |

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|                                                                       |                                                                |             |                                                                                                                                                                                                                                  |        |
|-----------------------------------------------------------------------|----------------------------------------------------------------|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| Outward Bound                                                         | None                                                           | 501 (c) (3) | Support of programs to provide students from New York City's most underserved communities with the academic leadership and social skills that will enable them to succeed in school, college, careers and in all aspects of life | 25,000 |
| Outward Bound                                                         | 29-46 Northern Boulevard, Long Island City, NY 11101           | 501 (c) (3) | Support of Kurt Hahn Expeditionary Learning School in East Flabush, Brooklyn                                                                                                                                                     | 10,000 |
| P E F Israel Endowment Funds, Inc                                     | 317 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of the programs of the Center for the Advancement of the Blind                                                                                                                                                           | 3,000  |
| P E F Israel Endowment Funds, Inc                                     | 317 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support for the Inter-religious Coordinating Council in Israel                                                                                                                                                                   | 15,000 |
| P E F Israel Endowment Funds, Inc                                     | 317 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of Keren Klita - Jerusalem                                                                                                                                                                                               | 10,000 |
| P E F Israel Endowment Funds, Inc                                     | 317 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of the Hebrew publication of "The Mixed Multitude Jacob Frank and the Frankist Movement 1755-1816"                                                                                                                       | 5,000  |
| P E F Israel Endowment Funds, Inc                                     | 317 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of publication of "As the Flinty Rock The Lithuanian Yeshivot in Eastern Europe Between the Two World Wars", Ben-Tsion Kilbansky                                                                                         | 1,500  |
| P E F Israel Endowment Funds, Inc                                     | 318 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of programs for the Center for the Blind's programs in Israel                                                                                                                                                            | 3,000  |
| P E F Israel Endowment Funds, Inc                                     | 319 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of the Israel Free Loan Association to provide interest-free loans to worthy borrowers                                                                                                                                   | 10,000 |
| P E F Israel Endowment Funds, Inc                                     | 320 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support for programs of Dental Volunteers for Israel                                                                                                                                                                             | 5,000  |
| P E F Israel Endowment Funds, Inc                                     | 321 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support of publication of "Poems in Marble Inscriptions from the Jewish Cemeteries of Padua, 1529-1862," D Makrel of Bar-Ilan University & published by Yad Itzhak Ben-Zvi                                                       | 5,000  |
| P E F Israel Endowment Funds, Inc                                     | 322 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support for Israel Center for Educational Innovation which works to close the literacy gap between Ethiopian-Israeli children and their peers                                                                                    | 5,000  |
| P E F Israel Endowment Funds, Inc                                     | 323 Madison Avenue, Suite 607, NY NY 10017                     | 501 (c) (3) | Support for the "Ethiopians for Engineers" programs at the Jerusalem College of Technology                                                                                                                                       | 10,000 |
| Park Terrace Elementary School                                        | Bloomington Avenue Ext , Gloversville, NY 12078                | 501 (c) (3) | Support of parent outreach initiative                                                                                                                                                                                            | 3,000  |
| Prospect Park Alliance                                                | 95 Prospect Park West Brooklyn, NY 11215                       | 501 (c) (3) | Support of Educational Programming at the Prospect Park Audobon Center                                                                                                                                                           | 10,000 |
| Queens Library Foundation                                             | 89-11 Merrick Boulevard, Jamaica, NY 11432                     | 501 (c) (3) | Support of the Russian, Yiddish and Hebrew collections                                                                                                                                                                           | 15,000 |
| Queens borough Community College Fund                                 | 222-5 56th Avenue, Bayside, BY 11364                           | 501 (c) (3) | Support of offerings of programs and services                                                                                                                                                                                    | 5,000  |
| Reach Out and Read of Greater New York, Inc                           | 30 East 33rd Street, 6 Fl , NY NY 10016                        | 501 (c) (3) | Support of programs                                                                                                                                                                                                              | 7,500  |
| Reconstructionist Rabbinical College                                  | 1299 Church Road, Wyncote, PA 19095                            | 501 (c) (3) | Support of the Littauer Judaica Book Fund                                                                                                                                                                                        | 5,000  |
| Remember the Women Institute                                          | 11 Riverside Drive, Suite 3RE, New York, NY 10023              | 501 (c) (3) | Support of publication of "Mielec, Poland The Shtetl that Became a Nazi Concentration Camp," Gefen Publishers                                                                                                                    | 5,000  |
| Safe Horizon                                                          | 2 Lafayette Street, New York, NY 10007                         | 501 (c) (3) | Support of Street work Project which provides lifesaving services to homeless youth                                                                                                                                              | 10,000 |
| Scenic Hudson, Inc                                                    | One Civic Center Plaza, Suite 200, Poughkeepsie, NY 12601-3152 | 501 (c) (3) | Support of Scenic Hudson's Environmental Education and Park Programs                                                                                                                                                             | 7,500  |
| Schlesinger Library on the History of Women in America                | Harvard University, 10 Garden Street, Cambridge, MA 02138      | 501 (c) (3) | Support of the Louise Littauer Exhibition Fund                                                                                                                                                                                   | 10,000 |
| Selfhelp Community Services, Inc                                      | 520 Eighth Avenue, New York, NY 10018                          | 501 (c) (3) | Support of Holocaust survivors elderly men, women, and families at risk                                                                                                                                                          | 5,000  |
| Senior Citizen Services Center of Gloversville and Fulton County, Inc | 53 Church Street, Gloversville, NY 12078                       | 501 (c) (3) | Support of programs and services which benefit the Senior Community of Gloversville, NY                                                                                                                                          | 3,000  |

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| Sharsheret                                                                  | 1086 Teaneck Road, Suite3A, Teaneck, NJ 07686                                                                  | None | 501 (c) (3) | Support of young Jewish women facing breast and ovarian cancer                                                                                                                                  | 10,000  |
| Southern Institute for Education and Research                               | Tulane University, MR Box 1692, 31 McAlister Drive, New Orleans, LA 70118                                      | None | 501 (c) (3) | Support of Holocaust and tolerance workshops for community and teachers                                                                                                                         | 3,000   |
| Southern Jewish Historical Society                                          | 2517 Hartford Drive, Ellenwood, GA 30294                                                                       | None | 501 (c) (3) | Support of Volume 14 (2011) of Southern Jewish History                                                                                                                                          | 5,000   |
| Stanford University                                                         | Taube Center for Jewish Studies, Building 360, Room 362 H-1, Stanford, CA 94305                                | None | 501 (c) (3) | Support of publication of "Jewish Social Studies"                                                                                                                                               | 8,000   |
| Stanford University Librarians                                              | Cecil H Green Library, Standord, CA 94305                                                                      | None | 501 (c) (3) | Support of the Luciuws N Littauer Judaica Book Fund                                                                                                                                             | 15,000  |
| Stanford University Press                                                   | 1450 Page Mill Road, Palo Alto, CA 94304                                                                       | None | Charitable  | Radical Orthodoxy, " Jesse Olson                                                                                                                                                                | 1,000   |
| Stanford University Press                                                   | 1450 Page Mill Road, Palo Alto, CA 94304                                                                       | None | Charitable  | Support of publication of "Mixing Musics Turkish Jewry and the Urban Landscape of Sacred Song," M Jackson                                                                                       | 1,500   |
| Story Corps                                                                 | 80 Hanson Place, 2nd Floor, Brooklyn, NY 11217                                                                 | None | 501 (c) (3) | Support of "Legacy Initiative" to offer therapeutic listening and engagement to enhance the act of reminiscence and the presentation of stories among people facing life-threatening conditions | 25,000  |
| To the Top With Laptops, Inc                                                | 60 East 42nd Street, Suite 1320, NY, NY 10165                                                                  | None | Charitable  | Support of the programs to provide laptop computers and printers to scholarship college-bound students                                                                                          | 5,000   |
| Tufts University                                                            | P O Box 3306, Boston, MA 02241-3306                                                                            | None | 501 (c) (3) | Matching gift - Peter J Solomon Family Foundation                                                                                                                                               | 1,000   |
| UJA Federation of New York                                                  | 130 East 59th Street New York., NY 10022                                                                       | None | 501 (c) (3) | Matching gift - Robert D Frost                                                                                                                                                                  | 1,000   |
| United Hospital Fund                                                        | 350 Fifth Avenue, 23 Fl, NY NY 10118-2300                                                                      | None | 501 (c) (3) | Support of the programs to help improve health care throughout New York City                                                                                                                    | 10,000  |
| United Jewish Appeal - Federation of Jewish Philanthropies of New York, Inc | 130 East 59th Street New York., NY 10022                                                                       | None | 501 (c) (3) | \$75,000 in support of programs in NY and \$50,000 in support of programs to advance the resettlement of Jews in Israel                                                                         | 125,000 |
| United Jewish Appeal - Federation of Jewish Philanthropies of New York, Inc | 130 East 59th Street New York., NY 10022                                                                       | None | 501 (c) (3) | Support of the Jeannette Solomon NORC Cultural Arts Fund                                                                                                                                        | 25,000  |
| United Jewish Appeal - Federation of Jewish Philanthropies of New York, Inc | 130 East 59th Street New York., NY 10022                                                                       | None | 501 (c) (3) | Matching gift - Geula & Josh Solomon                                                                                                                                                            | 12,500  |
| University of CA at Berkeley Foundation                                     | 2241 Channing Way, Berkeley, CA 94720                                                                          | None | 501 (c) (3) | Support of the last two of the four-volume series, "Emma Goldman A Documentary History of the American Years, 1890-1919"                                                                        | 15,000  |
| University of Central Florida                                               | P O Box 161992, Orlando, FL 32816                                                                              | None | 501 (c) (3) | Support of the publication of "Restore Positive Judaism The Struggle to Establish Haskalah Judaism"                                                                                             | 3,000   |
| University of Florida                                                       | P O Box 115565, Gainesville, FL 32611                                                                          | None | 501 (c) (3) | Support of publication of the Second Volume of research, the first published as "Ten Mothers Representations of Motherhood in Modern Hebrew Fiction,"                                           | 5,000   |
| University of North Carolina (Chapel Hill)                                  | Davis Library, UNC-CB #3900, Chapel Hill, NC27514                                                              | None | 501 (c) (3) | A Balaban                                                                                                                                                                                       | 1,000   |
| University of Oregon                                                        | Robert D Clark Honors College, 1293 University of Oregon, Eugene, OR 97403                                     | None | 501 (c) (3) | Matching gift - Henry A Lowet, Esq                                                                                                                                                              | 7,000   |
| University of Pennsylvania                                                  | 208 College Hall, Philadelphia, PA 19104-6379                                                                  | None | 501 (c) (3) | Support of the publication of "Homeless Tongues Poetry and Languages of the Sephardic Diaspora"                                                                                                 | 3,650   |
| University of Utah                                                          | Languges and Literature Bldg , 255 S Central Campus Dr, Rm 01400, University of Utah, Salt Lake City, UT 84112 | None | 501 (c) (3) | Support of the Hebrew publication of "Beyond the Pale The Jewish encounter with Late Imperial Russia," B Nathans                                                                                | 2,500   |
|                                                                             |                                                                                                                | None | 501 (c) (3) | Support of the research phase of the upcoming book project on cross cultural Jewish literatures                                                                                                 |         |

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| University Press of New England             | Suite 250, One Court Street Lebanon, NH<br>03766-1358                                                                                                 | None | 501 (c) (3) | Support of the publication of four books (\$3,000 each)<br>1 The Modern Jewish Experience in World Cinema<br>2 The Rise of the Individual in 1950's Israel A Challenge to Collectivism                                                                                                                 | 12,000 |
| University Press of New England             | Suite 250 One Court Street, Lebanon,, NH<br>03766-1358                                                                                                | None | 501 (c) (3) | 3 Orthodox Jewish Men in an Egalitarian World<br>4 Jewish Renaissance and Revival in America<br>Support of two publications 1) "Fertility and Halakah A Gender Analysis," by Irshai and 2) Jews and Coffee Tradition and Innovation in Early Modern Germany," by Liberties Grant to be divided equally | 6,000  |
| Vassar College Annual Fund                  | Box 14, 124 Raymond Avenue, Poughkeepsie,<br>NY 12604-0014                                                                                            | None | 501 (c) (3) | Matching gift - Mark A. Bilski, '83<br>Support of programs caring freely for the uninsured                                                                                                                                                                                                             | 2,500  |
| VIM Berkshires Volunteers in Medicine       | 777 Main Street, Great Barrington, MA 01230                                                                                                           | None | 501 (c) (3) | Support of their Palliative Care Program<br>Support of Pediatric Palliative Care Program                                                                                                                                                                                                               | 5,000  |
| Visiting Nurse Association of Hudson Valley | 540 White Plains Road, Tarrytown, NY 10591<br>107 East 70th Street, New York, NY 10019<br>Campus Box 1202, One Brookings Drive, St<br>Louis, MO 63130 | None | 501 (c) (3) | Support of the Shmoeon Brismen Collection of Judaica<br>Support of the Forest Project Summer Collaborative (FPSC), a paid environmental internship for Bronx teens<br>Support of translation of "Shtetl XXI," a book that contains stories related to contemporary Jewish European society             | 20,000 |
| Visiting Nurse Service of New York          | 675 West 252nd Street, Bronx, NY 10471                                                                                                                | None | 501 (c) (3) |                                                                                                                                                                                                                                                                                                        | 15,000 |
| Washington University/St Louis              | Leonard N Simons Bldg 4809 Woodward<br>Avenue, Detroit, MI 48201                                                                                      | None | 501 (c) (3) |                                                                                                                                                                                                                                                                                                        | 5,000  |
| Wave Hill                                   | 206 Founders Hall, Dept of History, Wellesley<br>College, 106 Central Street, Wellesley, MA<br>02481                                                  | None | 501 (c) (3) | Support of travel arrangements with the research of the Great Jewish Revolt of AD 66-74                                                                                                                                                                                                                | 2,500  |
| Wayne State University Press                | 75 Park Street, Williamsburg, MA 01207-2141                                                                                                           | None | 501 (c) (3) | Matching gift - Dr. Stephan Brunberg, '62                                                                                                                                                                                                                                                              | 250    |
| Wellesley College                           | 75 Park Street, Williamsburg, MA 01207-2141                                                                                                           | None | 501 (c) (3) | Matching gift - Peter J. Solomon Family Foundation                                                                                                                                                                                                                                                     | 500    |
| Williams College Alumni Fund                | 290 Old Country Road, Mineola, NY 11501                                                                                                               | None | 501 (c) (3) | Support of the hospital's palliative care program                                                                                                                                                                                                                                                      | 7,500  |
| Williams College Alumni Fund                | P O Box 803, New Haven, CT 06503-0803                                                                                                                 | None | 501 (c) (3) | Matching gift - Henry A. Lowet, Esq '57                                                                                                                                                                                                                                                                | 1,000  |
| Winthrop University Hospital                | 322 Eighth Avenue, 14th Floor, NY NY 10001                                                                                                            | None | 501 (c) (3) | Support of the College Bound Initiative programs which offers low-income public school students college guidance services                                                                                                                                                                              | 50,000 |
| Yale Law School                             |                                                                                                                                                       |      |             |                                                                                                                                                                                                                                                                                                        |        |
| Young Women's Leadership Network            |                                                                                                                                                       |      |             |                                                                                                                                                                                                                                                                                                        |        |

**\$ 2,419,554**

STATEMENT C  
REALIZED GAINS AND LOSSES  
LUCIUS N. LITTAUER FOUNDATION, INC.  
TAX ID #13-1688027  
Chase Manhattan Private Bank  
Account # 04000197  
12/31/11

| <u>Open</u><br><u>Date</u>          | <u>Close</u><br><u>Date</u> | <u>Quantity</u> | <u>Security</u>                                           | <u>Cost</u><br><u>Basis</u> | <u>Proceeds</u> | <u>Gain Or Loss</u><br><u>Short Term</u> | <u>Long Term</u>     |
|-------------------------------------|-----------------------------|-----------------|-----------------------------------------------------------|-----------------------------|-----------------|------------------------------------------|----------------------|
| 10/06/06                            | 01/20/11                    | 20,000          | POWERSHARES QQQ TRUST UNIT SER 1                          | 831,805 18                  | 1,118,947.07    |                                          | 287,141.89           |
| 06/16/10                            | 03/07/11                    | 5,000           | COVIDIEN LIMITED                                          | 208,376.82                  | 261,561 03      | 53,184 21                                |                      |
| 10/05/10                            | 03/07/11                    | 2,000           | ROYAL DUTCH SHELL PLC SPONSORED ADR RESP1                 | 124,279 50                  | 142,700.17      | 18,420 67                                |                      |
| 01/01/70                            | 03/16/11                    | 1,500           | INTL BUSINESS MACHINES CORP CMN                           | 21,330 14                   | 227,036 63      |                                          | 205,706 49           |
| 02/10/09                            | 04/12/11                    | 1,000           | AMAZON.COM INC                                            | 67,326 05                   | 182,348.66      |                                          | 115,022.61           |
| 02/07/07                            | 04/12/11                    | 8,500           | SEMICONDUCTOR HOLDERS TRUST                               | 282,860 40                  | 285,624 16      |                                          | 2,763.76             |
| 12/20/10                            | 04/12/11                    | 8,000           | SUNCOR ENERGY INC                                         | 292,577.45                  | 345,770.88      | 53,193 43                                |                      |
| 06/23/09                            | 06/02/11                    | 800             | APPLE, INC CMN                                            | 107,869 72                  | 275,723 87      |                                          | 167,854 15           |
| 08/08/08                            | 06/02/11                    | 4,000           | ISHARES TR RUSSELL 2000 GROWTH INDX FND                   | 318,002.59                  | 371,617.54      |                                          | 53,614.95            |
| 02/13/08                            | 06/02/11                    | 1,000           | ISHARES TR RUSSELL 2000 GROWTH INDX FND                   | 76,704.88                   | 92,904.39       |                                          | 16,199.51            |
| 01/01/70                            | 09/21/11                    | 2,500           | INTL BUSINESS MACHINES CORP CMN                           | 35,550.24                   | 437,416.59      |                                          | 401,866 35           |
| 06/27/11                            | 09/22/11                    | 6,000,000       | UNITED STATES TREAS BILL 09/22/11<br>0.000% Due 09-22-11  | 5,999,885 00                | 5,999,885.00    | -                                        |                      |
| 03/20/07                            | 09/28/11                    | 8,000           | ABBOTT LABORATORIES                                       | 436,666.21                  | 410,952.10      |                                          | (25,714 11)          |
| 07/14/11                            | 10/13/11                    | 2,000,000       | UNITED STATES TREAS BILL 10/13/11<br>0.000% Due 10-13-11  | 2,000,077 50                | 2,000,000 00    | (77.50)                                  |                      |
| 02/10/09                            | 11/07/11                    | 1,000           | AMAZON COM INC                                            | 67,326 05                   | 216,382 83      |                                          | 149,056 78           |
| 10/12/11                            | 11/10/11                    | 2,000,000       | UNITED STATES TREAS BILL 11/10/11<br>0 000% Due 11-10-11  | 1,999,984 44                | 1,999,984 44    | -                                        |                      |
| 03/04/10                            | 11/10/11                    | 5,000           | BAXTER INTERNATIONAL INC CMN                              | 296,766 67                  | 266,344 87      |                                          | (30,421.80)          |
| 01/01/70                            | 11/28/11                    | 11,754          | DPL INC                                                   | 19,159.00                   | 352,620 00      |                                          | 333,461.00           |
| 11/08/11                            | 12/08/11                    | 2,000,000       | UNITED STATES TREAS BILL 12/8/11<br>0 000% Due 12-08-11   | 2,000,000 00                | 2,000,000.00    | -                                        |                      |
| 10/22/09                            | 12/14/11                    | 10,000          | MARKET VECTORS ETF TRGOLD MINERS ETF FD                   | 471,803.21                  | 518,237 33      |                                          | 46,434.12            |
| 09/19/11                            | 12/22/11                    | 6,000,000       | UNITED STATES TREAS BILLS 12/22/11<br>0 000% Due 12-22-11 | 5,999,848.32                | 5,999,848 32    | -                                        |                      |
| <b>TOTAL GAINS</b>                  |                             |                 |                                                           |                             |                 | 124,798.31                               | 1,779,121.60         |
| <b>TOTAL LOSSES</b>                 |                             |                 |                                                           |                             |                 | (77 50)                                  | (56,135 91)          |
|                                     |                             |                 |                                                           |                             |                 | <b>21,658,199.37</b>                     | <b>23,505,905.88</b> |
|                                     |                             |                 |                                                           |                             |                 | <b>124,720.81</b>                        | <b>1,722,985.69</b>  |
| <b>TOTAL REALIZED GAIN / (LOSS)</b> |                             |                 | <b>1,847,706.50</b>                                       |                             |                 |                                          |                      |

Client 1102686-0001 - The Lucius N. Littauer Foundation, Inc  
Engagement AUD - The Lucius N. Littauer Foundation, Inc.  
Period Ending 12/31/2011  
Trial Balance TB  
Workpaper 3100.02 - Tax Grouping TB

4/25/2012  
9 54 AM

| Account                                                        | Description                   | 1st PP-FINAL<br>12/31/2010 | 1st PP-FTAX<br>12/31/2010 | FINAL<br>12/31/2011    | FTAX<br>12/31/2011     |
|----------------------------------------------------------------|-------------------------------|----------------------------|---------------------------|------------------------|------------------------|
| <b>Group : [4100.00] Cash and Equivalents</b>                  |                               |                            |                           |                        |                        |
| <b>Subgroup : [4100.] Cash and Cash Equivalents Lead</b>       |                               |                            |                           |                        |                        |
| 101-00                                                         | Cash-Chase a/c#895325009      | 102,858 55                 | 102,858 55                | (54,790 01)            | (54,790 01)            |
| 105-00                                                         | Petty Cash Fund               | 150 00                     | 150 00                    | 150 00                 | 150 00                 |
| <b>Subtotal [4100.01] Cash and Cash Equivalents Lead</b>       |                               | <b>103,008.55</b>          | <b>103,008.55</b>         | <b>(54,640 01)</b>     | <b>(54,640.01)</b>     |
| <b>Total [4100.00] Cash and Equivalents</b>                    |                               | <b>103,008.55</b>          | <b>103,008.55</b>         | <b>(54,640 01)</b>     | <b>(54,640.01)</b>     |
| <b>Group : [4150.00] Investments</b>                           |                               |                            |                           |                        |                        |
| <b>Subgroup : [4150.] Money Market</b>                         |                               |                            |                           |                        |                        |
| 111-04                                                         | ChVista US Gvt MM Fd - Income | 8,767,007 03               | 8,767,007 03              | 2,641,798 34           | 2,641,798 34           |
| <b>Subtotal [4150.02] Money Market</b>                         |                               | <b>8,767,007.03</b>        | <b>8,767,007.03</b>       | <b>2,641,798.34</b>    | <b>2,641,798.34</b>    |
| <b>Subgroup : [4150.] Common Stocks</b>                        |                               |                            |                           |                        |                        |
| 112-01                                                         | Common Stocks                 | 12,181,617 43              | 12,181,617 43             | 11,581,055 44          | 11,581,055 44          |
| <b>Subtotal [4150.03] Common Stocks</b>                        |                               | <b>12,181,617.43</b>       | <b>12,181,617.43</b>      | <b>11,581,055.44</b>   | <b>11,581,055.44</b>   |
| <b>Subgroup : [4150.] Bonds and Notes</b>                      |                               |                            |                           |                        |                        |
| 112-04                                                         | Bonds & Notes                 | 7,311,784 84               | 7,311,784 84              | 14,140,603 75          | 14,140,603 75          |
| <b>Subtotal [4150.04] Bonds and Notes</b>                      |                               | <b>7,311,784.84</b>        | <b>7,311,784.84</b>       | <b>14,140,603.75</b>   | <b>14,140,603.75</b>   |
| <b>Subgroup : [4150.] Mutual Funds</b>                         |                               |                            |                           |                        |                        |
| 112-06                                                         | JP Morgan Select Fund #690    | 886,822 31                 | 886,822 31                | 983,771 61             | 983,771 61             |
| <b>Subtotal [4150.05] Mutual Funds</b>                         |                               | <b>886,822.31</b>          | <b>886,822.31</b>         | <b>983,771 61</b>      | <b>983,771.61</b>      |
| <b>Total [4150.00] Investments</b>                             |                               | <b>29,147,231.61</b>       | <b>29,147,231.61</b>      | <b>29,347,229.14</b>   | <b>29,347,229.14</b>   |
| <b>Group : [4600.00] Property and Equipment</b>                |                               |                            |                           |                        |                        |
| <b>Subgroup : [4600.] Furniture and fixtures</b>               |                               |                            |                           |                        |                        |
| 114-00                                                         | Furn , Fixt & Equipment       | 4,971 30                   | 4,971 30                  | 4,971 30               | 4,971 30               |
| <b>Subtotal [4600.03] Furniture and fixtures</b>               |                               | <b>4,971.30</b>            | <b>4,971.30</b>           | <b>4,971.30</b>        | <b>4,971 30</b>        |
| <b>Subgroup : [4600.] Accumulated Depreciation</b>             |                               |                            |                           |                        |                        |
| 116-00                                                         | Accum Depr -F, F & Equip      | (4,796 30)                 | (4,796 30)                | (4,971 30)             | (4,971 30)             |
| <b>Subtotal [4600.10] Accumulated Depreciation</b>             |                               | <b>(4,796.30)</b>          | <b>(4,796.30)</b>         | <b>(4,971.30)</b>      | <b>(4,971 30)</b>      |
| <b>Total [4600.00] Property and Equipment</b>                  |                               | <b>175 00</b>              | <b>175.00</b>             | <b>0.00</b>            | <b>0 00</b>            |
| <b>Group : [4800.00] Other Noncurrent Assets</b>               |                               |                            |                           |                        |                        |
| <b>Subgroup : [4800.] Security deposits</b>                    |                               |                            |                           |                        |                        |
| 118-00                                                         | Rent Security Deposit         | 3,180 00                   | 3,180 00                  | 1,600 00               | 1,600 00               |
| <b>Subtotal [4800.01] Security deposits</b>                    |                               | <b>3,180.00</b>            | <b>3,180.00</b>           | <b>1,600.00</b>        | <b>1,600.00</b>        |
| <b>Total [4800.00] Other Noncurrent Assets</b>                 |                               | <b>3,180.00</b>            | <b>3,180.00</b>           | <b>1,600.00</b>        | <b>1,600.00</b>        |
| <b>Group : [5100.00] Accounts Payable and Accrued Expenses</b> |                               |                            |                           |                        |                        |
| <b>Subgroup : [5100.] Other accrued expenses</b>               |                               |                            |                           |                        |                        |
| 202-01                                                         | FICA WITHHELD                 | (56 63)                    | (56 63)                   | (56 63)                | (56 63)                |
| 202-02                                                         | Medicare Withheld             | (0 08)                     | (0 08)                    | (0 08)                 | (0 08)                 |
| 202-03                                                         | Federal Withholding           | 0 14                       | 0 14                      | 0 14                   | 0 14                   |
| 202-05                                                         | NY City Withholding           | 299 99                     | 299 99                    | 299 99                 | 299 99                 |
| <b>Subtotal [5100.03] Other accrued expenses</b>               |                               | <b>243 42</b>              | <b>243.42</b>             | <b>243 42</b>          | <b>243.42</b>          |
| <b>Total [5100.00] Accounts Payable and Accrued Expenses</b>   |                               | <b>243.42</b>              | <b>243 42</b>             | <b>243 42</b>          | <b>243.42</b>          |
| <b>Group : [6100.00] Net Assets</b>                            |                               |                            |                           |                        |                        |
| <b>Subgroup : [6100.] Unrestricted</b>                         |                               |                            |                           |                        |                        |
| 250-00                                                         | Fund Balance                  | (28,533,568 44)            | (28,533,568 44)           | (28,533,568 44)        | (28,533,568 44)        |
| 299-00                                                         | P&L Summary                   | (2,948,382 79)             | (2,948,382 79)            | (720,270 14)           | (720,270 14)           |
| <b>Subtotal [6100.02] Unrestricted</b>                         |                               | <b>(31,481,951.23)</b>     | <b>(31,481,951.23)</b>    | <b>(29,253,838.58)</b> | <b>(29,253,838.58)</b> |
| <b>Total [6100.00] Net Assets</b>                              |                               | <b>(31,481,951.23)</b>     | <b>(31,481,951.23)</b>    | <b>(29,253,838.58)</b> | <b>(29,253,838.58)</b> |
| <b>Group : [7300.00] Other Revenue</b>                         |                               |                            |                           |                        |                        |
| <b>Subgroup : [7300.] Interest</b>                             |                               |                            |                           |                        |                        |
| 302-02                                                         | Custody A/C - M/M Fds         | (9,134 87)                 | (9,134 87)                | (11,165 76)            | (11,165 76)            |

Client **1102686-0001 - The Lucius N. Littauer Foundation, Inc.**  
Engagement **AUD - The Lucius N. Littauer Foundation, Inc.**  
Period Ending **12/31/2011**  
Trial Balance **TB**  
Workpaper **3100.02 - Tax Grouping TB**

4/25/2012  
9 54 AM

| Account                                                              | Description                        | 1st PP-FINAL<br>12/31/2010 | 1st PP-FTAX<br>12/31/2010 | FINAL<br>12/31/2011   | FTAX<br>12/31/2011    |
|----------------------------------------------------------------------|------------------------------------|----------------------------|---------------------------|-----------------------|-----------------------|
| 302-03                                                               | Interest - Bonds & Notes           | (389,478 17)               | (389,478 17)              | (302,525 63)          | (302,525 63)          |
| 302-06                                                               | Interest - U S Treasury Bills      | (72,500 00)                | (72,500 00)               | (75,782 24)           | (75,782 24)           |
| 306-00                                                               | Miscellaneous Income               | 0 00                       | 0 00                      | (700 00)              | (700 00)              |
| <b>Subtotal [7300.10] Interest</b>                                   |                                    | <b>(471,113.04)</b>        | <b>(471,113.04)</b>       | <b>(390,173.63)</b>   | <b>(390,173.63)</b>   |
| <b>Subgroup : [7300. Dividend Income</b>                             |                                    |                            |                           |                       |                       |
| 300-01                                                               | Dividends - Common Stock           | (452,918 57)               | (452,918 57)              | (525,526 93)          | (525,526 93)          |
| <b>Subtotal [7300.20] Dividend Income</b>                            |                                    | <b>(452,918 57)</b>        | <b>(452,918.57)</b>       | <b>(525,526.93)</b>   | <b>(525,526.93)</b>   |
| <b>Subgroup : [7300. Realized Gain (loss) on sale of securities</b>  |                                    |                            |                           |                       |                       |
| 304-00                                                               | Capital Gains & Losses             | 964,522 66                 | 964,522 66                | (1,847,706 50)        | (1,847,706 50)        |
| <b>Subtotal [7300.40] Realized Gain (loss) on sale of securities</b> |                                    | <b>964,522.66</b>          | <b>964,522.66</b>         | <b>(1,847,706.50)</b> | <b>(1,847,706.50)</b> |
| <b>Total [7300.00] Other Revenue</b>                                 |                                    |                            |                           |                       |                       |
|                                                                      |                                    | <b>40,491.05</b>           | <b>40,491.05</b>          | <b>(2,763,407.06)</b> | <b>(2,763,407.06)</b> |
| <b>Group : [7500.00] Expenses</b>                                    |                                    |                            |                           |                       |                       |
| <b>Subgroup : [7510] Salaries</b>                                    |                                    |                            |                           |                       |                       |
| 366-01                                                               | William L. Frost - Salanes         | 117,693 96                 | 117,693 96                | 88,270 47             | 88,270 47             |
| <b>Subtotal [7510] Salaries</b>                                      |                                    | <b>117,693.96</b>          | <b>117,693.96</b>         | <b>88,270.47</b>      | <b>88,270.47</b>      |
| <b>Subgroup : [7520] Payroll Taxes and Fringe Benefits</b>           |                                    |                            |                           |                       |                       |
| 368-00                                                               | Taxes                              | 947 18                     | 947 18                    | 0 00                  | 0 00                  |
| 368-01                                                               | F I C A                            | 6,621 60                   | 6,621 60                  | 5,472 81              | 5,472 81              |
| 368-02                                                               | Medicare                           | 1,706 52                   | 1,706 52                  | 1,279 89              | 1,279 89              |
| 368-03                                                               | N Y S U I                          | 127 51                     | 127 51                    | 130 12                | 130 12                |
| 368-05                                                               | NYS Annual Filing Fee              | 750 00                     | 750 00                    | 750 00                | 750 00                |
| 368-07                                                               | Foreign Taxes Withheld             | 1,374 79                   | 1,374 79                  | 5,442 61              | 5,442 61              |
| 368-08                                                               | New York City MCTMT                | 400 16                     | 400 16                    | 400 16                | 400 16                |
| 368-09                                                               | Tax Penalty                        | 0 00                       | 0 00                      | 56 10                 | 56 10                 |
| <b>Subtotal [7520] Payroll Taxes and Fringe Benefits</b>             |                                    | <b>11,927.76</b>           | <b>11,927.76</b>          | <b>13,531.69</b>      | <b>13,531.69</b>      |
| <b>Subgroup : [7540] Professional Fees</b>                           |                                    |                            |                           |                       |                       |
| 362-04                                                               | Professional Fees - accounting fee | 61,462 00                  | 61,462 00                 | 63,504 04             | 63,504 04             |
| <b>Subtotal [7540] Professional Fees</b>                             |                                    | <b>61,462.00</b>           | <b>61,462.00</b>          | <b>63,504 04</b>      | <b>63,504.04</b>      |
| <b>Subgroup : [7560] Insurance</b>                                   |                                    |                            |                           |                       |                       |
| 362-02                                                               | Insurance                          | 8,033 64                   | 8,033 64                  | 4,202 01              | 4,202 01              |
| <b>Subtotal [7560] Insurance</b>                                     |                                    | <b>8,033.64</b>            | <b>8,033.64</b>           | <b>4,202.01</b>       | <b>4,202.01</b>       |
| <b>Subgroup : [7570] Office Supplies, etc.</b>                       |                                    |                            |                           |                       |                       |
| 362-09                                                               | Office Supplies & Exp              | 3,867 75                   | 3,867 75                  | 6,009 90              | 6,009 90              |
| <b>Subtotal [7570] Office Supplies, etc.</b>                         |                                    | <b>3,867.75</b>            | <b>3,867.75</b>           | <b>6,009.90</b>       | <b>6,009.90</b>       |
| <b>Subgroup : [7580] Travel and Transportation</b>                   |                                    |                            |                           |                       |                       |
| 362-01                                                               | Fares & Travel                     | 813 15                     | 813 15                    | 556 44                | 556 44                |
| <b>Subtotal [7580] Travel and Transportation</b>                     |                                    | <b>813 15</b>              | <b>813.15</b>             | <b>556.44</b>         | <b>556.44</b>         |
| <b>Subgroup : [7590] Telephone</b>                                   |                                    |                            |                           |                       |                       |
| 362-07                                                               | Telephone & Telegraph              | 3,067 11                   | 3,067 11                  | 2,583 88              | 2,583 88              |
| <b>Subtotal [7590] Telephone</b>                                     |                                    | <b>3,067.11</b>            | <b>3,067.11</b>           | <b>2,583.88</b>       | <b>2,583.88</b>       |
| <b>Subgroup : [7600] Office Care and Maintenance</b>                 |                                    |                            |                           |                       |                       |
| 362-03                                                               | Office Care & Maint                | 25,469 00                  | 25,469 00                 | 35,540 72             | 35,540 72             |
| <b>Subtotal [7600] Office Care and Maintenance</b>                   |                                    | <b>25,469.00</b>           | <b>25,469.00</b>          | <b>35,540.72</b>      | <b>35,540.72</b>      |
| <b>Subgroup : [7630] Depreciation and Amortization Expenses</b>      |                                    |                            |                           |                       |                       |
| 369-00                                                               | Deprec -F , F & Equip              | 300 00                     | 300 00                    | 175 00                | 175 00                |
| <b>Subtotal [7630] Depreciation and Amortization Expenses</b>        |                                    | <b>300.00</b>              | <b>300.00</b>             | <b>175.00</b>         | <b>175.00</b>         |
| <b>Subgroup : [7670] Grant Expense</b>                               |                                    |                            |                           |                       |                       |
| 360-00                                                               | Grants Made                        | 1,862,220 00               | 1,862,220 00              | 2,419,554 00          | 2,419,554 00          |
| <b>Subtotal [7670] Grant Expense</b>                                 |                                    | <b>1,862,220.00</b>        | <b>1,862,220.00</b>       | <b>2,419,554.00</b>   | <b>2,419,554 00</b>   |
| <b>Subgroup : [7500. Books and Periodicals</b>                       |                                    |                            |                           |                       |                       |
| 350-00                                                               | Books & Periodicals                | 390 00                     | 390 00                    | 250 00                | 250 00                |
| <b>Subtotal [7500.01] Books and Periodicals</b>                      |                                    | <b>390.00</b>              | <b>390.00</b>             | <b>250 00</b>         | <b>250.00</b>         |
| <b>Subgroup : [7500. Conferences and Meetings</b>                    |                                    |                            |                           |                       |                       |
| 352-00                                                               | Conferences & Meetings             | 1,167 17                   | 1,167 17                  | 1,392 49              | 1,392 49              |
| <b>Subtotal [7500.02] Conferences and Meetings</b>                   |                                    | <b>1,167.17</b>            | <b>1,167.17</b>           | <b>1,392.49</b>       | <b>1,392.49</b>       |

Client 1102686-0001 - The Lucius N. Littauer Foundation, Inc.  
Engagement AUD - The Lucius N. Littauer Foundation, Inc.  
Period Ending 12/31/2011  
Trial Balance TB  
Workpaper 3100.02 - Tax Grouping TB

4/25/2012  
9 54 AM

| Account                                                       | Description                                 | 1st PP-FINAL<br>12/31/2010 | 1st PP-FTAX<br>12/31/2010 | FINAL<br>12/31/2011 | FTAX<br>12/31/2011  |
|---------------------------------------------------------------|---------------------------------------------|----------------------------|---------------------------|---------------------|---------------------|
| <b>Subgroup : [7500.] Custodian Fees and Services</b>         |                                             |                            |                           |                     |                     |
| 354-00                                                        | Custodian Fees & Services                   | 15,666 47                  | 15,666 47                 | 12,104 09           | 12,104 09           |
| <b>Subtotal [7500.03]</b>                                     | <b>Custodian Fees and Services</b>          | <b>15,666.47</b>           | <b>15,666.47</b>          | <b>12,104.09</b>    | <b>12,104.09</b>    |
| <b>Subgroup : [7500.] Dues and Membership</b>                 |                                             |                            |                           |                     |                     |
| 356-00                                                        | Dues & Membership                           | 550 00                     | 550 00                    | 575 00              | 575 00              |
| <b>Subtotal [7500.05]</b>                                     | <b>Dues and Membership</b>                  | <b>550.00</b>              | <b>550.00</b>             | <b>575.00</b>       | <b>575.00</b>       |
| <b>Subgroup : [7500.] Postage and Delivery</b>                |                                             |                            |                           |                     |                     |
| 362-06                                                        | Postage & Delivery                          | 1,147 64                   | 1,147 64                  | 685 67              | 685 67              |
| <b>Subtotal [7500.06]</b>                                     | <b>Postage and Delivery</b>                 | <b>1,147 64</b>            | <b>1,147.64</b>           | <b>685.67</b>       | <b>685.67</b>       |
| <b>Total [7500.00]</b>                                        | <b>Expenses</b>                             | <b>2,113,775.65</b>        | <b>2,113,775.65</b>       | <b>2,648,935 40</b> | <b>2,648,935.40</b> |
| <b>Group : [7520.00] Fringe Benefits</b>                      |                                             |                            |                           |                     |                     |
| <b>Subgroup : [7520.] Pension</b>                             |                                             |                            |                           |                     |                     |
| 359-00                                                        | Pension Plan Contribution                   | 16,000 00                  | 16,000 00                 | 32,000 00           | 32,000 00           |
| <b>Subtotal [7520.05]</b>                                     | <b>Pension</b>                              | <b>16,000.00</b>           | <b>16,000.00</b>          | <b>32,000.00</b>    | <b>32,000.00</b>    |
| <b>Subgroup : [7520.] Health Insurance</b>                    |                                             |                            |                           |                     |                     |
| 358-00                                                        | Employee Health Insurance                   | 80 00                      | 80 00                     | 0 00                | 0 00                |
| 358-01                                                        | William L. Frost - Health Ins               | 2,333 52                   | 2,333 52                  | 1,166 76            | 1,166 76            |
| 359-03                                                        | Susan Frost- Health Ins                     | 2,333 52                   | 2,333 52                  | 1,166 76            | 1,166 76            |
| <b>Subtotal [7520.06]</b>                                     | <b>Health Insurance</b>                     | <b>4,747.04</b>            | <b>4,747.04</b>           | <b>2,333.52</b>     | <b>2,333.52</b>     |
| <b>Total [7520.00]</b>                                        | <b>Fringe Benefits</b>                      | <b>20,747.04</b>           | <b>20,747.04</b>          | <b>34,333.52</b>    | <b>34,333.52</b>    |
| <b>Group : [7530.00] Occupancy</b>                            |                                             |                            |                           |                     |                     |
| <b>Subgroup : [7530.] Rent</b>                                |                                             |                            |                           |                     |                     |
| 364-00                                                        | Rent                                        | 32,658 91                  | 32,658 91                 | 31,400 17           | 31,400 17           |
| <b>Subtotal [7530.01]</b>                                     | <b>Rent</b>                                 | <b>32,658 91</b>           | <b>32,658.91</b>          | <b>31,400.17</b>    | <b>31,400.17</b>    |
| <b>Total [7530.00]</b>                                        | <b>Occupancy</b>                            | <b>32,658.91</b>           | <b>32,658.91</b>          | <b>31,400 17</b>    | <b>31,400 17</b>    |
| <b>Group : [7680.00] Federal Excise Tax exp on investment</b> |                                             |                            |                           |                     |                     |
| <b>Subgroup : None</b>                                        |                                             |                            |                           |                     |                     |
| 368-04                                                        | Federal Excise                              | 20,440 00                  | 20,440 00                 | 8,144 00            | 8,144 00            |
| <b>Subtotal : None</b>                                        |                                             | <b>20,440.00</b>           | <b>20,440.00</b>          | <b>8,144.00</b>     | <b>8,144.00</b>     |
| <b>Total [7680.00]</b>                                        | <b>Federal Excise Tax exp on investment</b> | <b>20,440 00</b>           | <b>20,440.00</b>          | <b>8,144.00</b>     | <b>8,144.00</b>     |
| <b>Sum of Account Groups</b>                                  |                                             |                            |                           |                     |                     |
|                                                               |                                             | <b>0.00</b>                | <b>0.00</b>               | <b>0.00</b>         | <b>0.00</b>         |
| <b>Net (Income) Loss</b>                                      |                                             |                            |                           |                     |                     |
|                                                               |                                             | <b>2,228,112.65</b>        | <b>2,228,112.65</b>       | <b>(40,593.97)</b>  | <b>(40,593.97)</b>  |

Lucius N. Littauer Foundation, Inc.  
Tax Return Worksheet: 990-PF  
12/31/2011

**Part X - Minimum Investment Return**

|                                | 8000.03         |              | 8000.04             |              |
|--------------------------------|-----------------|--------------|---------------------|--------------|
|                                | Fixed<br>Income | Equities     | Cash<br>Investments | Cash         |
| Jan-11                         | 7,729,500 ✓     | 23,567,635 ✓ | 9,687,530 ✓         | 432,029.00 ✓ |
| Feb-11                         | 7,593,528 ✓     | 24,445,572 ✓ | 9,269,869 ✓         | 334,693.00 ✓ |
| Mar-11                         | 7,489,133 ✓     | 24,389,238 ✓ | 9,603,438 ✓         | 276,532.00 ✓ |
| Apr-11                         | 7,442,718 ✓     | 24,370,659 ✓ | 10,373,504 ✓        | 303,373.00 ✓ |
| May-11                         | 7,446,363 ✓     | 25,089,923 ✓ | 9,202,970 ✓         | 464,619.00 ✓ |
| Jun-11                         | 7,366,653 ✓     | 24,408,928 ✓ | 9,502,718 ✓         | 448,893.00 ✓ |
| Jul-11                         | 7,344,597 ✓     | 24,096,982 ✓ | 9,636,023 ✓         | 356,167.00 ✓ |
| Aug-11                         | 7,293,500 ✓     | 22,788,787 ✓ | 9,313,173 ✓         | 363,619.00 ✓ |
| Sep-11                         | 7,138,158 ✓     | 21,159,317 ✓ | 9,509,373 ✓         | 270,977.00 ✓ |
| Oct-11                         | 7,034,715 ✓     | 23,222,706 ✓ | 9,673,121 ✓         | 181,446.00 ✓ |
| Nov-11                         | 6,936,655 ✓     | 22,631,025 ✓ | 9,934,578 ✓         | 518,249.00 ✓ |
| Dec-11                         | 6,841,226 ✓     | 22,246,089 ✓ | 10,641,478 ✓        | 346,654.00 ✓ |
| <b>Total</b>                   | 87,656,746      | 282,416,861  | 116,347,775         | 4,297,251.00 |
| <b>Average</b> (Divided by 12) | 7,304,729       | 23,534,738   | 9,695,648           | 358,104      |
|                                | <b>A</b>        | <b>B</b>     | <b>C</b>            | <b>D</b>     |

**Line 1a: Average monthly FMV of securities**

Sum of A and B

30,839,467

**Line 1b: Average monthly cash balance**

Sum of C and D

10,053,752

**Line 1c: Fair market value of all other assets**

|                                      |       |
|--------------------------------------|-------|
| Investment - Land                    | -     |
| Land, building, and equipment, basis | 0     |
| Other assets - Rent security deposit | 1,600 |
| Exchange                             | 0     |
| Other receivable                     | 0     |
| Payroll taxes                        | 243   |

**Total**

1,843

as of 6/1/11  
includes  
USTBills