Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation
SAMUEL J. & ETHEL LEFRAK CHARITABLE TRUST

A Employer identification number
13-3378881

Number and street (or P O box number if mail is not delivered to street address): 1007 NORTH ORANGE STREET
Room/suite: 210

B Telephone number
302-656-2390

City or town, state, and ZIP code
WILMINGTON, DE 19801

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,205,043.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	971.	971.		STATEMENT 1
	4 Dividends and interest from securities	140,851.	140,851.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	282,966.			
	b Gross sales price for all assets on line 6a 2,269,694.				
	7 Capital gain net income (from Part IV, line 2)		282,966.		
	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	424,788.	424,788.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	31,655.	15,828.		0.
	17 Interest				
	18 Taxes STMT 4	3,400.	3,400.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	100,484.	50,242.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	135,539.	69,470.		0.
	25 Contributions, gifts, grants paid	531,096.			531,096.
	26 **Total expenses and disbursements.** Add lines 24 and 25	666,635.	69,470.		531,096.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<241,847.>			
	b **Net investment income** (if negative, enter -0-)		355,318.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	230,753.	454,214.	454,214.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,285,104.	3,269,175.	3,462,975.
	c Investments - corporate bonds STMT 7	2,609,330.	2,267,065.	2,389,264.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,142,315.	2,036,335.	1,890,675.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	9,049.	7,915.	7,915.
	16 **Total assets** (to be completed by all filers)	8,276,551.	8,034,704.	8,205,043.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	101.	101.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,276,450.	8,034,603.	
	30 **Total net assets or fund balances**	8,276,551.	8,034,704.	
	31 **Total liabilities and net assets/fund balances**	8,276,551.	8,034,704.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,276,551.
2 Enter amount from Part I, line 27a	2	<241,847.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,034,704.
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	8,034,704.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,269,694.		1,986,728.	282,966.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				282,966.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	282,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	520,666.	8,602,958.	.060522
2009	498,251.	7,054,047.	.070633
2008	738,734.	8,974,132.	.082318
2007	798,036.	10,486,896.	.076098
2006	660,338.	10,160,003.	.064994

2 **Total** of line 1, column (d)	2	.354565
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.070913
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,717,427.
5 Multiply line 4 by line 3	5	618,179.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,553.
7 Add lines 5 and 6	7	621,732.
8 Enter qualifying distributions from Part XII, line 4	8	531,096.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,106.
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	7,106.
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	7,106.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	7,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	35.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	359.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 359. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ THE LEFRAK TRUST COMPANY Telephone no. ▶ 302-656-2390			
	Located at ▶ 1007 N. ORANGE STREET, SUITE 210, WILMINGTON, DE ZIP+4 ▶ 19801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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
HARRISON LEFRAK C/O LEFRAK ORGANIZATION, 40 W. 57TH S NEW YORK, NY 10019	CO-TRUSTEE 0.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	6,138,909.
b	Average of monthly cash balances	1b	2,711,271.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,850,180.
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	8,850,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	132,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,717,427.
6	**Minimum investment return.** Enter 5% of line 5	6	435,871.

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	435,871.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 7,106.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,106.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	428,765.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	428,765.
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	428,765.

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	531,096.
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	531,096.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	531,096.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				428,765.
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 136,856.				
b From 2007 292,229.				
c From 2008 292,487.				
d From 2009 146,791.				
e From 2010 91,945.				
f **Total** of lines 3a through e	960,308.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 531,096.				
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				428,765.
e Remaining amount distributed out of corpus	102,331.			
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	1,062,639.			
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	136,856.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	925,783.			
10 Analysis of line 9:				
a Excess from 2007 292,229.				
b Excess from 2008 292,487.				
c Excess from 2009 146,791.				
d Excess from 2010 91,945.				
e Excess from 2011 102,331.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED			RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES	531,096.
Total			▶ 3a	531,096.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	971.	
4 Dividends and interest from securities			14	140,851.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	282,966.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		424,788.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 424,788.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Deborah A. Allen | 8/27/12 | TRUST OFFICER

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARGARET M. MCGARREY	Margaret McGarrey	8/28/12		P00856580

Firm's name ▶ WILMINGTON FAMILY OFFICE, INC. — Firm's EIN ▶ 20-4677514

Firm's address ▶ 1100 N. MARKET STREET WILMINGTON, DE 19890-1200 — Phone no. 302-651-8160

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM K-1 - JPM US R/E I & G DOMESTIC LP	P		
b	FROM K-1 - JPM US R/E I & G DOMESTIC LP	P		
c	EATON VANCE MUT FD TRU GLOBAL MACRO -	P	06/11/10	01/14/11
d	SPDR S & P 500 ETF TRUST	P	06/11/10	01/14/11
e	ISHARES MSCI ALL COUNTRY USA	P	01/14/11	02/02/11
f	MATTHEWS PACIFIC TIGER FD	P	VARIOUS	02/07/11
g	TRANSAMERICA FDS WMC EMRGMKTS12	P	01/14/11	11/23/11
h	FMI FDS INC LARGE CAP FD	P	11/05/08	01/14/11
i	JPM EM MKTS EQUITY FD - SEL	P	VARIOUS	01/14/11
j	JPM US EQUITY FD - SEL	P	11/05/08	01/14/11
k	JPM SHORT DURATION BOND FD - SEL	P	VARIOUS	03/16/11
l	JPM SHORT DURATION BOND FD - SEL	P	10/03/07	04/20/11
m	MORGAN STANLEY ARN SPX 5/2/11	P	04/18/08	05/02/11
n	GS EAFE NOTE 5/12/11	P	04/09/10	05/12/11
o	BNP BREN ASIA BASKET 7/22/11	P	06/25/10	07/22/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11.			11.
b			17,519.	<17,519.>
c	84,263.		83,539.	724.
d	144,579.		122,529.	22,050.
e	174,393.		177,697.	<3,304.>
f	88,723.		75,059.	13,664.
g	86,435.		115,000.	<28,565.>
h	325,961.		235,000.	90,961.
i	115,460.		81,308.	34,152.
j	342,614.		235,000.	107,614.
k	175,000.		169,743.	5,257.
l	45,000.		43,320.	1,680.
m	100,000.		100,000.	0.
n	80,000.		80,000.	0.
o	82,670.		70,000.	12,670.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11.
b				<17,519.>
c				724.
d				22,050.
e				<3,304.>
f				13,664.
g				<28,565.>
h				90,961.
i				34,152.
j				107,614.
k				5,257.
l				1,680.
m				0.
n				0.
o				12,670.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BARC BREN SPX 9/29/11	P	09/10/10	09/29/11
b	HSBC GOLD CPN NOTE 10/21/11	P	10/08/10	10/21/11
c	TRANSAMERICA FDS WMC EMRGMKTS12	P	VARIOUS	11/23/11
d	DODGE & COX INTERNATIONAL STOCK	P	VARIOUS	11/29/11
e	BARC BREN DJ-UBS COMDTY 12/19/11	P	12/11/09	12/19/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	87,211.		80,000.	7,211.
b	47,000.		40,000.	7,000.
c	80,346.		100,000.	<19,654.>
d	75,000.		121,014.	<46,014.>
e	49,558.		40,000.	9,558.
f	85,470.			85,470.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,211.
b				7,000.
c				<19,654.>
d				<46,014.>
e				9,558.
f				85,470.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	282,966.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
JP MORGAN #45843	8.
JP MORGAN #54673	963.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	971.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN #45843	0.	0.	0.
JP MORGAN #54673	222,099.	85,470.	136,629.
JP MORGAN I & G CAYMAN REIT	120.	0.	120.
JP MORGAN I & G DOMESTIC REIT	150.	0.	150.
JP MORGAN US R/E INCOME & GROWTH DOM LP	3,952.	0.	3,952.
TOTAL TO FM 990-PF, PART I, LN 4	226,321.	85,470.	140,851.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	19,655.	9,828.		0.
TRUST FEES	12,000.	6,000.		0.
TO FORM 990-PF, PG 1, LN 16C	31,655.	15,828.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX	808.	808.		0.
FOREIGN TAXES PAID	2,592.	2,592.		0.
TO FORM 990-PF, PG 1, LN 18	3,400.	3,400.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	191.	96.		0.
SERVICES RENDERED	93,933.	46,966.		0.
OTHER - JP MORGAN US R/E INCOME & GROWTH DOM LP - OTHER DEDUCTIONS	6,360.	3,180.		0.
TO FORM 990-PF, PG 1, LN 23	100,484.	50,242.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN - #54673	3,269,175.	3,462,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,269,175.	3,462,975.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN - #54673	2,267,065.	2,389,264.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,267,065.	2,389,264.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN - #45843	COST	480,094.	353,670.
JP MORGAN - #54673	COST	357,241.	340,496.
JP MORGAN - #54673	COST	1,000,000.	1,028,452.
JP MORGAN - #54673	COST	199,000.	168,057.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,036,335.	1,890,675.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	6,549.	5,415.	5,415.
OTHER ASSETS	2,500.	2,500.	2,500.
TO FORM 990-PF, PART II, LINE 15	9,049.	7,915.	7,915.

Samuel J. and Ethel LeFrak Charitable Trust
Contributions Paid
As of December 31, 2011

Date	Num	Name	Amount
1/4/2011	1149	The Goddess Fund	100 00
1/4/2011	1150	Charley's Fund, Inc	100 00
1/10/2011	1151	UJA Federation of New York	500 00
1/10/2011	1152	Young IsRael of Great Neck	250 00
1/14/2011	1153	Charley's Fund, Inc	100 00
1/14/2011	1154	Food Allergy Initiative	500 00
1/18/2011	1155	The Museum of Modern Art	6,000 00
1/20/2011	1156	United Cerebral Palsy of New York City	5,000 00
1/24/2011	1157	The Mann Foundation	500 00
1/28/2011	1158	Harvard University	10,000 00
1/28/2011	1159	American Cancer Society	400 00
1/28/2011	1160	Women's Project	500 00
1/28/2011	1161	The Bowery Mission	2,000 00
1/28/2011	1162	FAAFC	700 00
2/1/2011	1163	Foreign Policy Association	17,125 00
2/16/2011	1166	American Friends of the Tel Aviv Museum o	2,000 00
2/18/2011	1167	World Vision	500 00
2/22/2011	1168	Stand Up 2 Cancer	1,000 00
2/28/2011	1169	Hunter College Foundation	2,000 00
3/2/2011	1170	The New York Pops	1,000 00
3/8/2011	1172	Boys' Towns of Italy, Inc	550 00
3/8/2011	1173	ASPCA Special Events	2,000 00
3/9/2011	1174	WE ADVANCE	500 00
3/10/2011	1175	Hunter College Foundation	0 00
3/10/2011	1176	Hunter College Foundation	2,500 00
3/14/2011	1177	The Allen-Stevenson School	525 00
3/14/2011	1178	Crohn's & Colitis Foundation of America	750 00
3/14/2011	1179	Operation Smile	100 00
3/14/2011	1180	Food Allergy Initiative	0 00
3/15/2011	1181	The White House Project	5,000 00
3/15/2011	1182	Women's World Banking	400 00
3/15/2011	1183	Nancy Davis Foundation for MS	250 00
3/15/2011	1184	Smithsonian Institution	166,666 00
3/16/2011	1185	JBFCS	2,000 00
3/22/2011	1186	Fountain House	350 00
3/24/2011	1188	The Sister Fund	310 00
3/24/2011	1189	Global Kids, Inc.	500 00
3/24/2011	1190	American Cancer Society	1,500 00
3/25/2011	1191	Ricardo O'Gorman Garden and Center	500 00
3/29/2011	1193	FAAFC	700 00
3/29/2011	1195	Vital Voices Global Partnership	250 00
3/29/2011	1196	The Breast Cancer Foundation	250 00
3/29/2011	1197	Chabad of Naples	500 00

Samuel J. and Ethel LeFrak Charitable Trust
Contributions Paid
As of December 31, 2011

Date	Num	Name	Amount
3/31/2011	1198	Nancy Davis Foundation for MS	250 00
4/4/2011	1199	Student Achievement & Advocacy Services	2,500 00
4/5/2011	1200	FDNY Foundation	250 00
4/6/2011	1201	Hawthorne Foundation	500 00
4/6/2011	1202	Autism Speaks	500 00
4/13/2011	1203	Aids Walk New York	0 00
4/13/2011	1204	China Institute	12,500 00
4/13/2011	1205	Brooklyn Museum	2,500 00
4/18/2011	1206	Project Renewal	150 00
4/18/2011	1207	Figure Skating in Harlem	100 00
4/18/2011	1208	WIZO	100 00
4/18/2011	1209	Diabetes Research Institute Foundation	100 00
4/18/2011	1210	Diabetes Research Institute Foundation	250 00
4/18/2011	1211	Robin Hood	6,000 00
4/20/2011	1212	Museum of Arts & Design	0 00
4/20/2011	1213	Museum of Arts & Design	500 00
4/22/2011	1214	AMREF USA	500 00
4/22/2011	1215	Edwin Gould Services	1,000 00
4/22/2011	1216	Ms Foundation for Women	500 00
4/22/2011	1217	The Guardian Angels	500 00
4/22/2011	1218	ACE (Viva Las Veg-ACE)	500 00
4/22/2011	1219	Women for Women International	250 00
4/22/2011	1220	The Gateway Schools Benefit	250 00
4/26/2011	1221	Hamptons Jewish Women's Luncheon	250 00
4/27/2011	1222	Educational Foundation	1,000.00
5/2/2011	1223	UJA Federation of New York	250 00
5/2/2011	1224	The Siggi Wilzig Hamptons	100 00
5/3/2011	1225	United Cerebral Palsy of New York City	450 00
5/4/2011	1226	American Friends of Sheba Medical Center	500 00
5/6/2011	1227	Congregation Emanu-El	5,500 00
5/17/2011	1228	United Cerebral Palsy of New York City	500 00
5/31/2011	1231	Edwin Gould Services	2,000 00
5/31/2011	1232	Urban Zen Foundation	3,000 00
6/1/2011	1233	Urban Zen Foundation	1,000 00
6/1/2011	1234	Alina Lodge	500 00
6/3/2011	1235	Prep for Prep Lilac Ball	500 00
6/6/2011	1236	The Jimmy Fund	100 00
6/8/2011	1237	Urban Zen Foundation	1,000 00
6/14/2011	1238	Police Athletic League	2,000 00
6/30/2011	1241	Temple Emanu-El	2,055 00
6/30/2011	1242	Museum of Natural History	1,750 00
7/19/2011	1244	ACRIA	500 00
7/19/2011	1245	Mount Sinai Breast Health Resource	250 00

Samuel J. and Ethel LeFrak Charitable Trust
Contributions Paid
As of December 31, 2011

Date	Num	Name	Amount
7/19/2011	1246	The Leukemia & Lymphoma Society	1,000 00
8/8/2011	1247	Somaly Mam Foundation	500 00
8/16/2011	1249	New York Presbyterian Fund, Inc.	25,000 00
8/24/2011	1250	ACRIA	0 00
8/24/2011	1251	Girl Scout Council of Greater New York	100 00
8/24/2011	1252	Epilepsy Foundation	500 00
8/24/2011	1253	Memorial Sloan-Kettering	500 00
8/24/2011	1254	The Chemotherapy Foundation	250 00
8/24/2011	1255	United States Holocaust Memorial Museum	250 00
8/24/2011	1256	Education Update	250 00
9/19/2011	1258	Gabrielle's Angel Foundation	3,000 00
9/19/2011	1259	The Breast Cancer Research Foundation	250 00
9/19/2011	1260	Alzheimer's Association	2,500 00
9/19/2011	1261	The Walk About Foundation	300 00
9/19/2011	1262	Miami Art Museum	2,000 00
9/19/2011	1263	National Osteoporosis Foundation	10,000 00
9/20/2011	1264	Open University Foundation, Inc.	1,250 00
9/20/2011	1265	The Breast Cancer Research Foundation	2,500.00
9/20/2011	1266	National Osteoporosis Foundation	1,000 00
10/3/2011	1267	City Parks Foundation	150 00
10/3/2011	1268	Trevor Day School	2,000 00
10/3/2011	1269	Trevor Day School	10,000 00
10/3/2011	1270	Trevor Day School	10,000 00
10/3/2011	1271	Student Achievement & Advocacy Services	500 00
10/3/2011	1272	New York City Police Museum	5,000 00
10/3/2011	1273	The Jewish Guild for the Blind	500 00
10/3/2011	1275	Girl Scout Council of Greater New York	100 00
10/3/2011	1276	New Jersey Audubon	0 00
10/3/2011	1277	Silver Hill Hospital Gala	100 00
10/3/2011	1278	Christopher & Dana Reeve Foundation	500 00
10/3/2011	1279	Hadassah	250 00
10/5/2011	1280	New Jersey Audubon	1,000 00
10/7/2011	1282	Whitney Museum	2,500 00
10/7/2011	1283	Syracuse University	10,000 00
10/11/2011	1284	ASPCA	500 00
10/11/2011	1285	New York Philharmonic	1,500 00
10/11/2011	1286	Friends of Leadership & Public Service	2,500.00
10/11/2011	1287	Cancer Research & Treatment Fund	750 00
10/11/2011	1288	Silver Hill Hospital Gala	500 00
10/11/2011	1289	Citymeals-on-Wheels	250 00
10/11/2011	1290	The Bravewell Collaborative	500 00
10/11/2011	1291	Women for Women International	1,000 00
10/11/2011	1292	USA for UNHCR	250 00

Samuel J. and Ethel LeFrak Charitable Trust
Contributions Paid
As of December 31, 2011

Date	Num	Name	Amount
10/11/2011	1293	AHPH	200 00
10/11/2011	1294	Child Mind Institute	100 00
10/21/2011	1296	Congregation Emanu-El	500 00
10/24/2011	1298	Women in the World Foundation	0 00
10/27/2011	1300	Hope for Depression Research Foundation	250 00
10/27/2011	1301	For One in New York	0 00
10/27/2011	1302	Memorial Sloan-Kettering	250 00
10/27/2011	1303	Best Buddies International	0.00
10/27/2011	1304	Best Buddies International	250 00
10/27/2011	1305	Museum of Arts & Design	1,000 00
10/31/2011	1307	AJC	150 00
10/31/2011	1308	Allen Stevenson School	1,000 00
10/31/2011	1309	The Spence School	2,000 00
10/31/2011	1310	Mount Sinai's Children Center	150 00
10/31/2011	1311	Child Mind Institute	150 00
10/31/2011	1312	Roundabout Theatre Company	250 00
10/31/2011	1313	The Jewish Museum	150 00
11/7/2011	1314	Room to Grow	250 00
11/7/2011	1315	NRDC	20,000 00
11/15/2011	1316	Christopher & Dana Reeve Foundation	15,000 00
11/23/2011	1317	Christopher & Dana Reeve Foundation	10,000 00
12/2/2011	1319	Christopher & Dana Reeve Foundation	1,000 00
12/2/2011	1320	Christopher & Dana Reeve Foundation	5,000 00
12/6/2011	1322	Dublin Breast Center	150 00
12/6/2011	1323	The Oxalosis and Hyperoxaluria Foundation	250 00
12/6/2011	1324	Child Mind Institute	150 00
12/8/2011	1325	University of Pennsylvania Trustees	0 00
12/8/2011	1326	China Institute	10,000 00
12/8/2011	1327	University of Pennsylvania Trustees	20,000 00
12/8/2011	1328	New York Foundling	500 00
12/8/2011	1329	The Humane Society of New York	250.00
12/8/2011	1330	Creative Time	250 00
12/8/2011	1331	National Multiple Sclerosis Society	250 00
12/8/2011	1332	Miracle House	150 00
12/8/2011	1333	American Found for Suicide Prevention	250 00
12/8/2011	1334	Fountain House	250 00
12/8/2011	1335	Hunter College Foundation	2,000 00
12/8/2011	1336	Ronald McDonald House	250 00
12/8/2011	1337	The Spence School	1,000 00
12/8/2011	1338	National Osteoporosis Foundation	2,500 00
12/8/2011	1339	Epilepsy Foundation	1,500 00
12/8/2011	1340	Weil Cornell Medical College	1,000 00
12/9/2011	1342	The Little Orchestra Society	175 00

Samuel J. and Ethel LeFrak Charitable Trust
Contributions Paid
As of December 31, 2011

Date	Num	Name	Amount
12/9/2011	1343	The Francine A. LeFrak Foundation, Inc.	21,000 00
12/13/2011	1344	Solomon R. Guggenheim Foundation	15,000 00
12/13/2011	1345	Gotham Stage Company	0 00
12/13/2011	1346	Gotham Stage Company	500 00
12/13/2011	1348	Dysautonomia Foundation	500 00
12/19/2011	1349	Aegis America Inc	250 00
12/19/2011	1350	Friends of the High Line	250 00
12/19/2011	1351	Bridges of Understanding	250 00
12/22/2011	1352	Harvard Club of New York Foundation	100 00
12/22/2011	1353	Police Athletic League	100 00
12/22/2011	1354	The Bob Woodruff Foundation	100 00
12/22/2011	1355	The Weil Foundation	515 00
12/22/2011	1356	Albert Einstein College of Medicine	425 00
12/22/2011	1357	Congregation Emanu-El	500 00
12/22/2011	1358	National Osteoporosis Foundation	500 00
12/22/2011	1359	American Cancer Society	500 00
12/22/2011	1360	New York City Police Foundation, Inc.	1,000 00
12/22/2011	1361	American Museum of Natural History	300 00
		Total Contributions	**531,096.00**

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. SAMUEL J. & ETHEL LEFRAK CHARITABLE TRUST	Employer identification number (EIN) or [X] 13-3378881
File by the due date for filing your return See instructions.	Number, street, and room or suite no If a P.O. box, see instructions 1007 NORTH ORANGE STREET, NO. 210	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILMINGTON, DE 19801	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COPY

- The books are in the care of ▶ THE LEFRAK TRUST COMPANY 1007 N. ORANGE STREET, SUITE 210 - WILMINGTON, DE 19801
  Telephone No ▶ 302-656-2390 FAX No ▶ 320-656-2392
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ________________, and ending ________________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 7,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions SAMUEL J. & ETHEL LEFRAK CHARITABLE TRUST	Employer identification number (EIN) or [X] 13-3378881
	Number, street, and room or suite no. If a P O. box, see instructions. 1007 NORTH ORANGE STREET, NO. 210	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WILMINGTON, DE 19801	

Enter the Return code for the return that this application is for (file a separate application for each return) . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE LEFRAK TRUST COMPANY 1007 N. ORANGE STREET, SUITE 210 - WILMINGTON, DE 19801
  Telephone No. ▶ 302-656-2390 FAX No. ▶ 320-656-2392
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

COPY

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ____________ , and ending ____________

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
WAITING FOR INFORMATION FROM OUTSIDE SOURCES IN ORDER TO FILE A COMPLETE AND ACCURATE INCOME TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 7,106.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 7,500.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUST OFFICER Date ▶

123842
01-06-12