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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

A Employer identification number

THE LESLIE AND DANIEL ZIFF FOUNDATION

13-4083253

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O ZBI, LLC 350 PARK AVE. 4TH FL

B Telephone number

(212) 292-6444

City or town, state, and ZIP code

NEW YORK, NY 10022

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

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col. (c), line 16)

Other (specify)

\$ 10,031,102. (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)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,090.

1,090.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

1,090.

1,090.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 2

400.

200.

200.

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 3

860.

630.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

1,260.

830.

200.

25 Contributions, gifts, grants paid

3,105,950.

3,105,950.

26 Total expenses and disbursements. Add lines 24 and 25

3,107,210.

830.

3,106,150.

27 Subtract line 26 from line 12

-3,106,120.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

260.

c Adjusted net income (if negative, enter -0-)

N/A

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,137,222.	10,031,102.	10,031,102.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		13,137,222.	10,031,102.	10,031,102.
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 ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	13,137,222.	10,031,102.		
30 Total net assets or fund balances		13,137,222.	10,031,102.	
31 Total liabilities and net assets/fund balances		13,137,222.	10,031,102.	

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	13,137,222.
2 Enter amount from Part I, line 27a	2	-3,106,120.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,031,102.
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	10,031,102.

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	NONE		
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
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 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	1,823,250.	13,606,918.	.133994
2009	1,255,904.	15,117,555.	.083076
2008	2,500,864.	19,452,168.	.128565
2007	778,776.	13,728,145.	.056728
2006	619,498.	12,488,302.	.049606

2 Total of line 1, column (d)	2	.451969
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	.090394
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,789,445.
5 Multiply line 4 by line 3	5	975,301.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7 Add lines 5 and 6	7	975,304.
8 Enter qualifying distributions from Part XII, line 4	8	3,106,150.

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 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	3.
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		
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	3.
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	3.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,000.
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	2,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,997.
11	Enter the amount of line 10 to be credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,997. <input checked="" type="checkbox"/> 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?		X
1b 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.		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 (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" type="checkbox"/> \$ 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		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? 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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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 checked="" type="checkbox"/> DE, NY		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► MARY KALIL HAMAOU Located at ► C/O ZBI, LLC 350 PARK AVE. 4TH FL, NEW YORK, NY Telephone no ► (212) 292-6000 ZIP+4 ► 10022			
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? 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 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 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	
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? <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	
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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?

☐ 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
DANIEL M. ZIFF	PRESIDENT			
C/O ZBI LLC - 350 PARK AVE. 4TH FL	1.00	0.	0.	0.
NEW YORK, NY 10022				
DAVID GRAY	VICE PRESIDENT & SECRETARY			
C/O ZBI LLC - 350 PARK AVE. 4TH FL	1.00	0.	0.	0.
NEW YORK, NY 10022				
SPENCER LEHV	VICE PRESIDENT & TREASURER			
C/O ZBI LLC - 350 PARK AVE. 4TH FL	3.00	0.	0.	0.
NEW YORK, NY 10022				
LESLIE ZIFF	DIRECTOR			
C/O ZBI LLC - 350 PARK AVE. 4TH FL	1.00	0.	0.	0.
NEW YORK, NY 10022				

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 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	0.
b	Average of monthly cash balances	1b	10,953,751.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,953,751.
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	10,953,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,306.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,789,445.
6	Minimum investment return. Enter 5% of line 5	6	539,472.

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	539,472.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	539,469.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	539,469.
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	539,469.

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	3,106,150.
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	3,106,150.
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	3.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,106,147.

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.

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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				539,469.
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	176,579.			
b From 2007	175,347.			
c From 2008	1,607,282.			
d From 2009	500,144.			
e From 2010	1,142,926.			
f Total of lines 3a through e	3,602,278.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	3,106,150.			
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				539,469.
e Remaining amount distributed out of corpus	2,566,681.			
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:	6,168,959.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	176,579.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,992,380.			
10 Analysis of line 9.				
a Excess from 2007	175,347.			
b Excess from 2008	1,607,282.			
c Excess from 2009	500,144.			
d Excess from 2010	1,142,926.			
e Excess from 2011	2,566,681.			

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	1,090.	0.	1,090.
TOTAL TO FM 990-PF, PART I, LN 4	1,090.	0.	1,090.

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	400.	200.		200.	
TO FM 990-PF, PG 1, LN 16A	400.	200.		200.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	230.	0.		0.	
BANK FEES	630.	630.		0.	
TO FORM 990-PF, PG 1, LN 23	860.	630.		0.	

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Al's Angels 342 Greens Farms Road, Westport, CT 06880	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,700
Al's Angels 342 Greens Farms Road, Westport, CT 06880	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,700
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,350
The American Museum of Natural History Central Park West at 79th Street New York NY 10024-5192	NONE	PUBLIC CHARITY	In Support of the Museum Learning Experience Class 2011-2012	75,000
The American Museum of Natural History Central Park West at 79th Street New York NY 10024-5192	NONE	PUBLIC CHARITY	In Support of the "Big Cat" Conservation Genetics Program 2011-2012	142,000
The American Museum of Natural History Central Park West at 79th Street New York NY 10024-5192	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
ALS Association of Greater New York 42 Broadway Suite 1724 New York, NY 10004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,350
Aspen Center for Environmental Studies 100 Puppy Smith Street Aspen, CO 81611	NONE	PUBLIC CHARITY	Capacity Building Campaign	2,500
Aspen Center for Environmental Studies 100 Puppy Smith Street Aspen, CO 81611	NONE	PUBLIC CHARITY	Summer Internship Program 2011	2,500
Big Brothers Big Sisters of New York City 223 East 30th Street New York, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,350
Birthright Isreal Foundation 33 East 33rd Street, 7th Floor New York, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
The Breast Cancer Research Foundation 60 East 56th Street, 8th Floor New York, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	16,700
The Carter Burden Center For The Aging 1484 First Avenue New York, NY 10075	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
CEC Stuyvesant Cove Inc DBA Solar One 24-20 FDR Drive Service Road East New York, NY 10010	NONE	PUBLIC CHARITY	In Support of " Green Design Lab" Curriculum in NYC Public Schools	200,000
City Harvest, Inc 575 Eighth Avenue 4th FL New York, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Community Foundation of Northwest Mississippi 315 Loshier Street, On the Square Hernando, MS 38632	NONE	PUBLIC CHARITY	Mississippi Financial Scholars Program Funding for 2011 and 2012	700,000
Conservation International 2011 Crystal Drive, Suite 500 Arlington, VA 22202	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
District of Columbia Chamber of Commerce Foundation 1213 K Street NW Washington DC 20005	NONE	PUBLIC CHARITY	Financial Scholars Program 2011-2012	300,000
Facing History and Ourselves 16 Hurd Road Brookline, MA 02445	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
Gay Men's Health Crisis The Tisch Building 119 W 24th Street New York, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
Health Advocates for Older People Inc 1233 Second Avenue New York, NY 10065	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Lower East Side Girls Club 56 East 1st Steet New York, NY 10003	NONE	PUBLIC CHARITY	Healthy Bodies, Health Minds Program 2011-2012	50,000
Nancy Davis Foundation For Multiple Sclerosis 1801 Avenue of the Stars, Suite 1400 Los Angeles, CA 90067	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Natural Resources Defense Council 40 W 20th Street New York, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750,000
New York Landmarks Conservancy One Whitehall Street New York, NY 10004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Northside Center for Child Development, Inc 1301 Fifth Avenue, New York NY10029	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Northside Center for Child Development, Inc 1301 Fifth Avenue, New York NY 10029	NONE	PUBLIC CHARITY	African Art and Culture After Schoold Program 2011-2015	30,000
Ovarian Cancer Research Fund, Inc 14 Pennsylvania Plaza, Suite 1710 New York, NY 10122	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Phillips Academy Andover 180 Main Street Andover, MA 01810-4161	NONE	PUBLIC CHARITY	20th Reunion Gift 2010-2013	250,000
Polaris Dance Theatre 1501 SW Taylor Portland, OR 97205	NONE	PUBLIC CHARITY	3 - Year Capacity Building Grant 2010-2012	150,000
Polaris Dance Theatre 1501 SW Taylor Portland, OR 97205	NONE	PUBLIC CHARITY	Dancers' Salaries for 'Lil' Mo' production 2011	24,400
Riverkeeper 20 Secor Road Ossining, NY 10562	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Rosie' Broadway Kids, Inc 445 West 45th Street New York, NY 10036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200,000
The Science Festival Foundation 475 Riverside Drive Suite 950 New York, NY 10115	NONE	PUBLIC CHARITY	World Science Festival	25,000
Northwest Choirs 5031 University Way NE #NB2 Seattle, WA 98105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Young Women's Leadership Network, Inc 322 Eighth Avenue, 14th Floor New York, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
				3,105,950

THE LESLIE AND DANIEL ZIFF FOUNDATION
APPROVED FUTURE PAYMENTS
AS OF 12/31/11

COMMITMENT PERIOD	CHARITABLE ORGANIZATION NAME AND ADDRESS	STATUS	PURPOSE OF GRANT	YEAR PLEDGED	AMOUNT PLEDGED	PRIOR YEARS PAYMENTS	CURRENT YEAR PAYMENTS	BALANCE
4 Years	Philips Academy 180 Main Street Andover, MA 01810- 4161	Public Chanty	General Support	2010	1,000,000	250,000	250,000	500,000
3 Years	Polans Dance Company 1501 SW Taylor Portland, OR 97205	Public Chanty	General Support	2010	500,000	250,000	150,000	100,000
2 Years	American Museum of Natural History Central Park West at 79th Street New York, NY 10024-5192	Public Chanty	General Support	2011	150,000	-	75,000	75,000
2 Years	American Museum of Natural History Central Park West at 79th Street New York, NY 10024-5192	Public Chanty	General Support	2011	284,000	-	142,000	142,000
5 Years	Northside Center for Child Development, Inc 1301 Fifth Avenue New York, NY 10029	Public Chanty	General Support	2011	150,000	-	30,000	120,000
TOTAL					2,084,000	500,000	647,000	937,000