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

2011

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation LEVENTHAL FAMILY CHARITABLE FOUNDATION		A Employer identification number 13-4092955
Number and street (or P O box number if mail is not delivered to street address) C/O OTA LLC, ONE MANHATTANVILLE RD	Room/suite	B Telephone number (see the instructions) (914) 460-4017
City or town PURCHASE	State ZIP code NY 10577	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 4,581,628.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	13,725.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	407,657.	409,847.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	109,038.			
b Gross sales price for all assets on line 6a 3,879,664.				
7 Capital gain net income (from Part IV, line 2)		121,790.		
8 Net short-term capital gain			121,790.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) Thru OTA FINANCIAL GROUP	-144,993.	-144,993.		
12 Total. Add lines 1 through 11	385,427.	386,644.	121,790.	
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) FOREIGN TAXES	1,922.	1,922.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	833.	833.		
24 Total operating and administrative expenses. Add lines 13 through 23	2,755.	2,755.		
25 Contributions, gifts, grants paid	1,829,826.			1,829,826.
26 Total expenses and disbursements. Add lines 24 and 25	1,832,581.	2,755.		1,829,826.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,447,154.			
b Net investment income (if negative, enter -0-)		383,889.		
c Adjusted net income (if negative, enter -0-)			121,790.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash – non-interest-bearing		3,005.	10.	10.	
	2	Savings and temporary cash investments		146,264.	178,881.	178,881.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U.S. and state government obligations (attach schedule)			1,015,355.	0.	0.
		b Investments – corporate stock (attach schedule) L-10b Stmt			2,060.	5,600.	5,600.
		c Investments – corporate bonds (attach schedule) L-10c Stmt			1,193,467.	56,515.	56,515.
	11	Investments – land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments – mortgage loans L-12 Stmt			57,763.	48,393.	48,393.	
13	Investments – other (attach schedule) L-13 Stmt			3,875,374.	4,292,229.	4,292,229.	
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe)						
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			6,293,288.	4,581,628.	4,581,628.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			6,293,288.	4,581,628.	
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)			6,293,288.	4,581,628.		
31	Total liabilities and net assets/fund balances (see instructions)			6,293,288.	4,581,628.		

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	6,293,288.
2	Enter amount from Part I, line 27a	2	-1,447,154.
3	Other increases not included in line 2 (itemize) OTA FINANCIAL GROUP BOOK TAX DIFFERENCE	3	16,746.
4	Add lines 1, 2, and 3	4	4,862,880.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	281,252.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,581,628.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a ST CAPITAL GAINS THROUGH OTA FINANCIAL GROUP	P	Various	Various
b LT CAPITAL GAINS THROUGH OTA FINANCIAL GROUP	P	Various	Various
c LONG-TERM CAPITAL GAINS DISTRIBUTIONS	P	Various	Various
d PUBLICLY TRADED SECURITIES	P	Various	Various
e 408 SHARES OF NYX	D	07/11/11	07/12/11

(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 210,286.		0.	210,286.
b 4,353.		0.	4,353.
c 6,878.		0.	6,878.
d 3,658,147.		3,770,626.	-112,479.
e 13,476.		724.	12,752.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	210,286.
b 0.	0.	0.	4,353.
c 0.	0.	0.	6,878.
d			-112,479.
e			12,752.

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	121,790.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	121,790.

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

(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 (column (b) divided by column (c))
2010	1,417,647.	6,198,889.	0.228694
2009	2,480,148.	7,066,652.	0.350965
2008	1,293,181.	7,582,511.	0.170548
2007	748,627.	7,406,445.	0.101078
2006	2,790,419.	5,452,096.	0.511807

2 Total of line 1, column (d)	2	1.363092
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	0.272618
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,512,903.
5 Multiply line 4 by line 3	5	1,230,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,839.
7 Add lines 5 and 6	7	1,234,138.
8 Enter qualifying distributions from Part XII, line 4	8	1,829,826.

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)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,839.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,839.
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	3,839.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	1,386.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	10,000.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	11,386.
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	7,547.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 7,547. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
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)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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? Yes No
If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETH LEVENTHAL 10 BESSEL LANE CHAPPAQUA NY 10514	PRES 10.00	0.	0.	0.
IRA LEVENTHAL 10 BESSEL LANE CHAPPAQUA NY 10514	VP 1.00	0.	0.	0.
RICHARD CAYNE 2447 KAYRON LANE N BELLMORE NY 11710	SEC TR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services		None

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 SUPPORT PUBLIC CHARITIES	
-----	0.
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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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	4,402,737.
b Average of monthly cash balances	1b	178,890.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,581,627.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,581,627.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	68,724.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,512,903.
6 Minimum investment return. Enter 5% of line 5	6	225,645.

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

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	1,829,826.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,829,826.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,839.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,825,987.

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				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,796,677.			
b From 2007	748,627.			
c From 2008	1,293,181.			
d From 2009	2,480,148.			
e From 2010	1,417,647.			
f Total of lines 3a through e	8,736,280.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,829,826.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus	1,829,826.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,566,106.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,796,677.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,769,429.			
10 Analysis of line 9:				
a Excess from 2007	748,627.			
b Excess from 2008	1,293,181.			
c Excess from 2009	2,480,148.			
d Excess from 2010	1,417,647.			
e Excess from 2011	1,829,826.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)						
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008		
b 85% of line 2a	121,790.	0.	0.	0.	121,790.	
c Qualifying distributions from Part XII, line 4 for each year listed	103,522.	0.	0.	0.	103,522.	
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,829,826.	1,417,647.	2,480,148.	1,293,181.	7,020,802.	
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 organization 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).)
IRA AND BETH LEVENTHAL

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
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
CHAPPAQUA SCHOOL FOUNDATION PO BOX 202 CHAPPAQUA NY 10514		501 (C) (3)	PUBLIC CHARITY	2,500.
CHILDRENS AID SOCIETY 105 EAST 22ND STREET NEW YORK NY 10010		501 (C) (3)	PUBLIC CHARITY	55,000.
FRIENDS OF KAREN 118 TITICUS RD PURDYS NY 10578		501 (C) (3)	PUBLIC CHARITY	115,600.
HANG YOUR HAT FOUNDATION 215 LYONS PLAIN RD WESTON CT 06883		501 (C) (3)	PUBLIC CHARITY	10,000.
HORACE GREELY EDUCATION FUND PO BOX 242 CHAPPAQUA NY 10514		501 (C) (3)	PUBLIC CHARITY	5,500.
INSTITUTE FOR STUDENT ACHIEVEMENT 1 HOLLOW LANE LAKE SUCCESS NY 11042		501 (C) (3)	PUBLIC CHARITY	258,000.
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS NY 10605		501 (C) (3)	PUBLIC CHARITY	200.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK NY 10023		501 (C) (3)	PUBLIC CHARITY	1,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY DRIVE LOS ANGELES CA 90035		501 (C) (3)	PUBLIC CHARITY	50,000.
See Line 3a statement				
Total				1,332,026.
<i>b Approved for future payment</i>				
Total				3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

LEVENTHAL FAMILY CHARITABLE FOUNDATION

Employer identification number

13-4092955

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

LEVENTHAL FAMILY CHARITABLE FOUNDATION

13-4092955

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	IRA & BETH LEVENTHAL ----- 10 BESSEL LANE ----- CHAPPAQUA NY 10514 -----	\$ 13,725.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name **LEVENTHAL FAMILY CHARITABLE FOUNDATION** Employer Identification Number **13-4092955**

Asset Information:

Description of Property: **CAPITAL GAINS THROUGH OTA FINANCIAL GROUP LP**
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: **214,639.** Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): **214,639.** Accumulation Depreciation: _____

Description of Property: **LONG-TERM CAPITAL GAINS DISTRIBUTIONS**
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: **6,878.** Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): **6,878.** Accumulation Depreciation: _____

Description of Property: **PUBLICLY TRADED SECURITIES**
Date Acquired: **Various** How Acquired: **Purchased**
Date Sold: **Various** Name of Buyer: _____
Sales Price: **3,658,147.** Cost or other basis (do not reduce by depreciation) **3,770,626.**
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): **-112,479.** Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OTHER EXPENSES	<u>518.</u>	<u>518.</u>		
INVESTMENT EXPENSES	<u>315.</u>	<u>315.</u>		
Total	<u><u>833.</u></u>	<u><u>833.</u></u>		

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

FEDERAL TAXES PAID	<u>3,000.</u>
UNREALIZED LOSS	<u>278,252.</u>
Total	<u><u>281,252.</u></u>

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
TEMPLE BETH EL OF NORTHERN WESTCHESTER 220 SOUTH BEDFORD ROAD CHAPPAQUA NY 10514		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 118,000.
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI OH 45277		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 40.
WESTCHESTER JEWISH COMMUNITY SERVICES 845 N BROADWAY #2 N WHITE PLAINS NY 10603		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 100,000.
WORLD WILDLIFE FUND 1250 24TH ST NW WASHINGTON DC 20037		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 250.
CHAPPAQUA SUMMER SCHOLARSHIP PROGRAM PO BOX 456 CHAPPAQUA NY 10514		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 2,000.
FOOD BANK OF WESTCHESTER 358 SAW MILL RIVER ROAD MILLWOOD NY 10546		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 45,000.
FORDHAN LAW SCHOOL 140 W 62ND STREET NEW YORK NY 10023		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 100,000.
MET COUNCIL 339 LAFAYETTE STREET #301 NEW YORK NY 10012		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 258,000.
A CHILD WAITS FOUNDATION C/O OTA LLC PURCHASE NY 10577		501 (C) (	<u>PUBLIC CHARITY</u>	Person or Business <input checked="" type="checkbox"/> 100,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i> DOVE GIVINGS FOUNDATION II ONE MANHATTANVILLE ROAD PURCHASE NY 10577		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 100,000.
CHAI LIFELINE 151 WEST 30TH STREET NEW YORK NY 10001		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 2,500.
UNITED JEWISH ASSOC 130 E 59TH ST NEW YORK NY 10022		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 300,000.
A CURE IN OUR LIFETIME PO BOX 1193 MYRTLE BEACH SC 29578		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 500.
MAKING HEADWAY FOUNDATION 115 KING STREET CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 1,000.
NEWBURGH SAN MIGUAL PROGRAM PO BOX 284 CHAPPAQUA NY 10514		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 500.
NYC BALLET 20 LINCOLN CENTER NEW YORK NY 10023		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 10,000.
TUFTS UNIVERSITY 80 GEORGE ST MEDFORD MA 02155		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 12,500.
100 BLACK MEN OF LONG ISLAND 9 CENTRE STREET HEMPSTEAD NY 11550		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 400.
92 STREET Y 1395 LEXINGTON AVE NEW YORK NY 10128		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 2,500.
ALUMNI ASSOC OF THE UNIV OF MICHIGAN 200 FLETCHER ST ANN ARBOR MI 48109		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 900.
ALZHEIMERS ASSOCIATION 322 8TH AVE, 7TH FLOOR NEW YORK NY 10001		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 500.
AMERICAN CANCER SOCIETY HOPE LODGE 132 WEST 32ND STREET NEW YORK NY 10001		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 1,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56 STREET NEW YORK NY 10022		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 5,500.
BUZZING FOR CHANGE 262 16TH STREET, SE WASHINGTON DC 20003		501 (c) ()	PUBLIC CHARITY	Person or Business <input type="checkbox"/> X 200.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
CHAPPAQUA AMBULANCE PO BOX 1 CHAPPAQUA NY 10514		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
CHAPPAQUA FIRE DEPARTMENT PO BOX 71 CHAPPAQUA NY 10514		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
ELMIRA COLLEGE 1 PARK PLACE ELMIRA NY 14901		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 20,000.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS GA 31709		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 200.
HOPE'S DOOR PO BOX 203 PLEASANTVILLE NY 10570		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 2,000.
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE NY 10570		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 10,000.
LIFE'S DOOR 3145 CONEY ISLAND AVE BROOKLYN NY 11235		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 1,000.
MAKING STRIDES 2 LYON PLACE WHITE PLAINS NY 10601		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 1,000.
MIRACLE LEAGUE OF WESTCHESTER 30 GLENN STREET, ST 307 WHITE PLAINS NY 10603		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 200.
MOMA 11 WEST 53RD STREET NEW YORK NY 10019		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 836.
NEIGHBORS LINK 27 COLUMBUS AVE MT KISCO NY 10549		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 1,000.
NORTHERN WESTCHESTER HOSPITAL 400 MAIN STREET MT KISCO NY 10549		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 20,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD LOS ANGELES CA 90024		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 1,000.
UNITED WAY OF WESTCHESTER 336 CENTRAL PARK AVE WHITE PLAINS NY 10606		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 8,000.
UNIVERSITY OF MICHIGAN ANN ARBOR MI 48109		501 (c) (	PUBLIC CHARITY	Person or Business <input checked="" type="checkbox"/> 100,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i> <u>VOICES AGAINST BRAIN CANCER</u> <u>1375 BROADWAY, 3RD FLOOR</u> <u>NEW YORK NY 10018</u>		501 (c) (	<u>PUBLIC CHARITY</u>	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> <u>500.</u>
<u>WESTCHESTER LAND TRUST</u> <u>403 HARRIS ROAD</u> <u>BEDFORD HILLS NY 10507</u>		501 (c) (	<u>PUBLIC CHARITY</u>	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> <u>1,000.</u>

Total

1,332,026.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>PREFERRED SECURITIES</u>	<u>5,600.</u>	<u>5,600.</u>
Total	<u><u>5,600.</u></u>	<u><u>5,600.</u></u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>CORPORATE BONDS & NOTES</u>	<u>56,515.</u>	<u>56,515.</u>
Total	<u><u>56,515.</u></u>	<u><u>56,515.</u></u>

Form 990-PF, Page 2, Part II, Line 12

L-12 Stmt

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
<u>UBS- MORTGAGE BACK SECURITIES</u>	<u>48,393.</u>	<u>48,393.</u>
Total	<u><u>48,393.</u></u>	<u><u>48,393.</u></u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN OTA FINANCIAL GROUP LP	1,978,820.	1,978,820.
MUTUAL FUNDS	2,313,409.	2,313,409.
Total	<u>4,292,229.</u>	<u>4,292,229.</u>