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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 JILL E. SOLOMON CHARITABLE FOUNDATION		A Employer identification number 13-7176441
Number and street (or P O box number if mail is not delivered to street address) 10 WILLOWS LANE	Room/suite	B Telephone number 914-761-1105
City or town, state, and ZIP code WHITE PLAINS, NY 10605-4212		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 332,693. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	19,385.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,212.	26,212.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,783.			
	b Gross sales price for all assets on line 6a 74,992.				
	7 Capital gain net income (from Part IV, line 2)		3,783.		
	8 Net short-term capital gain				
	9 Income modifications 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	49,380.	29,995.			
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				
	17 Interest				
	18 Taxes RECEIVED STMT 2	193.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses OC DEN, UT STMT 3	225.	0.		225.	
24 Total operating and administrative expenses. Add lines 13 through 23	418.	0.		225.	
25 Contributions, gifts, grants paid	24,949.			24,949.	
26 Total expenses and disbursements Add lines 24 and 25	25,367.	0.		25,174.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	24,013.				
b Net investment income (if negative, enter -0-)		29,995.			
c Adjusted net income (if negative, enter -0-)			N/A		

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OC DEN, UT STMT 3

P 5

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	2,099.	250.	250.
	2 Savings and temporary cash investments	29,964.	27,195.	27,195.
	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 4	367,148.	395,779.	305,248.
	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)	399,211.	423,224.	332,693.	
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	399,211.	423,224.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	399,211.	423,224.		
31 Total liabilities and net assets/fund balances	399,211.	423,224.		

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	399,211.
2 Enter amount from Part I, line 27a	2	24,013.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	423,224.
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	423,224.

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 UBS ACCT 90452 S/T SCH ATTACHED	P	VARIOUS	VARIOUS
b UBS ACCT 90452 L/T SCH ATTACHED	P	VARIOUS	VARIOUS
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 1,748.		1,213.	535.
b 73,244.		69,996.	3,248.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			535.
b			3,248.
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	3,783.
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	25,364.	323,456.	.078416
2009	18,794.	286,669.	.065560
2008	21,116.	304,889.	.069258
2007	20,092.	346,956.	.057909
2006	17,807.	326,221.	.054586

2 Total of line 1, column (d)	2	.325729
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	.065146
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	331,424.
5 Multiply line 4 by line 3	5	21,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	300.
7 Add lines 5 and 6	7	21,891.
8 Enter qualifying distributions from Part XII, line 4	8	25,174.

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)

Table with 11 rows for excise tax calculation. Line 1: 300. Line 2: 0. Line 3: 300. Line 4: 0. Line 5: 300. Line 7: 0. Line 9: 300. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No, Yes (X). Row 1b: No, Yes (X). Row 1c: No, Yes (X). Row 2: No, Yes (X). Row 3: No, Yes (X). Row 4a: No, Yes (X). Row 4b: N/A. Row 5: No, Yes (X). Row 6: No, Yes (X). Row 7: Yes (X), No. Row 8b: No, Yes (X). Row 9: No, Yes (X). Row 10: No, Yes (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of LEONARD SOLOMON Telephone no. 914-761-1105
Located at 10 WILLOWS LANE, WHITE PLAINS, NY ZIP+4 10605-4212
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

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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? 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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

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.

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A' and '0.'.

Total. Add lines 1 through 3 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	306,717.
b	Average of monthly cash balances	1b	29,754.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	336,471.
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	336,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,047.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	331,424.
6	Minimum investment return Enter 5% of line 5	6	16,571.

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	16,571.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	300.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	300.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,271.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,271.
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	16,271.

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	25,174.
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	25,174.
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	300.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,874.

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				16,271.
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				
b From 2007	2,208.			
c From 2008	6,310.			
d From 2009	4,859.			
e From 2010	9,577.			
f Total of lines 3a through e	22,954.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 25,174.				
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				16,271.
e Remaining amount distributed out of corpus	8,903.			
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	31,857.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	31,857.			
10 Analysis of line 9:				
a Excess from 2007	2,208.			
b Excess from 2008	6,310.			
c Excess from 2009	4,859.			
d Excess from 2010	9,577.			
e Excess from 2011	8,903.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

SEE STATEMENT 6

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY OF WHITE PLAINS BICYCLE SAFETY RALLY	NONE	CHARITY	CHARITABLE	1,288.
LEXINGTON CENTER FOR RECOVERY	NONE	CHARITY	CHARITABLE	2,000.
PROJECT MORRY	NONE	CHARITY	CHARITABLE	5,000.
MY SISTER'S PLACE	NONE	CHARITY	CHARITABLE	6,500.
WESTCHESTER JEWISH SERVICES	NONE	CHARITY	CHARITABLE	5,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				24,949.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
UBS	26,212.	0.	26,212.		
TOTAL TO FM 990-PF, PART I, LN 4	26,212.	0.	26,212.		

FORM 990-PF		TAXES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
IRS 2010	193.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	193.	0.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS DEPT OF LAW	100.	0.		100.	
LAW JOURNAL AD - ALM MEDIA	125.	0.		125.	
TO FORM 990-PF, PG 1, LN 23	225.	0.		225.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE			
50 CITIGROUP	21,073.	1,316.			
400 GENERAL ELECTRIC	11,845.	7,164.			
ALPINE GLOBAL PR OP FUND	40,386.	17,331.			
ALPINE TOTAL DYN DIV FUND	22,352.	5,256.			
BLACKROCK INT GR & INC FUND	37,943.	22,719.			
800 ING ASIA PAC HI DIV FUND	17,431.	11,352.			
NJF DIV INT/PR STRAT FUND	40,954.	32,745.			
GABELLI UTIL FUND	30,233.	20,453.			

1000 DUKE ENERGY	15,644.	22,000.
1000 MFA FINANCIAL INC	7,623.	6,720.
6 ISHARES RUSSELL 1000 INDEX	0.	0.
750/500 ISHARES IBOXX INT & PR STRAT FUND	48,317.	56,880.
1500 POWERSHARES GLOBAL EXCH TR FUND	17,774.	20,535.
TORTOISE POWER & ENERGY	15,279.	18,018.
DWS FLOATING RATE FUND	0.	0.
TRANSAMERICA S/T BOND FUND	0.	0.
3 PHILLIP MORRIS	4.	235.
700 TELFONICA SA	16,442.	12,033.
OPPENHEIMER SR FL RATE FUND	52,479.	50,491.
TOTAL TO FORM 990-PF, PART II, LINE 10B	395,779.	305,248.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEONARD SOLOMON 10 WILLOWS LANE WHITE PLAINS, NY 10605	TRUSTEE 0.00	0.	0.	0.
CAROLE SOLOMON 10 WILLOWS LANE WHITE PLAINS, NY 10605	TRUSTEE 0.00	0.	0.	0.
STEVEN SOLOMON 25 HERITAGE DRIVE PLEASANTVILLE, NY 10570	TRUSTEE 0.00	0.	0.	0.
BETSY HALLERMAN 201 E. 15TH STREET 2F NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
BETHANIE TOMKIEWICZ 353 EVANDALE ROAD SCARSDALE, NY 10583	TRUSTEE 0.00	0.	0.	0.
WILLIAM SHMERLER 57 STRATTON ROAD SCARSDALE, NY 10583	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

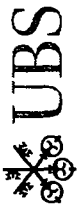
FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

LEONARD SOLOMON
CAROLE SOLOMON



Friendly account name: Foundation
 Account number: WP 90452 P1

Realized gains and losses

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

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

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
CALL TELEFONICA S A SPON DUE 12/17/11 25 000	FIFO	-7,000	Dec 19, 11	Jul 21, 11	520 86	0 00			520 86
DWS FLOATING RATE FUND CLASS A	FIFO	10 959	Jul 26, 10	Jul 11, 11	102 66	99 18			3 48
	FIFO	11 009	Aug 25, 10	Jul 11, 11	103 13	99 85			3 28
	FIFO	10 987	Sep 24, 10	Jul 11, 11	102 93	100 53			2 40
	FIFO	10 222	Oct 25, 10	Jul 11, 11	95 76	94 66			1 10
	FIFO	10 213	Nov 23, 10	Jul 11, 11	95 68	95 29			0 39
	FIFO	10 178	Dec 27, 10	Jul 11, 11	95 35	95 37		-0 02	
TRANSAMERICA AEGON SHORT-TERM BOND A	FIFO	1 062	May 17, 10	Apr 29, 11	11 15	11 06			0 09
	FIFO	6 549	May 17, 10	Apr 29, 11	68 75	68 24			0 51
	FIFO	0 006	May 17, 10	Apr 29, 11	0 06	0 06			
	FIFO	6 329	Jun 15, 10	Apr 29, 11	66 44	65 51			0 93
	FIFO	6 494	Jul 15, 10	Apr 29, 11	68 17	67 47			0 70
	FIFO	6 799	Aug 16, 10	Apr 29, 11	71 37	71 05			0 32
	FIFO	6 530	Sep 15, 10	Apr 29, 11	68 55	68 37			0 18
	FIFO	6 181	Oct 15, 10	Apr 29, 11	64 88	64 90		-0 02	
	FIFO	6 366	Nov 15, 10	Apr 29, 11	66 83	66 84			0 30
	FIFO	4 400	Dec 31, 10	Apr 29, 11	46 19	45 89		-0 01	
	FIFO	9 433	Dec 31, 10	Apr 29, 11	99 02	98 57			0 45
Total					\$1,747.78	\$1,212.84		-\$0.05	\$534.99
Net short-term capital gains and losses									\$534.94

continued next page



Business Services Account

Account name: JILL E SOLOMON CHARITABLE
 Friendly account name: Foundation
 Account number: WP 90452 P1

Your Financial Advisor:
 PETER R MOGULL
 914-761-6800/800-443-7850

Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
DWS FLOATING RATE FUND CLASS A	FIFO	2,662 407	Apr 21, 10	Jul 11, 11	24,941 68	25,000 00 ¹		-58 32	
	FIFO	10 974	Apr 26, 10	Jul 11, 11	102 81	102 50			0 31
	FIFO	10 753	May 24, 10	Jul 11, 11	100 74	97 85			2 89
	FIFO	10 897	Jun 24, 10	Jul 11, 11	102 08	98 51			3 57
ISHARES IBOXX \$ INVT GRA DE CORPORATE BOND FUND	FIFO	250.000	Apr 17, 09	Jan 03, 11	27,041 74	24,160 00			2,881 74
ISHARES TRUST RUSSELL 1000 INDEX	FIFO	6 000	Oct 27, 08	Jul 19, 11	411 43	280 48			130 95
TRANSAMERICA AEGON SHORT-TERM BOND A	FIFO	1,923 077	Mar 08, 10	Apr 29, 11	20,187 24	20,000.00 ¹			187 24
	FIFO	0 683	Mar 16, 10	Apr 29, 11	7 17	7 10			0 07
	FIFO	7 205	Apr 16, 10	Apr 29, 11	75 63	75 29			0 34
VANGUARD INDEX FUNDS VANGUARD LARGE CAP ETF	FIFO	5 000	Mar 16, 09	Jul 19, 11	273 85	174 20			99 65
Total					\$73,244.37	\$69,995.93		-\$58.32	\$3,306.76
Net long-term capital gains or losses									\$3,248.44
Net capital gains/losses:									\$3,783.38

¹ Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy.