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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

SAPOFF FOUNDATION

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

c/o 245 LIVINGSTON AVE

City or town

NEW BRUNSWICK

State

NJ

ZIP code

08901**G Check all that apply** Initial return Initial Return of a former public charity Final return Amended return Address change Name change**H Check type of organization:** Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation**I Fair market value of all assets at end of year
(from Part II, column (c), line 16)****J Accounting method** Cash Accrual Other (specify)**(Part I, column (d) must be on cash basis)****► \$ 84,183.****A Employer identification number**
22-2824248**B Telephone number (see the instructions)**
(732) 828-2800**C If exemption application is pending, check here ►** **D 1 Foreign organizations, check here ►** **2 Foreign organizations meeting the 85% test, check here and attach computation ►** **E If private foundation status was terminated under section 507(b)(1)(A), check here ►** **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) (see instructions))

		(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 (att sch)	51,450.			
	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	2,659.	2,659.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	6,696.			
	b Gross sales price for all assets on line 6a	151,321.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE OPERATING AND EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	60,805.	2,659.		
	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) L-16b Stmt	3,250.			
	c Other prof fees (attach sch) L-16c Stmt	391.	391.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) FOREIGN TAXES	11.	11.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,652.	402.		
	25 Contributions, gifts, grants paid	79,596.			79,596.
	26 Total expenses and disbursements. Add lines 24 and 25	83,248.	402.		79,596.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-22,443.			
	b Net investment income (if negative, enter -0-)			2,257.	
	c Adjusted net income (if negative, enter -0-)				

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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	1,105.	1,105.	1,105.	
	2 Savings and temporary cash investments	38,035.	15,170.	15,170.	
	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) . . . L-10a Stmt		1,994.	1,998.	
	b Investments – corporate stock (attach schedule) L-10b Stmt	48,703.	14,466.	6,988.	
	c Investments – corporate bonds (attach schedule) L-10c Stmt	14,461.	28,382.	28,080.	
	11 Investments – land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)					
12 Investments – mortgage loans					
13 Investments – other (attach schedule) L-13. Stmt	17,953.	36,697.	30,842.		
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)	120,257.	97,814.	84,183.		
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	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	120,257.	97,814.		
	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)	120,257.	97,814.		
	31 Total liabilities and net assets/fund balances (see instructions)	120,257.	97,814.		

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	120,257.
2 Enter amount from Part I, line 27a	2	-22,443.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	97,814.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	97,814.

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)
1 a					
b					
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 (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					
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) (see instructions). 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 the 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 (column (b) divided by column (c))
2010	51,213.	86,912.	0.589251
2009	35,916.	117,221.	0.306396
2008	39,017.	123,458.	0.316035
2007	54,157.	81,809.	0.661993
2006	58,925.	81,054.	0.726984
2 Total of line 1, column (d)			2 2.600659
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 0.520132
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 85,214.
5 Multiply line 4 by line 3			5 44,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23.
7 Add lines 5 and 6			7 44,346.
8 Enter qualifying distributions from Part XII, line 4			8 79,596.

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	1	23.
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	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	23.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	23.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	390.
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	390.
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	367.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 367. Refunded ► 11		

Part VIIA Statements Regarding Activities

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?

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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

c Did the foundation file Form 1120-POL for this year?

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?

If 'Yes,' attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

NJ – New Jersey

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.

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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? 13 X

Website address ► NONE

14 The books are in care of ► FRAZER EVANGELISTA & CO LLC Telephone no ► (732) 828-2800
Located at ► 245 LIVINGSTON AVE, NEW BRUNSWICK, NJ ZIP + 4 ► 08901-3057

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

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No

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? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

1b 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 ► 1b

1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ► 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__.

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) ► 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ► 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ► 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes No Yes No Yes No 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?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

 Yes No

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?

If 'Yes' to 6b, file Form 8870

 Yes No

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

5b

6b

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 (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
MEYER SAPOFF 1137 STUART RD PRINCETON NJ 08540	PRES 0.25	0.	0.	0.
ROBERT SAPOFF 12 DEAL LANE, LIVINGSTON NJ 07039	V P 0.25	0.	0.	0.
JUDITH B SLEPIAN 50 LAFAYETTE AVE, NEW BRUNSWICK NJ 08901	SEC/TREAS 0.25	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		

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	
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		►

All other program-related investments See instructions

Total: Add lines 1 through 3

BAA

Form 990-PF (2011)

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

1a	61,350.
1b	25,162.
1c	
1d	86,512.
1e	
2	
3	86,512.
4	1,298.
5	85,214.
6	4,261.

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

1	4,261.
2a	23.
2b	
2c	23.
3	4,238.
4	
5	4,238.
6	
7	4,238.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	79,596.
1b	
2	
3a	
3b	
4	79,596.
5	23.
6	79,573.

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				4,238.
2 Undistributed income, if any, as of the end of 2011.				0.
a Enter amount for 2010 only				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 54,930.				
b From 2007 54,186.				
c From 2008 39,017.				
d From 2009 35,916.				
e From 2010 51,233.				
f Total of lines 3a through e 235,282.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 79,596.				
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 79,596.				
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 5 314,878.				
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 4,238.				
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) 54,930.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 259,948.				
10 Analysis of line 9				
a Excess from 2007 54,186.				
b Excess from 2008 39,017.				
c Excess from 2009 35,916.				
d Excess from 2010 51,233.				
e Excess from 2011 79,596.				

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				<input 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							
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)(ii)							
(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))
MEYER SAPOFF

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:

MEYER SAPOFF

1137 STUART ROAD

PRINCETON

NJ 08540

(609) 921-7880

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

APPLICANTS SHOULD SUBMIT A BRIEF RESUME OF PURPOSE TO QUALIFY FOR GRANT OR CONTRIBUTION.

c Any submission deadlines

NO – NOTICE OF APPROVAL, REJECTION OR REQUEST FOR ADDITIONAL INFORMATION USUALLY SENT IN 2 MONTHS

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

THE FOUNDATION WILL CONSIDER REQUESTS BY ANY ORGANIZATION WHICH HAS EXEMPT STATUS UNDER IRC SECT 501 (C) 3

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				
ALZHEIMER'S DISEASE RESEARCH	NONE	501(c)3	MEDICAL RESEARCH	50.
AMERICAN HEART ASSOCIATION	NONE	501(C)3	MEDICAL RESEARCH	50.
AMERICAN JEWISH COMMITTEE	NONE	501(C)3	CHARITABLE	250.
AMERICAN MUSEUM OF NATURAL HISTORY	NONE	501(C)3	EDUCATIONAL	115.
ANTI DEFAMATION LEAGUE	NONE	501(C)3	CHARITABLE	100.
ARTHRITIS FOUNDATION	NONE	501(C)3	MEDICAL RESEARCH	200.
BICOL CLINIC FOUNDATION, INC.	NONE	501(C)3	MEDICAL RESEARCH	2,500.
BOCA RATON REGIONAL HOSPITAL	NONE	501(C)3	MEDICAL RESEARCH	1,000.
DANA FABER CANCER INSTITUTE	NONE	501(C)3	MEDICAL RESEARCH	1,000.
See Line 3a statement				74,331.
Total			► 3a	79,596.
b Approved for future payment				
Total			► 3b	

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,659.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	6,696.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				9,355.	
13 Total. Add line 12, columns (b), (d), and (e)			13		9,355.

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets

b Other transactions.

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**


Signature of officer or trustee

1

5 | 12 | 12

→ Title

~~PRESIDENT~~

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

Signature of preparer or trustee		Date	File	Yes	No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	E SANCHEZ, CPA		<i>J. Sanchez, CPA</i>	05/08/12		
	Firm's name ► FRAZER, EVANGELISTA & COMPANY, LLC		Firm's EIN ►			
Firm's address ► 245 LIVINGSTON AVENUE NEW BRUNSWICK		NJ 08901				
						Phone no (732) 828-2800

BAA

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

Department of the Treasury
Internal Revenue Service

OMB No 1545 0047

Schedule of Contributors

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

2011

Name of the organization

SAPOFF FOUNDATION

Employer identification number

22-2824248

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 (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

SAPOFF FOUNDATION

Employer identification number

22-2824248

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	MEYER SAPOFF 1137 STUART ROAD PRINCETON NJ 08540	\$ 51,450.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

Name of organization

SAPOFF FOUNDATION

Employer identification number

22-2824248

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VIROPHARMA INC, 1,300 SHARES	\$ 22,321.	08/23/11
1	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	INTL BUSINESS MACHINES, 100 SHARES	\$ 16,737.	09/23/11
1	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PERKINELMER INC, 600 SHARES	\$ 11,280.	09/23/11
1	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	(b) Description of noncash property given	\$	
1	(b) Description of noncash property given	\$	

BAA

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

Name SAPOFF FOUNDATION	Employer Identification Number 22-2824248		
Asset Information:			
Description of Property	<u>SEE ATTACHED STMT #2</u>		
Date Acquired.	How Acquired:		
Date Sold.	Name of Buyer:		
Sales Price:	151,321.	Cost or other basis (do not reduce by depreciation)	144,625.
Sales Expense:	Valuation Method:		
Total Gain (Loss)	6,696.	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.		
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		

**SAPOFF FOUNDATION
2011 FORM 990PF, PAGE 2, PART II, LINES 10 & 13
INVESTMENTS**

**#22-2824248
STATEMENT #1**

	COST BASIS	FMV @ 12/31/11
2,000.000 FING CORP FICO 0% 03/07/12	1993.81	1997.76
TOTAL US TREASURIES - LINE 10A	1,994	1,998
1,075.000 BIRKS&MAYORS CL A	5242.56	1062.96
4,000.000 FANNIE MAE	3180.14	804.80
1,000.000 TASER INTERNATIONAL INC.	6042.90	5120.00
TOTAL CORPORATE STOCK - LINE 10B	14,466	6,988
5,000.000 BANK OF AMER CRP 5.90% 5/15/12	5054.60	5000.75
10,000.000 GENERAL ELEC CAP 6 1% 10/15/26	10160.00	10078.25
13,000.000 MORGAN STANLEY 5.625% 01/09/12	13167.57	13000.68
TOTAL CORPORATE BONDS - LINE 10C	28,382	28,080
MORTGAGE POOLS - LINE 12	-	-
25,000.000 GNMA PL #274746 9%	-	-
OTHER - LINE 13		
MUTUAL FUNDS		
301.866 SCHWAB INTL INDEX FUND	4800.83	4,410.26
175.900 SCHWAB GLOBAL REAL ESTATE	1006.14	1,004.39
278.565 SCHWAB S & P 500 INDEX FD	5356.81	5,451.52
240.828 SCHWAB TOTAL STOCK MARKET FD	5111.17	5,446.62
153.696 SCHWAB 1000 INDEX FUND	5533.87	5,436.23
288.199 SCHWAB SMALL CAP INDEX	5403.36	5,478.66
OTHER INVESTMENT ASSETS		
200.000 PROSHS ULTRASHORT LEHMAN	27,212	27,228
TOTAL OTHER INVESTMENTS - LINE 13	9484.95	3,614.00
TOTAL SECURITIES	36,697	30,842
	81,539	67,907

**SAPOFF FOUNDATION
2011 FORM 990PF, PAGE 3, PART IV
CAPITAL GAINS AND LOSSES**

**#22-2824248
STATEMENT #2**

SECURITY	# SHARES	SALES PROCEEDS	COST	TOTAL GAIN/(LOSS)	S/T	L/T
<u>CORPORATE BONDS</u>						
BANK OF AMER CRP 6% 6/15/24	6,000	5,855 00	6,006 00	(151 00)	(151 00)	
CIT GROUP INC 7% 5/1/13	917	935 35	720 41	214 94		214 94
CIT GROUP INC 7% 5/1/14	1,376	1,403 51	1,080 98	322 53		322 53
CIT GROUP INC 7% 5/1/15	1,376	1,355 68	1,080 98	274 70		274.70
CIT GROUP INC 7% 5/1/16	2,294	2,266 80	1,802 12	464 68		464 68
CIT GROUP INC 7% 5/1/17	3,212	3,179 21	2,523 42	655 79		655 79
CATHAY BANK NA 1 0% 7/29/11	4,000	4,000 00	3,989 20	10 80	10 80	
HOUSEHOLD FIN CO 5 95% 11/15/2011	3,000	3,000 00	3,192 87	(192 87)		(192 87)
MBIA INC 9 375% 2/15/11	4,000	4,001 00	4,060 04	(59 04)		(59 04)
<u>CDs & Bas</u>						
DISCOVER BANK NA 2 55%	8,000	8,000 00	8,024 51	(24 51)		(24.51)
<u>EQUITIES</u>						
AMBAC FIN GRP INC	3,000	741 04	1,777 59	(1,036 55)	(1,036 55)	
BAXTER INTERNATIONAL	125	7,324 66	6,254 91	1,069 75		1,069 75
FANNIE MAE	917	778 82	729 02	49 81		49 81
GENL ELEC CAP FRN 2009 02/20/09	375	7,380 17	6,305 25	1,074 92		1,074 92
GENL ELEC CAP FRN 2009 02/20/09	11	213 95	185 00	28 95	28 95	
GENERAL ELEC CAP 5 75% 5/15/19	10,000	9,998 00	10,110 00	(112 00)	(112.00)	
INTL BUSINESS MACHINES	100	17,150 72	16,737 00	413 72		413 72
MBIA INC	1,000	12,268 34	10,160 00	2,108 34		2,108 34
OFFICE DEPOT	1,000	4,783 01	4,690 00	93 01		93 01
PERKINELMER INC	600	11,449 63	11,280 00	169 63		169 63
SERVICE CORP INTL	500	5,203 50	4,215 00	988 50		988 50
STURM RUGER & CO INC	500	7,772 40	7,532 95	239 45	239 45	
VIROPHARMA INCE	1,300	22,156 92	22,321 00	(164 08)		(164 08)
<u>MUTUAL FUNDS</u>						
SCHWAB INTL INDEX FUND	55	977 40	874 28	103 12	103 12	
SCHWAB MONTHLY INCOME FUND	44	-	431 46	(431 46)	-	(431 46)
SCHWAB S & P 500 INDEX FD	195	4,008 43	3,751 41	257 02	257 02	
SCHWAB 1000 INDEX FUND	133	5,117 03	4,789 20	327 83	327 83	
	151,320 57	144,624 59	6,695 98	(332 38)	7,028 36	

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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>DATTOLI CANCER FOUNDATION</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
		501 (C) 3	MEDICAL RESEARCH	
<u>EPILEPSEY FOUNDATION OF MISSOURI</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
		501 (C) 3	MEDICAL RESEARCH	
<u>FRIENDS OF NJ STATE MUSEUM</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
		501 (C) 3	EDUCATIONAL	
<u>FRIENDS OF PRINCETON ART MUSEUM</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
		501 (C) 3	EDUCATIONAL	
<u>FRIENDS OF PRINCETON PUBLIC LIBRARY</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	EDUCATIONAL	
<u>FRIENDS OF THE HIGHLAND BEACH LIBRARY</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	EDUCATIONAL	
<u>GEORGE STREET PLAY HOUSE</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
		501 (C) 3	EDUCATIONAL	
<u>GREENWOOD HOUSE</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	EDUCATIONAL	
<u>ISREAL CANCER RESEARCH FUND</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 150.
		501 (C) 3	MEDICAL RESEARCH	
<u>JEWISH FAMILY & CHILDRENS SERVICE</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 150.
		501 (C) 3	CHARITABLE	
<u>JEWISH FEDERATION OF SOUTH PALM BEACH CO</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
		501 (C) 3	CHARITABLE	
<u>JFSPBC/KFF</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 180.
		501 (C) 3	CHARITABLE	
<u>JWI-DAY OF CARE</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300.
		501 (C) 3	CHARITABLE	
<u>KRAVIS CENTER FOR THE PERFORMING ARTS</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
		501 (C) 3	EDUCATIONAL	
<u>MCCARTER THEATRE</u>	<u>NONE</u>			Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
		501 (C) 3	EDUCATIONAL	

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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>MEMORIAL SLOAN KETT CANCER CTR</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501 (C) 3	MEDICAL RESEARCH	
<u>METROPOLITAN MUSEUM OF ART</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 550.
		501 (C) 3	EDUCATIONAL	
<u>METROPOLITAN OPERA ASSN</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 10,000.
		501 (C) 3	EDUCATIONAL	
<u>MIAMI CITY BALLET</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 2,000.
		501 (C) 3	CHARITABLE	
<u>MUSEUM OF MODERN ART</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 300.
		501 (C) 3	EDUCATIONAL	
<u>NATIONAL ORGANIZATION FOR WOMEN</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 95.
		501 (C) 3	CHARITABLE	
<u>NATIONAL MUSEUM OF WOMEN IN THE ARTS</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501 (C) 3	EDUCATIONAL	
<u>NJ PAL</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 25.
		501 (C) 3	CHARITABLE	
<u>NJ STATE MUSEUM</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	EDUCATIONAL	
<u>NORTON MUSEUM OF ART</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 13,000.
		501 (C) 3	EDUCATIONAL	
<u>PALM BEACH OPERA</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 4,500.
		501 (C) 3	CHARITABLE	
<u>PLANNED PARENTHOOD</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 500.
		501 (C) 3	CHARITABLE	
<u>POLYTECHNIC UNIVERSITY</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501 (C) 3	EDUCATIONAL	
<u>PRINCETON FIRST AID & RESCUE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 100.
		501 (C) 3	CHARITABLE	
<u>PRINCETON HOSPITAL</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 1,000.
		501 (C) 3	MEDICAL	

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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>PRINCETON JEWISH CENTER</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 500.
		501 (c) 3	EDUCATIONAL	
<u>SMITHSONIAN INSTITUTE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 75.
		501 (c) 3	EDUCATIONAL	
<u>THE JEWISH CENTER</u>	<u>NONE</u>			Person or Business <input type="checkbox"/> 120.
		501 (c) 3	CHARITABLE	
<u>TRENTON STATE COLLEGE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 250.
		501 (c) 3	EDUCATIONAL	
<u>UJA FEDERATION</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 15,000.
		501 (c) 3	CHARITABLE	
<u>UJA FEDERATION WOMENS DIVISION</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 5,000.
		501 (c) 3	CHARITABLE	
<u>US MEMORIAL HOLOCAUST MUSEUM</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 100.
		501 (c) 3	EDUCATIONAL	
<u>WOMEN FOR GREENWOOD HOUSE</u>	<u>NONE</u>			Person or Business <input checked="" type="checkbox"/> 36.
		501 (c) 3	EDUCATIONAL	

Total

74,331.Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	ACCOUNTING FEES	3,250.			
Total		<u>3,250.</u>			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	INVESTMENT FEES	391.			
Total		<u>391.</u>			

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations	State and Local Obligations FMV	US Government Obligations	US Government Obligations FMV
US TREASURIES			1,994.	1,998.
Total			<u>1,994.</u>	<u>1,998.</u>

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
CORPORATE STOCK	14,466.	6,988.
Total	<u>14,466.</u>	<u>6,988.</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
CORPORATE BONDS	28,382.	28,080.
Total	<u>28,382.</u>	<u>28,080.</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
MUTUAL FUNDS	27,212.	27,228.
OTHER INVESTMENT ASSETS	9,485.	3,614.

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

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>36,697.</u>	<u>30,842.</u>