Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE DEBORAH LOEB BRICE FOUNDATION
C/O LEVIN CAPITAL STRATEGIES, LP

A Employer identification number 23-7065499

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O LEVIN CAPITAL STRATEGIES, LP
595 MADISON AVENUE - 17TH FLOOR

B Telephone number (see instructions) (212) 259-0800

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 32,443,920.

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

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

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

	Line	Description	(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 (attach schedule)	1,000,000.	ATCH 1		
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	18,218.	18,218.		ATCH 2
	4	Dividends and interest from securities	625,544.	625,404.		ATCH 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	584,270.			
	b	Gross sales price for all assets on line 6a 10,121,605.				
	7	Capital gain net income (from Part IV, line 2)		584,263.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-83,940.	-71,804.		ATCH 4
	12	**Total** Add lines 1 through 11	2,144,092.	1,156,081.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	135,807.	135,807.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	51,364.	6,364.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	875.			875.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	188,046.	142,171.		875.
	25	Contributions, gifts, grants paid	1,461,054.			1,461,054.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,649,100.	142,171.		1,461,929.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	494,992.			
	b	**Net investment income** (if negative, enter -0-)		1,013,910.		
	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	Cash - non-interest-bearing	23,763.	-8,167.	-8,167.
2	Savings and temporary cash investments	5,088,722.	3,068,042.	3,068,042.
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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	1,757,780.	683,072.	721,328.
b	Investments - corporate stock (attach schedule) ATCH 9	19,253,588.	22,930,809.	27,037,690.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	1,697,296.	1,642,385.	1,625,027.
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)	27,821,149.	28,316,141.	32,443,920.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	27,821,149.	28,316,141.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	27,821,149.	28,316,141.	
31	**Total liabilities and net assets/fund balances** (see instructions)	27,821,149.	28,316,141.	

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	27,821,149.
2	Enter amount from Part I, line 27a	2	494,992.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,316,141.
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	28,316,141.

**ATCH 8

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

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	584,263.
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	0

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 (col (b) divided by col (c))
2010	1,262,913.	29,213,830.	0.043230
2009	1,523,108.	25,862,833.	0.058892
2008	1,835,612.	27,687,295.	0.066298
2007	1,630,190.	28,242,941.	0.057720
2006	1,565,059.	26,753,816.	0.058499

2	**Total** of line 1, column (d)	2	0.284639
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	0.056928
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,938,520.
5	Multiply line 4 by line 3	5	1,818,196.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,139.
7	Add lines 5 and 6	7	1,828,335.
8	Enter qualifying distributions from Part XII, line 4	8	1,461,929.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	20,278.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	20,278.
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	20,278.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 32,745.		
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	32,745.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	11.
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	12,456.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 12,456. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ __________ **(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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ALEXA MODEL Telephone no ▶ 212-259-0864

Located at ▶ C/O LEVIN 595 MADISON AVENUE - 17TH FL NEW YORK, NY ZIP + 4 ▶ 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		
	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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b X

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
ATTACHMENT 11		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				

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

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	26,962,042.
b	Average of monthly cash balances	1b	3,531,073.
c	Fair market value of all other assets (see instructions)	1c	1,931,778.
d	**Total** (add lines 1a, b, and c)	1d	32,424,893.
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	32,424,893.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	486,373.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,938,520.
6	**Minimum investment return.** Enter 5% of line 5	6	1,596,926.

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	1,596,926.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	20,278.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,278.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,576,648.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,576,648.
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	1,576,648.

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	1,461,929.
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	1,461,929.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,461,929.

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					1,576,648.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	260,380.				
b From 2007	262,831.				
c From 2008	470,549.				
d From 2009	242,810.				
e From 2010					
f Total of lines 3a through e		1,236,570.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,461,929.					
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					1,461,929.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		114,719.			114,719.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,121,851.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
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)		145,661.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		976,190.			
10 Analysis of line 9					
a Excess from 2007	262,831.				
b Excess from 2008	470,549.				
c Excess from 2009	242,810.				
d Excess from 2010					
e Excess from 2011					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				1,461,054.
Total . . . . . . ▶ **3a**				1,461,054.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18,218.	
4 Dividends and interest from securities	523920	140.	14	625,404.	
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	523920	7.	18	584,263.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 1		-12,136.		-71,804.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-11,989.		1,156,081.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,144,092.

(See worksheet in line 13 instructions to verify calculations)

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

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

E2H01Q 765V 11/7/2012 8:48:06 AM V 11-6.1

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/13/12 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL J. ALESCIO	[signature] CPA	11/13/12		P00097267
Firm's name ▶ LCS TAX, LLC			Firm's EIN ▶ 27-2951973	
Firm's address ▶ 595 MADISON AVENUE - 16TH FLOOR NEW YORK, NY 10022			Phone no 212-259-0813	

Form **990-PF** (2011)

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	Employer identification number
THE DEBORAH LOEB BRICE FOUNDATION C/O LEVIN CAPITAL STRATEGIES, LP	23-7065499

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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)

Name of organization THE DEBORAH LOEB BRICE FOUNDATION
C/O LEVIN CAPITAL STRATEGIES, LP

Employer identification number 23-7065499

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEBORAH L. BRICE C/O LEVIN CAPITAL 595 MADISON AVE 17 FL NEW YORK, NY 10022	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE DEBORAH LOEB BRICE FOUNDATION C/O LEVIN CAPITAL STRATEGIES, LP	23-7065499

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE DEBORAH LOEB BRICE FOUNDATION
C/O LEVIN CAPITAL STRATEGIES, LP

Employer identification number 23-7065499

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE DEBOROAH LOEB BRICE FOUNDATION 23-7065499

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
DEBORAH L. BRICE C/O LEVIN CAPITAL 595 MADISON AVE 17 FL NEW YORK, NY 10022	11/14/2011	1,000,000.
TOTAL CONTRIBUTION AMOUNTS		1,000,000.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN (US GOV'T INTEREST)	9,095.	9,095.
JP MORGAN	5,625.	5,625.
FIRST MANHATTAN (US GOV'T INTEREST)	72.	72.
FIRST MANHATTAN	35.	35.
THRU PARTNERSHIP INVESTMENTS	3,391.	3,391.
TOTAL	18,218.	18,218.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN		451,408.	451,408.
SCHWAB		30,543.	30,543.
GABELLI & CO		71,974.	71,974.
FIRST MANHATTAN		38,670.	38,670.
THRU PARTNERSHIP INVESTMENTS		32,949.	32,809.
	TOTAL	625,544.	625,404.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC 988/ORDIN INCOME - THRU PARTNERSHIPS	-71,804.	-71,804.
- THRU PARTNERSHPS	-12,136.	
TOTALS	-83,940.	-71,804.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	135,807.	135,807.
TOTALS	135,807.	135,807.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES WITHHELD	6,364.	6,364.
FEDERAL TAXES	45,000.	
TOTALS	51,364.	6,364.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEES	750.	750.
AD/PUBLICATION	125.	125.
TOTALS	875.	875.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TREASURY BONDS	683,072.	721,328.
US OBLIGATIONS TOTAL	683,072.	721,328.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK	22,028,575.	26,074,395.
FOREIGN STOCK	62,060.	168,449.
MUTUAL FUNDS	840,174.	794,846.
TOTALS	22,930,809.	27,037,690.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARTNERSHIPS	1,642,385.	1,625,027.
TOTALS	1,642,385.	1,625,027.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
DEBORAH L BRICE C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0	0	0
JEROME A MANNING C/O STROOCK & STROOCK & LAVAN 180 MAIDEN LANE NEW YORK, NY 10038	TRUSTEE	0	0	0
TARAN DAVIES C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0	0	0
JOHN A LEVIN C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0	0	0
ALEXA MODEL C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0	0	0
	GRAND TOTALS			

THE DEBOREAH LOEB BRICE FOUNDATION 23-7065499

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SEC 988/ORDINARY INCOME - THRU PARTNERSHIPS	523920	-12,136.	14	-71,804.	
TOTALS		-12,136.		-71,804.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust THE DEBORAH LOEB BRICE FOUNDATION C/O LEVIN CAPITAL STRATEGIES, LP

Employer identification number 23-7065499

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	584,263.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	584,263.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	

Part III **Summary of Parts I and II** *Caution: Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			584,263.
14 **Net long-term gain or (loss):**				
a Total for year	14a			
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			584,263.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . **16** ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20 Add lines 18 and 19	20				
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22 Subtract line 21 from line 20 If zero or less, enter -0-			22		
23 Subtract line 22 from line 17 If zero or less, enter -0-			23		
24 Enter the **smaller** of the amount on line 17 or $2,300			24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26 Subtract line 25 from line 24			26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29 Subtract line 28 from line 27			29		
30 Multiply line 29 by 15% (15)				30	
31 Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32 Add lines 30 and 31				32	
33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number: 23-7065499

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	9,954,879.	9,537,342.	417,537.
CAPITAL GAIN DISTRIBUTIONS	VARIOUS	VARIOUS	16,225.		16,225.
THRU PARTNERSHIPS	VARIOUS	VARIOUS	43,560.		43,560.
WASH SALES ADJUSTMENTS	VARIOUS	VARIOUS	106,941.		106,941.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 584,263.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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Deborah Loeb Brice Foundation

REALIZED GAINS AND LOSSES

EIN: 23-7065499

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-09-06	01-03-11	975	WILLIAMS COS INC DEL COM	19,743	24,358		4,615
03-13-06	01-03-11	975	WILLIAMS COS INC DEL COM	19,865	24,358		4,493
03-20-06	01-03-11	1,570	WILLIAMS COS INC DEL COM	33,135	39,223		6,088
09-08-10	01-03-11	1,450	SIGMA ALDRICH CORP COM	82,388	98,090	15,702	
12-11-09	01-03-11	3,900	JPMORGAN CHASE WT EXP 10/28/2018	43,621	59,179		15,558
07-27-10	01-03-11	100	JPMORGAN CHASE WT EXP 10/28/2018	1,431	1,517	86	
10-26-10	01-03-11	5,000	NEW YORK TIMES CL A	38,889	48,987	10,098	
08-21-09	01-04-11	315	PLAINS EXPL & PRODTN COM	8,178	10,065		1,886
10-08-09	01-04-11	600	PLAINS EXPL & PRODTN COM	16,823	19,171		2,348
02-24-10	01-04-11	110	PLAINS EXPL & PRODTN COM	3,534	3,515	-19	
03-23-10	01-05-11	2,310	SOUTHERN CO	76,629	87,816	11,187	
07-21-10	01-05-11	732	SOUTHERN CO	26,085	27,827	1,742	
09-01-10	01-05-11	1,382	SOUTHERN CO	50,977	52,538	1,560	
11-26-10	01-05-11	656	SOUTHERN CO	24,875	24,938	63	
01-05-11	01-05-11	384,000	ROLLS ROYCE PLC ORDS 20P 'B' SHA	596	596	0	
09-08-09	01-10-11	4,900	EDISON INTL COM	163,359	186,633		23,275
10-07-10	01-10-11	2,400	EDISON INTL COM	83,710	91,412	7,702	
12-30-08	01-11-11	70	FREEPORT-MCMORAN COP&G CL B	1,652	8,390		6,738
11-18-09	01-11-11	1,850	HALOZYME THERAPEUTICS COM	12,135	14,085		1,949
10-28-10	01-12-11	1,150	LIFE TECHNOLOGIES CORPORATION	58,435	64,201	5,766	
09-20-10	01-13-11	2,150	METLIFE INC COM	89,258	99,330	10,072	
10-28-10	01-14-11	550	LIFE TECHNOLOGIES CORPORATION	27,947	29,990	2,043	
11-26-10	01-14-11	325	LIFE TECHNOLOGIES CORPORATION	16,553	17,722	1,168	
03-20-06	01-14-11	1,830	WILLIAMS COS INC DEL COM	38,622	48,014		9,392
11-28-08	01-14-11	1,000	WILLIAMS COS INC DEL COM	15,852	26,237		10,385
02-24-10	01-14-11	750	PLAINS EXPL & PRODTN COM	24,096	25,062	966	
04-24-09	01-18-11	600	DEVON ENERGY CORP COM	31,491	49,442		17,952
08-10-09	01-18-11	650	DEVON ENERGY CORP COM	41,895	53,563		11,668
07-08-10	01-18-11	4,100	BLACKSTONE GROUP (THE)	41,282	63,231	21,949	
07-27-10	01-18-11	2,000	JPMORGAN CHASE WT EXP 10/28/2018	28,623	30,271	1,648	
10-07-10	01-18-11	4,900	EDISON INTL COM	170,908	185,478	14,570	
12-06-07	01-19-11	900	MITSUBISHI ESTATE CO LTD	23,914	17,888		-6,026
09-20-10	01-20-11	4,815	UIL HOLDINGS CORP	127,860	145,897	18,037	
10-07-10	01-20-11	1,212	UIL HOLDINGS CORP	34,755	36,724	1,969	
07-27-10	01-25-11	24	JPMORGAN CHASE WT EXP 10/28/2018	343	361	17	
07-28-10	01-25-11	776	JPMORGAN CHASE WT EXP 10/28/2018	11,015	11,662	647	
10-06-10	01-25-11	500	JPMORGAN CHASE WT EXP 10/28/2018	6,500	7,514	1,015	
10-07-10	01-25-11	4,451	UIL HOLDINGS CORP	127,637	135,317	7,680	
11-26-10	01-25-11	1,575	UIL HOLDINGS CORP	46,840	47,882	1,042	
12-30-04	01-27-11	2,250	ALTERA CORP COM	46,087	85,952		39,865
08-24-09	01-31-11	550	UNITED TECHNOLOGIES	32,521	44,417		11,896
07-08-10	01-31-11	1,050	BLACKSTONE GROUP (THE)	10,572	16,211	5,639	
11-01-10	01-31-11	850	DRESSER-RAND GROUP INC COM	29,280	38,469	9,189	
12-17-10	01-31-11	1,680	GENERAL ELECTRIC CO	29,799	33,936	4,137	
10-23-03	01-31-11	280	J F CHINA REGION FD COM	3,391	4,386		995
11-04-03	01-31-11	10	J F CHINA REGION FD COM	146	157		10
11-05-03	01-31-11	140	J F CHINA REGION FD COM	2,035	2,193		158
11-06-03	01-31-11	180	J F CHINA REGION FD COM	2,488	2,820		331
11-07-03	01-31-11	38	J F CHINA REGION FD COM	544	595		51
10-06-10	01-31-11	498	JPMORGAN CHASE WT EXP 10/28/2018	6,474	7,259	786	
10-07-10	01-31-11	202	JPMORGAN CHASE WT EXP 10/28/2018	2,634	2,944	311	
10-07-10	02-01-11	650	JPMORGAN CHASE WT EXP 10/28/2018	8,475	9,787	1,312	
08-24-09	02-02-11	2,300	PFIZER INC	38,640	43,787		5,147

Deborah Loeb Brice Foundation

REALIZED GAINS AND LOSSES

EIN: 23-7065499

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-01-09	02-02-11	250	PFIZER INC	4,091	4,760		669
10-06-09	02-02-11	1,550	PFIZER INC	25,951	29,509		3,558
11-14-07	02-10-11	400	ZIMMER HLDGS INC COM	27,440	23,673		-3,767
01-22-08	02-10-11	200	ZIMMER HLDGS INC COM	13,343	11,836		-1,507
10-21-08	02-11-11	1,500	QUANTA SVCS INC COM	33,427	35,761		2,335
09-20-10	02-14-11	1,150	METLIFE INC COM	47,743	53,889	6,146	
10-22-03	02-18-11	97	GREATER CHINA FD INC COM	1,530	1,201		-329
10-23-03	02-18-11	210	GREATER CHINA FD INC COM	3,213	2,601		-613
12-16-05	02-18-11	63	GREATER CHINA FD INC COM	725	780		55
12-16-05	02-18-11	33	GREATER CHINA FD INC COM	380	409		29
12-16-05	02-18-11	100	GREATER CHINA FD INC COM	1,151	1,238		88
12-16-05	02-18-11	20	GREATER CHINA FD INC COM	230	248		18
12-16-05	02-18-11	20	GREATER CHINA FD INC COM	230	248		18
12-16-05	02-18-11	3	GREATER CHINA FD INC COM	35	37		3
12-16-05	02-18-11	34	GREATER CHINA FD INC COM	391	421		30
12-16-05	02-18-11	70	GREATER CHINA FD INC COM	806	867		61
12-23-05	02-18-11	2,250	GREATER CHINA FD INC COM	28,931	27,863		-1,068
08-04-08	02-18-11	656	GREATER CHINA FD INC COM	8,421	8,124		-297
12-30-08	02-18-11	600	GREATER CHINA FD INC COM	4,686	7,430		2,744
07-12-10	02-23-11	2,700	KRAFT FOODS INC CL A	78,258	85,005	6,746	
12-13-10	02-23-11	2,500	KRAFT FOODS INC CL A	77,150	78,708	1,558	
08-20-10	03-01-11	3,000	MCAFEE INC CMN	141,155	144,000	2,845	
05-21-08	03-04-11	0	TOOTSIE ROLL INDS INC	4	5		1
02-24-10	03-10-11	600	PLAINS EXPL & PRODTN COM	19,277	19,766		490
11-01-10	03-10-11	850	DRESSER-RAND GROUP INC COM	29,280	42,252	12,972	
09-20-10	03-15-11	750	METLIFE INC COM	31,136	32,174	1,038	
11-26-10	03-15-11	50	METLIFE INC COM	1,891	2,145	254	
10-07-10	03-15-11	800	BECKMAN COULTER INC COM	38,038	66,191	28,152	
07-07-10	03-21-11	1,500	ACCRETIVE HEALTH INC COM	19,467	37,313	17,845	
09-09-10	03-21-11	400	ACCRETIVE HEALTH INC COM	4,416	9,950	5,534	
10-29-03	03-22-11	1,000	NETAPP INC	25,980	48,696		22,716
09-22-06	03-22-11	2,500	PIKE ELEC CORP COM	38,135	23,819		-14,316
10-01-04	03-25-11	1,000	HERLEY INDS INC DEL COM	19,066	19,000		-66
06-15-06	03-25-11	1,000	HERLEY INDS INC DEL COM	10,592	19,000		8,408
02-17-11	03-28-11	30,000	EASTMAN KODAK	112,443	113,161	718	
02-27-06	03-30-11	1,500	RPC INC COM	15,376	37,674		22,298
08-10-09	04-04-11	750	DEVON ENERGY CORP COM	48,340	69,015		20,675
07-08-10	04-05-11	775	BLACKSTONE GROUP (THE)	7,803	14,647	6,844	
02-27-06	04-13-11	1,500	RPC INC COM	15,376	33,359		17,983
03-08-06	04-13-11	500	RPC INC COM	4,241	11,120		6,879
04-11-11	04-19-11	1,236	PPL CORP COM	31,271	33,020	1,749	
02-20-07	04-19-11	175	UNILEVER NV ADR NEW YORK	4,704	5,680		976
03-19-09	04-19-11	450	UNILEVER NV ADR NEW YORK	8,526	14,605		6,079
08-12-09	04-19-11	1,300	MARSH & MCLENNAN COS	30,292	37,408		7,116
02-02-10	04-19-11	2,500	MARSH & MCLENNAN COS	55,387	71,939		16,552
01-07-10	04-21-11	500	TEVA PHARMACEUTCL INDS ADR	28,845	22,442		-6,403
11-03-10	04-27-11	7,925	PORTLAND GEN ELEC CO COM NEW	168,376	196,445	28,069	
11-26-10	04-27-11	1,192	PORTLAND GEN ELEC CO COM NEW	25,215	29,547	4,332	
06-13-06	04-28-11	2,000	QUESTAR CORP COM	22,465	34,921		12,457
12-13-04	04-29-11	60	AOL INC COM	1,897	1,207		-691
06-08-09	04-29-11	18	AOL INC COM	357	362		5
07-17-09	04-29-11	103	AOL INC COM	2,027	2,071		44
12-16-10	05-10-11	5,067	DOMINION RES INC VA COM	214,214	240,109	25,895	

Deborah Loeb Brice Foundation

REALIZED GAINS AND LOSSES

EIN: 23-7065499

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-07-10	05-10-11	3,917	DTE ENERGY CO COM	184,478	203,362	18,884	
11-26-10	05-10-11	589	DTE ENERGY CO COM	26,705	30,580	3,874	
11-27-07	05-12-11	3,600	STAPLES INC COM	79,686	72,957		-6,729
12-03-09	05-12-11	1,200	STAPLES INC COM	28,966	24,319		-4,647
05-08-09	05-12-11	1,150	PITNEY BOWES INC	25,780	28,291		2,511
03-11-10	05-12-11	800	PITNEY BOWES INC	18,637	19,680		1,043
05-28-10	05-12-11	1,800	PITNEY BOWES INC	40,671	44,281	3,610	
06-18-10	05-12-11	550	PITNEY BOWES INC	12,805	13,530	726	
06-21-10	05-12-11	600	PITNEY BOWES INC	14,017	14,760	743	
02-28-11	05-12-11	2,400	YAHOO INC COM	39,563	38,323	-1,239	
08-28-09	05-16-11	1,200	FIRSTENERGY CORP COM	54,720	53,881		-839
12-15-10	05-16-11	1,200	DIONEX CORP COM	141,464	142,200	736	
11-16-04	05-26-11	0	Enron 6 750% Escrow	0	157		157
04-17-01	05-26-11	2,000	SPRINT NEXTEL CORP COM FON	40,387	11,561		-28,826
03-24-08	05-26-11	2,000	SPRINT NEXTEL CORP COM FON	13,180	11,561		-1,619
06-07-07	05-31-11	4,500	CAPITAL LEASE FDG INC COM	50,492	22,503		-27,989
02-07-08	05-31-11	1,000	CAPITAL LEASE FDG INC COM	8,614	5,001		-3,614
03-22-11	06-01-11	500	LIQUIDITY SERVICES INC	8,119	10,467	2,348	
11-22-10	06-13-11	2,100	HEWLETT PACKARD CO COM	89,839	73,551	-16,289	
06-25-10	06-14-11	5,017	PEPCO HOLDINGS INC COM	80,224	96,444	16,220	
07-21-10	06-14-11	1,597	PEPCO HOLDINGS INC COM	26,430	30,700	4,269	
09-01-10	06-14-11	3,007	PEPCO HOLDINGS INC COM	55,209	57,805	2,596	
11-26-10	06-14-11	1,209	PEPCO HOLDINGS INC COM	22,402	23,241	839	
03-19-09	06-23-11	350	UNILEVER NV ADR NEW YORK	6,631	11,005		4,373
05-07-09	06-23-11	1,500	UNILEVER NV ADR NEW YORK	33,844	47,163		13,318
12-20-04	06-28-11	600	CBS CORP NEW CL B	17,029	16,498		-531
12-29-05	06-28-11	200	CBS CORP NEW CL B	5,224	5,499		275
01-19-11	06-30-11	200,000	UAL CORP 4 500% Due 06-30-21	208,315	200,000	-8,315	
04-04-11	06-30-11	50,000	UAL CORP 4 500% Due 06-30-21	50,837	50,000	-837	
07-05-11	07-05-11	576,000	ROLLS ROYCE PLC ORDS 20P 'B' SHA	923	923	0	
05-29-98	07-07-11	1,400	WESTERN UNION CO	10,740	27,361		16,620
12-17-08	07-07-11	600	WESTERN UNION CO	8,455	11,726		3,271
10-06-09	07-11-11	1,000	PFIZER INC	16,743	20,031		3,289
10-08-09	07-11-11	2,100	PFIZER INC	35,267	42,066		6,798
10-12-09	07-11-11	3,100	PFIZER INC	52,537	62,097		9,560
10-16-09	07-11-11	985	PFIZER INC	17,252	19,731		2,478
03-23-10	07-11-11	965	PFIZER INC	16,801	19,330		2,529
12-14-10	07-11-11	1,400	LOCKHEED MARTIN CORP	98,167	111,498	13,331	
03-01-10	07-11-11	1,800	THERMO FISHER SCIENTIF COM	87,476	113,987		26,511
03-03-10	07-11-11	200	THERMO FISHER SCIENTIF COM	9,851	12,665		2,815
07-27-10	07-11-11	650	THERMO FISHER SCIENTIF COM	30,359	41,162	10,803	
02-08-10	07-11-11	1,950	XCEL ENERGY INC COM	39,168	47,126		7,958
12-06-07	07-12-11	1,300	MITSUBISHI ESTATE CO LTD	34,542	23,400		-11,142
12-14-10	07-12-11	700	LOCKHEED MARTIN CORP	49,084	55,737	6,653	
04-01-11	07-18-11	1,400	ABB LTD SPONSORED ADR	34,139	34,328	189	
02-09-11	07-26-11	300	3M CO COM	26,971	27,455	484	
07-27-10	07-26-11	750	THERMO FISHER SCIENTIF COM	35,029	46,307	11,278	
09-08-10	07-26-11	125	THERMO FISHER SCIENTIF COM	5,588	7,718	2,130	
11-26-10	07-27-11	92	LIFE TECHNOLOGIES CORPORATION	4,686	4,448	-238	
12-01-10	07-27-11	533	LIFE TECHNOLOGIES CORPORATION	27,467	25,767	-1,700	
12-28-10	07-27-11	2,000	LIFE TECHNOLOGIES CORPORATION	110,880	96,685	-14,195	

Deborah Loeb Brice Foundation

REALIZED GAINS AND LOSSES

EIN: 23-7065499

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-03-09	07-27-11	2,400	PINNACLE WEST CAP CORP COM	87,268	103,870		16,602
09-03-98	07-27-11	500	AMETEK INC COM	2,200	21,950		19,750
08-24-09	07-28-11	4,000	ALLIANCEBERNSTEIN HLDG UNIT LTD	85,279	71,167		-14,112
11-29-10	07-28-11	300	ALLIANCEBERNSTEIN HLDG UNIT LTD	6,966	5,338	-1,629	
03-23-10	07-28-11	5,507	EMPIRE DIST ELEC CO COM	100,536	110,608		10,072
07-21-10	07-28-11	1,743	EMPIRE DIST ELEC CO COM	33,854	35,008		1,154
09-01-10	07-28-11	3,296	EMPIRE DIST ELEC CO COM	65,689	66,200	511	
11-26-10	07-28-11	1,563	EMPIRE DIST ELEC CO COM	34,797	31,393	-3,404	
03-23-10	08-02-11	2,093	PG&E CORP COM	90,272	84,845		-5,426
07-21-10	08-02-11	662	PG&E CORP COM	28,797	26,836		-1,961
09-01-10	08-02-11	785	PG&E CORP COM	37,542	31,822	-5,720	
04-01-11	08-05-11	2,900	ABB LTD SPONSORED ADR	70,717	64,145	-6,572	
12-30-08	08-05-11	900	FREEPORT-MCMORAN COP&G CL B	10,618	43,048		32,429
02-08-10	08-05-11	1,570	XCEL ENERGY INC COM	31,535	35,924		4,389
02-10-10	08-05-11	380	XCEL ENERGY INC COM	7,642	8,695		1,053
12-14-10	08-05-11	700	LOCKHEED MARTIN CORP	49,084	50,967	1,883	
11-07-03	08-08-11	187	J F CHINA REGION FD COM	2,677	2,431		-246
02-17-04	08-08-11	538	J F CHINA REGION FD COM	9,035	6,993		-2,042
06-13-11	08-18-11	8,000	XEROX CORP	77,662	61,766	-15,896	
07-01-11	08-18-11	950	XEROX CORP	10,149	7,335	-2,814	
07-27-11	08-24-11	3,000	PETROHAWK ENERGY CORP COM	115,145	116,250	1,105	
09-01-10	08-30-11	468	PG&E CORP COM	22,382	19,684	-2,698	
09-13-10	08-30-11	2.206	PG&E CORP COM	95,690	92,782	-2,908	
11-26-10	08-30-11	924	PG&E CORP COM	43,483	38,863	-4,621	
08-28-09	09-02-11	600	FIRSTENERGY CORP COM	27,360	25,880		-1,479
06-28-10	09-02-11	1,800	FIRSTENERGY CORP COM	64,839	77,641		12,802
07-01-11	09-06-11	2,250	XEROX CORP	24,037	17,035	-7,002	
06-28-11	09-09-11	2,000	GRAHAM PACKAGING CO COM	50,565	51,000	435	
07-01-11	09-12-11	2,700	XEROX CORP	28,845	19,652	-9,193	
10-04-10	09-12-11	2,100	OMNICOM GROUP INC COM	81,781	78,359	-3,421	
10-13-10	09-12-11	300	OMNICOM GROUP INC COM	12,438	11,194	-1,244	
07-14-11	09-12-11	100	BIO RAD LABS INC CL A	11,804	9,132	-2,672	
11-18-09	09-12-11	1,850	HALOZYME THERAPEUTICS COM	12,135	11,022		-1,114
02-17-04	09-12-11	262	J F CHINA REGION FD COM	4,400	3,297		-1,103
11-09-04	09-12-11	100	J F CHINA REGION FD COM	1,218	1,258		40
11-10-04	09-12-11	200	J F CHINA REGION FD COM	2,464	2,517		52
11-11-04	09-12-11	100	J F CHINA REGION FD COM	1,273	1,258		-15
11-15-04	09-12-11	63	J F CHINA REGION FD COM	816	793		-23
03-14-11	09-19-11	1,000	LUBRIZOL CORP COM	134,380	135,000	620	
07-07-11	09-22-11	3,200	ALCOA	53,057	32,599	-20,458	
10-13-10	09-22-11	750	OMNICOM GROUP INC COM	31,095	27,315	-3,781	
10-25-10	09-22-11	300	OMNICOM GROUP INC COM	13,059	10,926	-2,133	
12-13-10	09-22-11	1,300	OMNICOM GROUP INC COM	60,959	47,345	-13,613	
11-01-10	09-22-11	800	DRESSER-RAND GROUP INC COM	27,558	34,994	7,436	
01-03-11	09-22-11	1,550	MACK CALI RLTY CORP COM	50,939	42,664	-8,276	
04-08-11	09-27-11	4,000	NATIONAL SEMICONDUCTOR COM	96,525	100,000	3,475	
12-14-10	10-03-11	3,450	MORGAN STANLEY COM	92,781	43,213	-49,568	
11-15-04	10-06-11	337	J F CHINA REGION FD COM	4,363	3,564		-799
03-02-07	10-06-11	213	J F CHINA REGION FD COM	4,114	2,253		-1,861
08-28-00	10-26-11	500	LOCKHEED MARTIN CORP	14,587	38,177		23,590
03-14-11	10-27-11	5,338 078	OAKMARK INTERNATIONAL SMALL CAP	75,000	69,448	-5,552	
03-22-11	10-27-11	1,600	AARONS INC COM	39,149	44,011	4,862	
01-07-10	10-27-11	500	TEVA PHARMACEUTCL INDS ADR	28,845	20,737		-8,109

DEBORAH LOEB BRICE FOUNDATION

REALIZED GAINS AND LOSSES

EIN: 23-7065499

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-29-03	10-27-11	2,000	WRIGHT MED GROUP INC COM	58,080	35,832		-22,248
06-11-10	10-31-11	500	FEDEX CORP COM	40,049	41,028		979
10-06-05	10-31-11	2,000	VERISIGN INC COM	38,663	64,433		25,770
06-11-10	11-01-11	500	FEDEX CORP COM	40,049	39,459		-590
02-09-11	11-01-11	900	3M CO COM	80,913	69,711	-11,202	
08-29-11	11-01-11	180	3M CO COM	14,654	13,942	-712	
10-19-11	11-01-11	470	3M CO COM	36,946	36,405	-542	
08-24-09	11-01-11	850	UNITED TECHNOLOGIES	50,260	64,002		13,743
09-11-09	11-01-11	1,350	UNITED TECHNOLOGIES	83,369	101,651		18,282
01-18-11	11-01-11	1,900	TRAVELERS COMPANIES COM	103,897	109,198	5,302	
08-05-11	11-01-11	1,150	TRAVELERS COMPANIES COM	62,189	66,094	3,904	
08-29-11	11-01-11	610	TRAVELERS COMPANIES COM	31,006	35,058	4,052	
10-07-10	11-01-11	1,350	JPMORGAN CHASE WT EXP 10/28/2018	17,602	12,928		-4,674
07-14-11	11-01-11	150	BIO RAD LABS INC CL A	17,707	14,333	-3,374	
07-08-11	11-08-11	900	INGERSOLL-RAND CO	41,581	28,365	-13,216	
10-29-03	11-18-11	1,000	NETAPP INC	25,980	35,167		9,187
07-07-11	11-25-11	3,200	ALCOA	53,057	28,615	-24,442	
10-21-11	11-25-11	3,200	ALCOA	32,579	28,615	-3,964	
10-24-11	11-25-11	1,050	ALCOA	11,103	9,389	-1,714	
04-26-11	11-25-11	2,800	VERIZON COMMUNICATIONS	105,516	99,180	-6,336	
07-07-11	11-25-11	1,400	VERIZON COMMUNICATIONS	52,430	49,590	-2,840	
10-31-11	11-25-11	3,400	VERIZON COMMUNICATIONS	126,718	120,432	-6,286	
05-10-06	12-13-11	1,000	KELLOGG CO COM	46,990	48,601		1,611
05-16-06	12-13-11	300	KELLOGG CO COM	13,985	14,580		595
03-02-07	12-15-11	612	J F CHINA REGION FD COM	11,821	6,704		-5,116
12-15-08	12-15-11	988	J F CHINA REGION FD COM	7,993	10,823		2,830
12-28-10	12-20-11	1,000	FEDEX CORP COM	92,916	83,713	-9,203	
12-06-07	12-21-11	100	MITSUBISHI ESTATE CO LTD	2,657	1,538		-1,119
12-12-07	12-21-11	1,200	MITSUBISHI ESTATE CO LTD	31,415	18,454		-12,961
12-01-10	12-21-11	3,800	LEGG MASON INC COM	128,179	91,236		-36,943
12-13-10	12-21-11	2,000	LEGG MASON INC COM	71,245	48,019		-23,226
07-01-11	12-22-11	4,000	XEROX CORP	42,733	32,549	-10,184	
12-07-10	12-22-11	6,000	FORD MTR CO DEL WT EXP 010113	48,498	15,264		-33,234
05-08-06	12-28-11	1,500	US BANCORP DEL COM NEW	47,310	40,149		-7,161
10-19-10	12-28-11	300	US BANCORP DEL COM NEW	6,966	8,030		1,064
11-22-10	12-30-11	900	HEWLETT PACKARD CO COM	38,503	23,166		-15,337
11-26-10	12-30-11	562	HEWLETT PACKARD CO COM	24,355	14,466		-9,890
12-10-10	12-30-11	538	HEWLETT PACKARD CO COM	22,837	13,848		-8,989
12-23-11	12-30-11	1,950	HEWLETT PACKARD CO COM	50,524	50,192	-332	
TOTAL GAINS						442,102	626,587
TOTAL LOSSES						-310,354	-340,798
				9,537,342	**9,954,879**	**131,748**	**285,789**

TOTAL REALIZED GAIN/LOSS 417,537

SHORT-TERM (ABOVE)	$ 131,748
LONG-TERM (ABOVE)	285,789
CAPITAL GAIN DISTRIBUTIONS	16,225
WASH SALES ADJUSTMENTS	106,941
THRU PARTNERSHIPS	43,560
	$ 584,263

THE DEBORAH LOEB BRICE FOUNDATION 23-7065499

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE SCHEDULE ATTACHED					VARIOUS	VARIOUS
9,954,879.		9,537,342.					417,537.	
		CAPITAL GAIN DISTRIBUTIONS					VARIOUS	VARIOUS
16,225.							16,225.	
		THRU PARTNERSHIPS					VARIOUS	VARIOUS
43,560.							43,560.	
		WASH SALES ADJUSTMENTS					VARIOUS	VARIOUS
106,941.							106,941.	
TOTAL GAIN(LOSS)							584,263.	

THE DEBORAH LOEB BRICE FOUNDATION
EIN 23-7065499
DECEMBER 31, 2011

CHARITABLE ORGANIZATION	IRC SEC 509(a) PUBLIC CHARITY	*PURPOSE*	*$$$$$*
AMERICAN ASSOCIATES OF THE ROYAL ACADEMY TRUST	YES	UNRESTRICTED/CHARITABLE	18,196
AMERICAN ASSOCIATES OF THE ROYAL NATIONAL THEATRE	YES	UNRESTRICTED/CHARITABLE	80,463
AMERICAN FOUNDATION FOR COURTAULD INSTITUTE	YES	UNRESTRICTED/CHARITABLE	380,210
AMERICAN FRIENDS OF THE COVENT GARDEN	YES	UNRESTRICTED/CHARITABLE	4,031
AMERICAN FRIENDS OF THE ALMEIDA	YES	UNRESTRICTED/CHARITABLE	6,400
AMERICAN FRIENDS OF THE ART FUND	YES	UNRESTRICTED/CHARITABLE	1,978
AMERICAN FRIENDS OF THE DONMAR THEATRE	YES	UNRESTRICTED/CHARITABLE	4,835
AMERICAN FRIENDS OF THE NATIONAL PORTRAIT GALLERY	YES	UNRESTRICTED/CHARITABLE	16,442
AMERICAN FRIENDS OF ROYAL BALLET SCHOOL	YES	UNRESTRICTED/CHARITABLE	40,244
AMERICAN FRIENDS OF UHN	YES	UNRESTRICTED/CHARITABLE	5,000
AMERICAN PATRONS OF THE TATE GALLERY	YES	UNRESTRICTED/CHARITABLE	287,574
CAF AMERICA	YES	UNRESTRICTED/CHARITABLE	271,953
HUMANIST CHAPLAINCY AT HARVARD	YES	UNRESTRICTED/CHARITABLE	35,000
INTERNATIONAL PRINT CENTER OF NEW YORK	YES	UNRESTRICTED/CHARITABLE	15,000
JOSEPH BANKS SOCIETY	YES	UNRESTRICTED/CHARITABLE	16,268
NEW YORK UNIVERSITY-INSTITUTE OF FINE ARTS	YES	UNRESTRICTED/CHARITABLE	30,000
RIVERSIDE PARK FUND	YES	UNRESTRICTED/CHARITABLE	1,000
SADLER'S WELLS ASSOCIATION	YES	UNRESTRICTED/CHARITABLE	80,463
TEAMWORK FOUNDATION, INC	YES	UNRESTRICTED/CHARITABLE	5,000
THE FRICK COLLECTION	YES	UNRESTRICTED/CHARITABLE	1,000
THE LYFORD CAY FOUNDATION, INC	YES	UNRESTRICTED/CHARITABLE	30,000
THE MADEIRA SCHOOL	YES	UNRESTRICTED/CHARITABLE	25,000
THE MOUNT DESERT LAND AND GARDEN PRESERVE	YES	UNRESTRICTED/CHARITABLE	1,000
THE MUSEUM OF MODERN ART	YES	UNRESTRICTED/CHARITABLE	5,000
THE ROYAL OAK FOUNDATION	YES	UNRESTRICTED/CHARITABLE	7,997
UPPER SARANAC LAKE FOUNDATION	YES	UNRESTRICTED/CHARITABLE	35,000
VILLA I TATTI HARVARD UNIVERSITY	YES	UNRESTRICTED/CHARITABLE	30,000
WINSTON CHURCHILL FOUNDATION	YES	UNRESTRICTED/CHARITABLE	21,000
WORLD MONUMENTS FUND	YES	UNRESTRICTED/CHARITABLE	5,000
TOTAL			**1,461,054**

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE DEBORAH LOEB BRICE FOUNDATION	Employer identification number (EIN) or [X] 23-7065499
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O LEVIN CAPITAL STRATEGIES, LP	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022	

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

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

- The books are in the care of ▶ ALEXA MODEL

Telephone No ▶ 212 259-0864 FAX No ▶ 212 259-0859

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ____, 20 __, and ending ____, 20 __

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 17,007.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 32,745.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE DEBORAH LOEB BRICE FOUNDATION C/O LEVIN CAPITAL STRATEGIES, LP	Employer identification number (EIN) or [X] 23-7065499
	Number, street, and room or suite no If a P O box, see instructions 595 MADISON AVENUE 17TH FLOOR	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in the care of ▶ ALEXA MODEL
  Telephone No ▶ 212 259-0864 FAX No ▶ 212 259-0859
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 12

5 For calendar year 2011, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

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

7 State in detail why you need the extension INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 17,007.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 32,745.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ TRUSTEE Date ▶ 05/11/2012

JSA
1F8055 4 000