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Form **990-PF**

OMB No 1545-0052

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 Harvey & Phyllis Sandler Foundation, Inc.		A Employer identification number 65-0452582
Number and street (or P O box number if mail is not delivered to street address) 2080 NW Boca Raton Blvd	Room/suite ste 6	B Telephone number (see the instructions) (561) 750-8299
City or town Boca Raton	State FL	ZIP code 33431
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 6,206,273.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)	414,599.			
	2 Ck <input checked="" 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	240.	240.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	2,188,119.			
	b Gross sales price for all assets on line 6a	3,895,155.			
	7 Capital gain net income (from Part IV, line 2)		2,188,119.		
	8 Net short-term capital gain			225,150.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,602,958.	2,188,359.	225,150.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	1,165.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Excise Tax on Inv	25,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,830.			
	22 Printing and publications				
	23 Other expenses (attach schedule)	178,322.			
	24 Total operating and administrative expenses. Add lines 13 through 23	208,317.			
	25 Contributions, gifts, grants paid	2,111,016.			
26 Total expenses and disbursements. Add lines 24 and 25	2,319,333.				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	283,625.				
b Net investment income (if negative, enter -0-)		2,188,359.			
c Adjusted net income (if negative, enter -0-)			225,150.		

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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			305,884.	927,663.	927,663.
	2 Savings and temporary cash investments					
	3 Accounts receivable					
	Less allowance for doubtful accounts					
	4 Pledges receivable					
	Less allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (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)					
	b Investments — corporate stock (attach schedule)					
	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) L-13 Stmt			4,222,725.	4,039,066.	5,278,610.	
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)			4,528,609.	4,966,729.	6,206,273.	
LIABILITIES	17 Accounts payable and accrued expenses			0.	0.	
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, & other disqualified persons			0.	0.	
	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. <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, building, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			4,528,609.	4,966,729.	
	30 Total net assets or fund balances (see instructions)			4,528,609.	4,966,729.	
	31 Total liabilities and net assets/fund balances (see instructions)			4,528,609.	4,966,729.	

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	4,528,609.
2 Enter amount from Part I, line 27a	2	283,625.
3 Other increases not included in line 2 (itemize) <u>See Other Increases Stmt</u>	3	154,495.
4 Add lines 1, 2, and 3	4	4,966,729.
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	4,966,729.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a <u>Eminence Fund</u>	P	01/01/99	01/03/11
b <u>Herley</u>	P	01/27/11	03/16/11
c <u>Herley</u>	P	01/27/11	03/29/11
d <u>Spectrum</u>	D	03/29/11	04/12/11
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 2,500,000.		537,031.	1,962,969.
b 200,321.		188,468.	11,853.
c 606,100.		566,938.	39,162.
d 588,734.		414,599.	174,135.
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))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			1,962,969.
b			11,853.
c			39,162.
d			174,135.
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	2,188,119.
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	225,150.

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	2,276,918.	7,510,089.	0.303181
2009	2,342,945.	9,359,279.	0.250334
2008	2,482,768.	12,746,902.	0.194774
2007	2,250,600.	14,988,282.	0.150157
2006	746,501.	13,406,389.	0.055682

2 Total of line 1, column (d)	2	0.954128
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	0.190826
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,189,324.
5 Multiply line 4 by line 3	5	1,181,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,884.
7 Add lines 5 and 6	7	1,202,968.
8 Enter qualifying distributions from Part XII, line 4	8	2,319,333.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary -- see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	21,884.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	21,884.
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	21,884.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	27,950.	
b Exempt foreign organizations -- tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	27,950.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	9.	
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	6,057.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 6,057. Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Gary Rubin</u> Telephone no <u>(561) 750-8299</u> Located at <u>2080 NW Boca Raton Blvd. Ste. 6 Boca Raton FL</u> ZIP + 4 <u>33431</u>			
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 <u>15</u>			
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		X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**

X

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****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
Harvey Sandler 21170 N.E. 22nd Court Miami FL 33180	Director/ Pres 10.00	0.	0.	0.
Phyllis Sandler 21170 N.E. 22nd Court Miami FL 33180	Director/ Sec 10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				
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	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	927,663.
b Average of monthly cash balances	1b	77,305.
c Fair market value of all other assets (see instructions)	1c	5,278,610.
d Total (add lines 1a, b, and c)	1d	6,283,578.
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	6,283,578.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	94,254.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,189,324.
6 Minimum investment return. Enter 5% of line 5	6	309,466.

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	309,466.
2a Tax on investment income for 2011 from Part VI, line 5	2a	21,884.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	21,884.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	287,582.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	287,582.
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	287,582.

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	2,319,333.
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	2,319,333.
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	21,884.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,297,449.

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				287,582.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			347,556.	
b Total for prior years. 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	83,887.			
b From 2007	1,584,230.			
c From 2008	2,486,359.			
d From 2009	2,362,602.			
e From 2010	2,304,866.			
f Total of lines 3a through e	8,821,944.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 2,319,333.				
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	2,319,333.			
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	11,141,277.			
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			347,556.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				287,582.
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)	83,887.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,057,390.			
10 Analysis of line 9:				
a Excess from 2007	1,584,230.			
b Excess from 2008	2,486,359.			
c Excess from 2009	2,362,602.			
d Excess from 2010	2,304,866.			
e Excess from 2011	2,319,333.			

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

N/A

- 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)

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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))
- Harvey Sandler

- 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

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

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

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement Attached Various Various FL 00000		501(c)(3)	Charitable Purposes	2,111,016.
Total			3a	2,111,016.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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		240.
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		2,188,119.
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)					2,188,359.
13	Total. Add line 12, columns (b), (d), and (e)				13	2,188,359

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

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

[illegible]

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2011**

Name Harvey & Phyllis Sandler Foundation, Inc.	Employer Identification Number 65-0452582
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Asset Information:

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: <u>3,895,155.</u>	Cost or other basis (do not reduce by depreciation) <u>1,707,036.</u>
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): <u>2,188,119.</u>	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: _____

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	177,822.			
Bank Service Charges	439.			
Florida Annual Report	61.			

Total 178,322.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Prior Year Contributions	20,226.
UnRealized Gain	134,269.

Total 154,495.

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Eminence Fund Ltd.	839,036.	3,953,988.
Sandler Offshore Fund	251,799.	601,172.
Other Securities	2,948,231.	723,450.
Total	<u>4,039,066.</u>	<u>5,278,610.</u>

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

A

Adolph & Rose Levis JCC
9801 Donna Klein Blvd.
Boca Raton, Florida 33428 \$2,300

American Friends of the Magen David Adom
5700 Lake Worth Road, Ste. 107
Lake Worth, Fl 33463 \$100

Arthritis Foundation
PO Box 96280
Washington, DC 20090-6280 \$100

American Cancer Society
6800 Jericho Turnpike, Suite 200W
Syosset, NY 11791 \$1,000

American Friends of the Israel
500 5th Avenue Ste. 2540
New York, NY 10110 \$4,500

B

Baruch College Alumni Association
One Bernard Baruch Way
Box A-1605
New York, NY 10010-5585 \$100

Boca Raton Regional Hospital
745 Meadows Road
Boca Raton, FL 33486 \$1,516,020

C

Center for the Arts at Mizner Park
433 Plaza Real, 339
Boca Raton, Florida 33432 \$4,150

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

Congregation B'Nai Israel
2200 Yamato Road
Boca Raton, Fl 33431 \$1,076

Crohn's and Colitis Foundation of America
21301 Powerline Road
Boca Raton, Fl 33433 \$550

D

E

F

Firefighters Charitable Foundation
Contribution Processing Center
P. O .Box 15227
West Palm Beach, Florida 33416-5227 \$20

Firefighters Support Foundation
P. O. Box 250900
Milwaukee, WI 53225-6516 \$30

FAU Foundation
777 Glades Road, Adm 295
Boca Raton, Fl 33431 \$15,300

Florida State Firefighters Association Inc
PO Box 15887
West Palm Beach, Fl 33416 \$25

G

H

Hillel Day School of Boca Raton
21011 - 95th Avenue South
Boca Raton, FL 33428 \$1,450

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

The Helen G Simon Hillel Center
730 East 3 Street
Bloomington, IN 47401 \$500

I

Investigative Project on Terrorism Foundation
5505 Connecticut Avenue NW #341
Washington, DC 20015 \$500

Israel Children's Centers
3275 West Hillsboro Blvd, Suite 102
Deerfield Beach, FL 33442 \$5,000

J

Janet Burros Memorial Foundation
65 East 55 Street
New York, NY 10022 \$10,000

Jewish Adoption & Foster Care Options
4200 N University Drive
Sunrise, FL 33351 \$500

Jewish Federation of
South Palm Beach County
9901 Donna Klein Blvd.
Boca Raton, Florida 33428 \$500,815

JCCA
120 Wall Street
New York, NY 10005 \$100

K

Kids Wish Network
National Gift Processing Center, P. O. Box 19309
West Palm Beach, Florida 33416-9309 \$75

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

Kravis Center for the Performing Arts
701 Okeechobee Boulevard
West Palm Beach Florida 33401 \$1,000

L

M

Marcus Autism Center
1920 Briarcliff Road N.E.
Atlanta, GA 30329 \$1,000

MADD
PO Box 758521
Topeka, KS 66675 \$200

Memorial Sloan-Kettering Cancer Center
63303 Avenue, 28 Floor
New York, NY 10017 \$800

The Miami Project to Cure Cancer
1095 NW 14 Terrace
Miami, Fl 33136 25

Morgan Pressel Foundation
PO Box 480157
Delray Beach, Fl 33448 \$2,350

N

National Marfan Foundation
22 Manhasset Avenue
Port Washington, NY 11050 \$100

National Parkinson Foundation
1359 Broadway, Suite 1509
New York, NY 10018 \$2,500

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

Nest Foundation
5482 Wilshire Blvd, No. 147
Los Angeles, CA 90036 \$500

Norton Museum of Art
1451 S Olive Avenue
West Palm Beach, Fl 33401 \$70

P

Palm Beach County P.B.A.
2100 N. Florida Mango Road
West Palm Beach, Florida 33409 \$90

Paralyzed Vets of America
7 Mill Brook Road
Wilton, NH 03086 \$200

R

Ruth Rales Jewish Family Service
21300 Ruth & Baron Coleman Blvd.
Boca Raton, FL 33428 \$5,500

S

Sandler Capital Management Charitable Foundation
711 5 Avenue, 15 Floor
New York, Ny 10022 \$7,500

Sid Jacobson JCC
300 Forest Drive
East Hills, NY 11548 \$21,400

Spanish River Community High School Foundation
5100 Jog Road
Boca Raton, FL33496 \$1,500

THE HARVEY & PHYLLIS SANDLER FOUNDATION, INC.
I.D. #65-0452582

**NAME & ADDRESS OF CHARITABLE ORGANIZATIONS
THAT RECEIVED CONTRIBUTIONS IN 2011**

St. Andrews Cancer Research Unit
St. Andrews Country Club
7268 Queenferry Circle
Boca Raton, FL 33496 \$375

T

U

Unicorn Children's Foundation
3350 N. W. Boca Raton Blvd., Suite A-28
Boca Raton, FL 33431 \$1,000

USO
PO Box 96860
Washington, DC 20077 \$100

V

Vets Helping Heros
PO Box 540723
Greenacres, Fl 33454 \$500

W

Welfare Fund
Aux. CO. No. 1 & No. 2 Inc.
P O. Box 412
Manhasset, NY 11030 \$35

Women of Reformed Judaism
633 3 Avenue
New York, NY 10017 \$60

Total Given 2011 **\$ 2,111,016**