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 , and ending

Name of foundation
THE LESTER M. AND SALLY ENTIN FOUNDATION
C/O MARC J. LENNER

A Employer identification number
65-0758118

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 2189

B Telephone number
(973)773-1010

City or town, state, and ZIP code
CLIFTON, NJ 07015-2189

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 [X] 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)* ▶$ 7,579,389.

J Accounting method [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,733.	12,733.		STATEMENT 1
	4 Dividends and interest from securities	153,881.	153,881.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,236.			
	b Gross sales price for all assets on line 6a 3,147,524.				
	7 Capital gain net income (from Part IV, line 2)		181,236.		
	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)				
	11 Other income				
	12 Total. Add lines 1 through 11	347,850.	347,850.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	80,000.	0.		0.
	14 Other employee salaries and wages	50,000.	50,000.		0.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	22,354.	21,109.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	41,907.	41,907.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	194,261.	113,016.		0.
	25 Contributions, gifts, grants paid	327,950.			327,950.
	26 **Total expenses and disbursements.** Add lines 24 and 25	522,211.	113,016.		327,950.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<174,361.>			
	b **Net investment income** (if negative, enter -0-)		234,834.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	18,952.	14,449.	14,449.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 5	8,162,703.	7,987,351.	7,439,083.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 6)	109,923.	125,857.	125,857.
	16 **Total assets** (to be completed by all filers)	8,291,578.	8,127,657.	7,579,389.
Liabilities	17 Accounts payable and accrued expenses	333.	1,853.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	333.	1,853.	
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.			
	27 Capital stock, trust principal, or current funds	8,291,245.	8,125,804.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	8,291,245.	8,125,804.	
	31 **Total liabilities and net assets/fund balances**	8,291,578.	8,127,657.	

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	8,291,245.
2 Enter amount from Part I, line 27a	2	<174,361.>
3 Other increases not included in line 2 (itemize) ▶ NON-TAXABLE INCOME	3	8,920.
4 Add lines 1, 2, and 3	4	8,125,804.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,125,804.

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				
b	SEE ATTACHED STATEMENTS			
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	3,147,524.		2,966,288.	181,236.

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				181,236.

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	181,236.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	337,205.	6,090,103.	.055369
2009	445,909.	7,007,390.	.063634
2008	549,800.	9,286,311.	.059205
2007	557,716.	11,550,498.	.048285
2006	524,170.	10,972,824.	.047770

2	Total of line 1, column (d)	2	.274263
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	.054853
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,186,523.
5	Multiply line 4 by line 3	5	449,055.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,348.
7	Add lines 5 and 6	7	451,403.
8	Enter qualifying distributions from Part XII, line 4	8	327,950.

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	4,697.
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	0.
3 Add lines 1 and 2			3	4,697.
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	4,697.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,200.		
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	1,200.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,497.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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? N/A	4b		
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) ▶ NJ, DE			
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 ▶ THE LESTER M. & SALLY ENTIN FOUNDAT Telephone no ▶ (973) 773-1010

Located at ▶ 1033 CLIFTON AVENUE, CLIFTON, NJ ZIP+4 ▶ 07013

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

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

			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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		X

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
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)? N/A	1b		
	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) N/A	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 ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ 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** No: 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? N/A **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.

(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
MARC J. LENNER 36 GREAT HILLS TERRACE SHORT HILLS, NJ 07078	PRES., TREAS. AND DIRECTOR 5.00	40,000.	16,500.	0.
ROBERT A. HOBERMAN 1325 HARBOR ROAD HEWLETT HARBOR, NY 11557	VP, SECT'Y AND DIRECTOR 5.00	40,000.	22,000.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(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 ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,245,867.
b	Average of monthly cash balances	1b	65,324.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,311,191.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,311,191.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,668.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,186,523.
6	**Minimum investment return.** Enter 5% of line 5	6	409,326.

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	409,326.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 4,697.		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	4,697.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	404,629.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	404,629.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	404,629.

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	327,950.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	327,950.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	327,950.

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				404,629.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			293,188.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 327,950.				
a Applied to 2010, but not more than line 2a			293,188.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				34,762.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				369,867.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

NONE

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

NONE

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

Check here ▶ [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				
BANYON SCHOOL 12 HOLLYWOOD AVENUE FAIRFIELD, NJ 07004		EXEMPT	DONATION	3,500.
CENTER FOR HEARING AND COMMUNICATIONS 50 BRAODWAY, 6TH FLOOR NEW YORK, NY 10004		EXEMPT	DONATION	11,000.
CROHNS AND COLITIS FOUNDATION 368 PARK AVE, SO. 14TH FL NEW YORK, NY 10016		EXEMPT	DONATION	15,000.
CURE BREAST CANCER FOUNDATION INC 1122 CLIFTON AVENUE CLIFTON, NJ 07013		EXEMPT	DONATION	53,000.
DAUGHTERS OF MIRIAM FNDTN INC 155 HAZEL ST CLIFTON, NJ 07015		EXEMPT	DONATION	10,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	327,950.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	12,733.	
4 Dividends and interest from securities			14	153,881.	
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			14	181,236.	
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)		0.		347,850.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 347,850.

(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)

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	

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
N/A		

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

Marc Lenner Pres | 5/14/12 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY GOLDSTEIN	Larry Goldstein	5/8/12		P00005683

Firm's name ▶ HOBERMAN, GOLDSTEIN & LESSER | Firm's EIN ▶ 13-2669370

Firm's address ▶ 226 WEST 26TH STREET NEW YORK, NY 10001-6785 | Phone no 2124630900

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EDUCATIONAL PARTNERSHIP FOR INSTRUCTING CHILDREN 238 FAIRVIEW AVENUE PARAMUS, NJ 07652		EXEMPT	DONATION	5,000.
FOOD ALLERGY INITIATIVE 237 PARK AVENUE 21ST FL NEW YORK, NY 10017		EXEMPT	DONATION	119,500.
FRIENDS OF TAMPA DAY SCHOOL 12606 HENDERSON ROAD TAMPA, FL 33625		EXEMPT	DONATION	500.
JCC OF SHERMAN CT PO BOX 282 SHERMAN, CT 06784		EXEMPT	DONATION	5,000.
LUNG CANCER RESEARCH FOUNDATION 845 THIRD AVENUE. 6TH FL NEW YORK, NY 10022		EXEMPT	DONATION	2,000.
MUHLENBERG COLLEGE 2400 WEST CHEW STREET ALLENTOWN, PA 18104		EXEMPT	DONATION	6,000.
NATIONAL COUNSEL OF JEWISH WOMWEN, ESSEX COUNTY SECTION 613 W MT PLEASANT AVENUE LIVINGSTON, NJ 07039		EXEMPT	DONATION ONATION	5,700.
NATIONAL MULTIPLE SCLEROSIS SOCIETY OF NY 733 3RD AVE NEW YORK, NY 10017		EXEMPT	DONATION	1,000.
PBA LOCAL #34 435 ESSEX STREET MILLBURN, NJ 07041		EXEMPT	DONATION	6,000.
PINELLAS COUNTY HUNTER ASSOCIATION 6301-86TH AVENUE NORTH PINELLAS PARK, FL 33782		EXEMPT	DONATION	5,000.
Total from continuation sheets				234,700.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VILLAGE SCHOOL INC 720 WHITEVILLE RD NW SHALLOTE, NC 08470		EXEMPT	DONATION	7,500.
YESHIVA BEIT HILLEL OF PASSAIC 270 PASSAIC AVENUE PASSAIC, NJ 07055		EXEMPT	DONATION	5,000.
BARRINGTON STAGE CO 30 UNION STREET PITTSFIELD , MA 01201		EXEMPT	DONATION	2,500.
CONGREGATION B'NAI SHALOM 100 HEMPSTEAD AVENUE ROCKVILLE CENTRE, NY 11570		EXEMPT	DONATION	11,000.
ERFD TRUCK COMPANY 1 SCHOLARSHIP FUND 50 HERMAN STREET EAST RUTHERFORD, NJ 07073		EXEMPT	DONATION	1,000.
IGLESIA CRISTIANA MAHANAIM 88 LIBERTY PLACE WEEHAWKEN , NJ 07086		EXEMPT	DONATION	200.
ISRAEL SPORTS EXCHANGE 100 MISTY LANE PARSIPPANY, NJ 07054		EXEMPT	DONATION	2,800.
JEWISH FEDERATION/JEC 6505 WELSHIRE BLVD, STE 625 LOS ANGELES, CA 90048		EXEMPT	DONATION	5,000.
MATTS PROMISE 300 MILLBURN AVENUE MILLBURN, NJ 07041		EXEMPT	DONATION	750.
PINE CREST SCHOOL AT BOCA RATON 1501 NE 62ND STREET FORT LAUDERDALE, FL 33334		EXEMPT	DONATION	35,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TEDDY BEAR FOUNDATION 117 ROBIN ROAD FANWOOD, NJ 07023		EXEMPT	DONATION	1,000.
THE LEUKEMIA & LYMPHOMA SOCIETY P.O. BOX 4072 PITTSFIELD, MA 01202		EXEMPT	DONATION	1,000.
THE MEDIATION CENTER 610 J STREET, STE 100 LINCOLN, NE 68058		EXEMPT	DONATION	1,000.
WALDWICK WARRIOR SOCCER 134 HOOPER AVENUE WALDWICK, NJ 07463		EXEMPT	DONATION	250.
DAUGHTER OF ISRAEL 1155 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052		EXEMPT	DONATION	5,000.
Total from continuation sheets				

123631 08-03-11

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	29.909 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/17/10	06/16/11
b	39.311 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/23/10	06/16/11
c	38.123 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/30/10	06/16/11
d	14.118 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/24/11	06/16/11
e	150.749 SHS AMERICAN CAPITAL INCOME BUILDER	P	06/22/10	06/16/11
f	145.099 SHS AMERICAN CAPITAL INCOME BUILDER	P	09/21/10	06/16/11
g	144.153 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/22/10	06/16/11
h	74.453 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/22/10	06/16/11
i	146.883 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/22/11	06/16/11
j	.541 SHS VALUE LINE INCOME FD	P	06/24/10	06/16/11
k	.429 SHS VALUE LINE INCOME FD	P	09/30/10	06/16/11
l	.431 SHS VALUE LINE INCOME FD	P	12/23/10	06/16/11
m	.336 SHS VALUE LINE INCOME FD	P	03/31/11	06/16/11
n	209.359 SHS PERKINS MID CAP VALUE BUILDER	P	12/22/10	06/16/11
o	4,129.046 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/17/08	06/16/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	217.		196.	21.
b	285.		266.	19.
c	277.		275.	2.
d	103.		103.	0.
e	7,705.		6,900.	805.
f	7,416.		6,968.	448.
g	7,368.		7,111.	257.
h	3,805.		3,673.	132.
i	7,507.		7,290.	217.
j	5.		4.	1.
k	4.		3.	1.
l	4.		4.	0.
m	3.		3.	0.
n	4,809.		4,662.	147.
o	29,977.		31,339.	<1,362.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				21.
b				19.
c				2.
d				0.
e				805.
f				448.
g				257.
h				132.
i				217.
j				1.
k				1.
l				0.
m				0.
n				147.
o				<1,362.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	23.015 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/20/08	06/16/11
b	32.644 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/19/08	06/16/11
c	27.619 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/18/08	06/16/11
d	43.349 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/31/08	06/16/11
e	10.674 SHS AMERICAN CENTURY EQUITY INCOME FD	P	01/05/09	06/16/11
f	29.889 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/19/09	06/16/11
g	29.391 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/18/09	06/16/11
h	25.121 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/17/09	06/16/11
i	32.253 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/31/09	06/16/11
j	16.162 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/25/10	06/16/11
k	5,580.969 SHS AMERICAN CAPITAL INCOME BUILDER	P	01/15/08	06/16/11
l	7,162.869 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/06/08	06/16/11
m	1,127.767 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/17/08	06/16/11
n	44.149 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/25/08	06/16/11
o	128.014 SHS AMERICAN CAPITAL INCOME BUILDER	P	06/24/08	06/16/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	167.		168.	<1.>
b	237.		237.	0.
c	201.		193.	8.
d	315.		253.	62.
e	77.		64.	13.
f	217.		159.	58.
g	213.		168.	45.
h	182.		157.	25.
i	234.		213.	21.
j	117.		110.	7.
k	285,243.		335,193.	<49,950.>
l	366,094.		411,077.	<44,983.>
m	57,640.		63,629.	<5,989.>
n	2,256.		2,523.	<267.>
o	6,543.		7,306.	<763.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<1.>
b				0.
c				8.
d				62.
e				13.
f				58.
g				45.
h				25.
i				21.
j				7.
k				<49,950.>
l				<44,983.>
m				<5,989.>
n				<267.>
o				<763.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	142.368 SHS AMERICAN CAPITAL INCOME BUILDER	P	09/23/08	06/16/11
b	186.522 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/23/08	06/16/11
c	156.888 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/23/08	06/16/11
d	171.994 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/24/09	06/16/11
e	158.688 SHS AMERICAN CAPITAL INCOME BUILDER	P	06/23/09	06/16/11
f	144.243 SHS AMERICAN CAPITAL INCOME BUILDER	P	09/29/09	06/16/11
g	142.628 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/22/09	06/16/11
h	52.297 SHS AMERICAN CAPITAL INCOME BUILDER	P	12/22/09	06/16/11
i	133.495 SHS AMERICAN CAPITAL INCOME BUILDER	P	03/23/10	06/16/11
j	6,795.2 SHS KEELEY SMALL CAP VALUE FD	P	01/02/07	06/16/11
k	487.918 SHS KEELEY SMALL CAP VALUE FD	P	12/31/07	06/16/11
l	13.367 SHS KEELEY SMALL CAP VALUE FD	P	12/31/09	06/16/11
m	139.614 SHS VALUE LINE INCOME FD	P	10/01/09	06/16/11
n	.543 SHS VALUE LINE INCOME FD	P	12/24/09	06/16/11
o	.385 SHS VALUE LINE INCOME FD	P	03/26/10	06/16/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,276.		7,443.	<167.>
b	9,533.		7,590.	1,943.
c	8,019.		6,384.	1,635.
d	8,791.		6,393.	2,398.
e	8,111.		6,616.	1,495.
f	7,372.		6,687.	685.
g	7,290.		6,752.	538.
h	2,673.		2,476.	197.
i	6,823.		6,384.	439.
j	169,336.		179,393.	<10,057.>
k	12,159.		13,408.	<1,249.>
l	333.		269.	64.
m	1,198.		1,043.	155.
n	5.		4.	1.
o	3.		3.	0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<167.>
b				1,943.
c				1,635.
d				2,398.
e				1,495.
f				685.
g				538.
h				197.
i				439.
j				<10,057.>
k				<1,249.>
l				64.
m				155.
n				1.
o				0.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	18,087.57 SHS PERKINS MID CAP VALUE FD	P	03/06/08	06/16/11
b	1,604.256 SHS PERKINS MID CAP VALUE FD	P	03/17/08	06/16/11
c	7,459.928 SHS PERKINS MID CAP VALUE FD	P	10/24/08	06/16/11
d	346.652 SHS PERKINS MID CAP VALUE FD	P	12/16/08	06/16/11
e	1,465.636 SHS PERKINS MID CAP VALUE FD	P	12/16/08	06/16/11
f	122.911 SHS PERKINS MID CAP VALUE FD	P	06/26/09	06/16/11
g	52.976 SHS PERKINS MID CAP VALUE FD	P	12/22/09	06/16/11
h	15,556.722 SHS EATON VANCE ATLANTA CAP SMID CAP F	P	03/06/08	07/13/11
i	5,142.764 SHS FUNDAMENTAL INVESTORS INC	P	01/02/07	07/13/11
j	6,554.503 SHS MUTUL GLOBAL DISCOVERY FD	P	03/06/08	07/13/11
k	1,437.92 SHS NUVEEN TRADEWINDS VALUE OPPORT FD	P	03/06/08	07/13/11
l	1,801.682 SHS SENTINEL SMALL CO FD	P	12/27/06	07/13/11
m	11,437.34 SHS SENTINEL SMALL CO FD	P	12/27/06	07/13/11
n	1,020.754 SHS FAIRHOLME FUNDS	P	10/24/08	07/13/11
o	1,366.071 SHS CAPITAL WORLD GWTH & INCOME FD	P	01/02/07	08/19/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	415,471.		385,627.	29,844.
b	36,850.		33,369.	3,481.
c	171,355.		112,496.	58,859.
d	7,963.		5,054.	2,909.
e	33,666.		21,369.	12,297.
f	2,823.		1,979.	844.
g	1,217.		1,035.	182.
h	242,996.		170,035.	72,961.
i	197,225.		206,431.	<9,206.>
j	197,225.		194,931.	2,294.
k	51,722.		42,979.	8,743.
l	15,837.		13,531.	2,306.
m	100,534.		85,894.	14,640.
n	32,215.		22,712.	9,503.
o	42,840.		57,225.	<14,385.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				29,844.
b				3,481.
c				58,859.
d				2,909.
e				12,297.
f				844.
g				182.
h				72,961.
i				<9,206.>
j				2,294.
k				8,743.
l				2,306.
m				14,640.
n				9,503.
o				<14,385.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	2,223.457 SHS MUTUAL SERIES FD	P	10/10/03	08/19/11
b	82.461 SHS CAPITAL WORLD GWTH & INCOME FD	P	06/22/10	03/28/10
c	15.182 SHS CAPITAL WORLD GWTH & INCOME FD	P	09/21/10	03/28/11
d	9.608 SHS CAPITAL WORLD GWTH & INCOME FD	P	12/21/10	03/28/11
e	9.608 SHS CAPITAL WORLD GWTH & INCOME FD	P	12/21/10	03/28/11
f	2.716 SHS CAPITAL WORLD GWTH & INCOME FD	P	03/22/11	03/28/11
g	92.346 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/17/10	06/16/11
h	121.377 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/23/10	06/16/11
i	117.709 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/30/10	06/16/11
j	43.59 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/24/11	06/16/11
k	40.988 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/16/11	08/17/11
l	9.212 SHS TEMPLETON FOREIGN SMALLER COS	P	12/17/10	08/17/11
m	2,762.431 SHS CAPITAL WORLD GWTH & INCOME FD	P	01/16/08	01/13/11
n	1,500 SHS MERRILL LYNCH CAPITAL TR I	P	12/14/06	02/11/11
o	2,000 SHS HSBC HOLDINGS	P	09/22/05	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	40,000.		40,472.	<472.>
b	3,008.		2,583.	425.
c	554.		506.	48.
d	351.		339.	12.
e	351.		339.	12.
f	99.		97.	2.
g	670.		606.	64.
h	881.		821.	60.
i	855.		850.	5.
j	316.		319.	<3.>
k	281.		300.	<19.>
l	137.		146.	<9.>
m	100,000.		118,066.	<18,066.>
n	34,413.		37,500.	<3,087.>
o	47,796.		50,000.	<2,204.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<472.>
b				425.
c				48.
d				12.
e				12.
f				2.
g				64.
h				60.
i				5.
j				<3.>
k				<19.>
l				<9.>
m				<18,066.>
n				<3,087.>
o				<2,204.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

123591
05-01-11

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	1,700 SHS BARCALYS BANK	P	04/21/06	02/11/11
b	96.385 SHS CAPITAL WORLD GWTH & INCOME FD	P	01/06/08	03/28/11
c	30.122 SHS CAPITAL WORLD GWTH & INCOME FD	P	03/25/08	03/28/11
d	64.731 SHS CAPITAL WORLD GWTH & INCOME FD	P	06/27/08	03/28/11
e	44.404 SHS CAPITAL WORLD GWTH & INCOME FD	P	09/26/08	03/28/11
f	34.723 SHS CAPITAL WORLD GWTH & INCOME FUND	P	12/19/08	03/28/11
g	34.723 SHS CAPITAL WORLD GWTH & INCOME FUND	P	12/19/08	03/28/11
h	40.164 SHS CAPITAL WORLD GWTH & INCOME FD	P	03/24/09	03/28/11
i	90.568 SHS CAPITAL WORLD GWTH & INCOME FD	P	06/23/09	03/28/11
j	29.395 SHS CAPITAL WORLD GWTH & INCOME FD	P	09/29/09	03/28/11
k	18.791 SHS CAPITAL WORLD GWTH & INCOME FD	P	12/18/09	03/28/11
l	15.033 SHS CAPITAL WORLD GWTH & INCOME FD	P	12/18/09	03/28/11
m	28.545 SHS CAPITAL WORLD GWTH & INCOME FD	P	03/23/10	03/28/11
n	1,710.314 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/12/06	03/28/11
o	167.340 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/13/07	03/28/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	40,553.		42,500.	<1,947.>
b	3,516.		4,119.	<603.>
c	1,099.		1,203.	<104.>
d	2,361.		2,605.	<244.>
e	1,620.		1,531.	89.
f	1,267.		925.	342.
g	1,267.		925.	342.
h	1,465.		935.	530.
i	3,304.		2,511.	793.
j	1,072.		955.	117.
k	686.		640.	46.
l	548.		512.	36.
m	1,041.		965.	76.
n	12,588.		14,726.	<2,138.>
o	1,232.		1,407.	<175.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<1,947.>
b				<603.>
c				<104.>
d				<244.>
e				89.
f				342.
g				342.
h				530.
i				793.
j				117.
k				46.
l				36.
m				76.
n				<2,138.>
o				<175.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	455.555 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/12/07	03/28/11
b	411.702 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/11/07	03/28/11
c	3,179.776 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/13/07	03/28/11
d	1,444.606 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/13/07	03/28/11
e	2,907.75 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/13/07	06/16/11
f	900.184 SHS AMERICAN CENTURY EQUITY INCOME FD	P	01/02/08	06/16/11
g	271.714 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/20/08	06/16/11
h	385.403 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/19/08	06/16/11
i	326.08 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/18/08	06/16/11
j	511.798 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/31/08	06/16/11
k	126.027 SHS AMERICAN CENTURY EQUITY INCOME FD	P	01/05/09	06/16/11
l	317.192 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/19/09	06/16/11
m	240.279 SHS AMERICAN CENTURY EQUITY INCOME FD	P	06/18/09	06/16/11
n	77.57 SHS AMERICAN CENTURY EQUITY INCOME FD	P	09/17/09	06/16/11
o	99.581 SHS AMERICAN CENTURY EQUITY INCOME FD	P	12/31/09	06/16/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,353.		4,036.	<683.>
b	3,030.		3,611.	<581.>
c	23,403.		25,279.	<1,876.>
d	10,632.		11,485.	<853.>
e	21,110.		23,117.	<2,007.>
f	6,535.		7,057.	<522.>
g	1,973.		1,989.	<16.>
h	2,798.		2,794.	4.
i	2,367.		2,283.	84.
j	3,716.		2,989.	727.
k	915.		759.	156.
l	2,303.		1,684.	619.
m	1,744.		1,377.	367.
n	563.		485.	78.
o	723.		658.	65.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<683.>
b				<581.>
c				<1,876.>
d				<853.>
e				<2,007.>
f				<522.>
g				<16.>
h				4.
i				84.
j				727.
k				156.
l				619.
m				367.
n				78.
o				65.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

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	49.9 SHS AMERICAN CENTURY EQUITY INCOME FD	P	03/25/10	06/16/11
b	1,939.293 SHS TEMPLETON FOREIGN SMALLER COS	P	10/08/09	08/17/11
c	5.429 SHS TEMPLETON FOREIGN SMALLER COS	P	12/17/09	08/17/11
d	11.329 SHS TEMPLETON FOREIGN SMALLER COS	P	05/18/10	08/17/11
e	2,898.989 SHS TEMPLETON EMERGING MKTS SMLL CAP FD	P	10/08/09	08/17/11
f	13.001 SHS TEMPLETON EMERGING MKTS SMLL CAP FD	P	12/14/09	08/17/11
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	362.		338.	24.
b	28,837.		25,424.	3,413.
c	81.		71.	10.
d	168.		147.	21.
e	31,222.		25,424.	5,798.
f	140.		119.	21.
g	110,136.			110,136.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				24.
b				3,413.
c				10.
d				21.
e				5,798.
f				21.
g				110,136.
h				
i				
j				
k				
l				
m				
n				
o				

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	181,236.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

Date: 5/4/2012
Publication: New York Law Journal
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THE ANNUAL RETURN OF The Lester M. & Sally Entin FOUNDATION. For the calendar year ended December 31, 2011 is available at its principal office located at 1033 Clifton Ave, Clifton, NJ 07015 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is Marc Lenner.
1881074 my4

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JEFFREY MATTHEWS FIN'L #857-03622	12,398.
JEFFREY MATTHEWS FIN'L #857-04938	335.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12,733.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JEFFREY MATTHEWS FIN'L #857-03622	9,726.	0.	9,726.
JEFFREY MATTHEWS FIN'L #857-04938	254,291.	110,136.	144,155.
TOTAL TO FM 990-PF, PART I, LN 4	264,017.	110,136.	153,881.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	11,156.	11,156.		0.
FOREIGN TAXES PAID	9,953.	9,953.		0.
FEDERAL INCOME TAX	1,245.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,354.	21,109.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	309.	309.		0.
INSURANCE	637.	637.		0.
INVESTMENT EXPENSES	39,052.	39,052.		0.
OTHER EXPENSES	421.	421.		0.
LEGAL FEES	188.	188.		0.
PROFESSIONAL FEES	1,300.	1,300.		0.
TO FORM 990-PF, PG 1, LN 23	41,907.	41,907.		0.

FORM 990-PF | CORPORATE BONDS | STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JEFFREY MATTHEWS FINANCIAL GROUP	397,658.	331,003.
JEFFREY MATTHEWS FINANCIAL GROUP	7,589,693.	7,108,080.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,987,351.	7,439,083.

FORM 990-PF | OTHER ASSETS | STATEMENT 6

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM AEQUUS TECH INC	100,000.	100,000.	100,000.
DIVIDENDS RECEIVABLE	9,923.	18,107.	18,107.
EXCHANGE	0.	7,750.	7,750.
TO FORM 990-PF, PART II, LINE 15	109,923.	125,857.	125,857.