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 JUN 1, 2011 **, and ending** MAY 31, 2012

Name of foundation: THE FRANZ W. SICHEL FOUNDATION

A Employer identification number: 13-6115904

Number and street (or P O box number if mail is not delivered to street address): C/O PETER SICHEL, 941 PARK AVE

Room/suite:

B Telephone number: 212-628-9699

City or town, state, and ZIP code: NEW YORK, NY 10028

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,916,126.

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

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

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

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,025.	2,025.		STATEMENT 1
	4 Dividends and interest from securities	61,144.	61,144.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<71,564.>			
	b Gross sales price for all assets on line 6a 688,041.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<8,395.>	63,169.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,500.	0.		1,500.
	b Accounting fees STMT 4	5,200.	0.		5,200.
	c Other professional fees STMT 5	18,844.	18,844.		0.
	17 Interest				
	18 Taxes STMT 6	2,947.	2,143.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	13,191.	18.		13,173.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	41,682.	21,005.		19,873.
	25 Contributions, gifts, grants paid	84,019.			84,019.
	26 **Total expenses and disbursements.** Add lines 24 and 25	125,701.	21,005.		103,892.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<134,096.>			
	b **Net investment income** (if negative, enter -0-)		42,164.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2011)

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11440806 759535 22400 2011.04000 THE FRANZ W. SICHEL FOUNDAT 22400__2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,566.	55,912.	55,912.
	2 Savings and temporary cash investments	232,182.	19,653.	19,653.
	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 STMT 8	60,983.	294,864.	294,867.
	b Investments - corporate stock STMT 9	1,413,753.	1,246,940.	1,545,694.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,711,484.	1,617,369.	1,916,126.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	0.	39,981.	
	23 **Total liabilities** (add lines 17 through 22)	0.	39,981.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,711,484.	1,577,388.	
	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**	1,711,484.	1,577,388.	
	31 **Total liabilities and net assets/fund balances**	1,711,484.	1,617,369.	

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	1,711,484.
2	Enter amount from Part I, line 27a	2	<134,096.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,577,388.
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	1,577,388.

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 STATEMENT			
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	688,041.		759,605.	<71,564.>

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				<71,564.>

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** <71,564.>

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	64,335.	1,887,019.	.034093
2009	84,383.	1,712,219.	.049283
2008	88,994.	1,638,140.	.054326
2007	96,681.	2,047,707.	.047214
2006	106,116.	2,069,493.	.051276

2 **Total** of line 1, column (d)	2	.236192
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	.047238
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,839,829.
5 Multiply line 4 by line 3	5	86,910.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	422.
7 Add lines 5 and 6	7	87,332.
8 Enter qualifying distributions from Part XII, line 4	8	103,892.

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	422.
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	422.
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	422.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 476.		
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	476.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	54.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 54. **Refunded** ▶		11	0.

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) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROGOFF & COMPANY, PC Telephone no. ▶ 212-557-5666

Located at ▶ 355 LEXINGTON AVENUE, NEW YORK, NY ZIP+4 ▶ 10017

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?	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? ☐ 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)*

			Yes	No
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		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
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

(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.

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	1,833,677.
b	Average of monthly cash balances	1b	34,170.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,867,847.
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	1,867,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,839,829.
6	**Minimum investment return** Enter 5% of line 5	6	91,991.

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	91,991.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	422.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	422.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	91,569.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	91,569.
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	91,569.

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	103,892.
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	103,892.
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	422.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,470.

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				91,569.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			8,518.	
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: ▶ $ 103,892.				
a Applied to 2010, but not more than line 2a			8,518.	
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				91,569.
e Remaining amount distributed out of corpus	3,805.			
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	3,805.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	3,805.			
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 3,805.				

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 ▶ ☒ 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

PETER SICHEL, 212-628-9699
941 PARK AVENUE, NEW YORK, NY 10028

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
SCHOODIC ARTS FOR ALL	NONE	EXEMPT	GENERAL OPERATING PURPOSES	3,000.
METROPOLITAN MUSEUM OF ART	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,244.
STUDIO 7 ART	NONE	EXEMPT	GENERAL OPERATING PURPOSES	2,500.
CANTORI NEW YORK	NONE	EXEMPT	GENERAL OPERATING PURPOSES	900.
FEATHERSTONE CENTER FOR THE ARTS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	84,019.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,025.	
4 Dividends and interest from securities			14	61,144.	
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	<71,564.>	
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.		<8,395.>	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 <8,395.>

(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

Signature of officer or trustee: [signature] Date: 8/20/12 Title: PRINCIPAL MANAGER

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
FRANK B. PALAZZOLO, JR	[signature]	8/7/12		P00737796

Firm's name ▶ ROGOFF & COMPANY, P.C. — Firm's EIN ▶ 13-2688836

Firm's address ▶ 355 LEXINGTON AVENUE NEW YORK, NY 10017-6603 — Phone no. (212) 557-5666

Form 990-PF (2011)

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12-02-11

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
KMC NYC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	5,000.
YOUNG CONCERT ARTISTS INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,500.
FRENCH HERITAGE SOCIETY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,000.
BARD GRADUATE CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	200.
NY SCHOOL OF INTERIOR DESIGN	NONE	EXEMPT	GENERAL OPERATING PURPOSES	100.
CIVITAS CITIZENS INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	200.
GREEK ORTHODOX LADIES PHILOPTOCHOS SOCIETY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	50.
BRITISH SCHOOLS AND UNIVERSITIES FOUNDATION, INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
DRUG POLICY ALLIANCE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	100.
AMAGANSETT FREE LIBRARY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	200.
Total from continuation sheets				73,875.

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
7 W 43RD STREET FOUNDATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	250.
FIREFIGHTERS BENEFIT FUND	NONE	EXEMPT	GENERAL OPERATING PURPOSES	15.
BRENNAN CENTER FOR JUSTICE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	100.
SCHOODIC ARTS FOR ALL	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,500.
METROPOLITAN OPERA ASSOCIATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	2,500.
TRANSPORTATION ALTERNATIVES, INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	120.
THE HARLEM SCHOOL FOR THE ARTS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
GREEK ORTHODOX ARCHDIOCEASE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	15.
OSS SOCIETY INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	100.
CHAKRASAMBARA BUDDHIST CENTER, INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
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
LEXINGTON EDUCATION FOUNDATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
THIRTEEN/WNET NEW YORK	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
WORLD MONUMENTS FUND	NONE	EXEMPT	GENERAL OPERATING PURPOSES	6,590.
MUSEUM OF ARTS AND DESIGN	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
FRIENDS OF LEXINGTON MUSIC ART AND DRAMA STUDENTS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
MUSEUM OF FINE ARTS BOSTON	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
THE CENTURY ASSOCIATION ARCHIVES FOUNDATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	250.
BENNINGTON COLLEGE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
BLUE OAK SCHOOL	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
BROWN UNIVERSITY SOCIETY OF AUTOMOTIVE ENGINEERS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	250.
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
DOCTORS WITHOUT BORDERS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
INDIAN LAKE THEATER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
BLUE MOUNTAIN CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
BROWN UNIVERSITY ANNUAL FUND	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
CITY MEALS ON WHEELS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
FRANKLIN STAGE COMPANY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,000.
INSTITUTE OF MASTERS OF WINE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
KQED	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
MARLBORO MUSIC FESTIVAL	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,000.
PLANNED PARENTHOOD	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,000.
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
WISTAR INSTITUTE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
LEO BAECK INSTITUTE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,000.
NEW YORK PUBLIC RADIO - WQXR	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
WGBH EDUCATIONAL FOUNDATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	500.
CARNEGIE HALL SOCIETY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	100.
MEDICARE RIGHTS CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	630.
THE JEWISH MUSEUM	NONE	EXEMPT	GENERAL OPERATING PURPOSES	150.
THIRD STREET MUSIC SCHOOL SETTLEMENT	NONE	EXEMPT	GENERAL OPERATING PURPOSES	8,500.
THE LGBT COMMUNITY CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	250.
THE MUSEUM OF MODERN ART	NONE	EXEMPT	GENERAL OPERATING PURPOSES	217.
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
STORM KING ART CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,460.
URBAN ASSEMBLY ACCADEMY OF ARTS AND LETTERS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	10,000.
MUD FLAT POTTERY STUDIO	NONE	EXEMPT	GENERAL OPERATING PURPOSES	450.
TEACH FOR AMERICA	NONE	EXEMPT	GENERAL OPERATING PURPOSES	5,000.
THE TRUSTEES OF AMHERST COLLEGE	NONE	EXEMPT	GENERAL OPERATING PURPOSES	350.
RICARDO O'GORMAN GARDEN CENTER	NONE	EXEMPT	GENERAL OPERATING PURPOSES	200.
THE URBAN ASSEMBLY	NONE	EXEMPT	GENERAL OPERATING PURPOSES	5,000.
THE CENTURY ASSOCIATION	NONE	EXEMPT	GENERAL OPERATING PURPOSES	1,028.
THE TRUSTEES OF RESERVATIONS	NONE	EXEMPT	GENERAL OPERATING PURPOSES	2,500.
NY CHARITIES INC	NONE	EXEMPT	GENERAL OPERATING PURPOSES	4,000.
Total from continuation sheets				

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	US TREASURY BILL 9127955K30B0	P	10/28/11	03/28/12
b	JP MORGAN STRATEGIC INCOME	P	02/15/11	01/23/12
c	SCHLUMBERGER LTD	P	09/28/11	04/27/12
d	SUNCOR ENERGY INC NEW	P	02/15/11	09/28/11
e	UST NOTES SER L-2012	P	06/13/07	05/31/12
f	PFIZER INC	P	01/11/07	09/28/11
g	TEMPLETON GLOBAL BOND FUND	P	08/03/10	01/24/12
h	TALISMAN ENERGY INC	P	07/19/06	04/27/12
i	BOOK TO TAX BASIS ADJ	P	05/31/12	05/31/12
j	CITIGROUP INC	P	04/26/10	06/01/11
k	UST BILLS DTD 10/13/2011 DUE 4/12/2012	P	04/12/12	04/12/12
l	UST BILLS DTD 10/13/2011 DUE 4/12/2012	P	04/12/12	04/12/12
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	15,998.		15,999.	<1.>
b	96,503.		100,000.	<3,497.>
c	32,505.		26,903.	5,602.
d	26,732.		42,218.	<15,486.>
e	62,622.		60,983.	1,639.
f	88,617.		138,343.	<49,726.>
g	48,799.		50,000.	<1,201.>
h	26,303.		32,180.	<5,877.>
i			<477.>	477.
j	19,962.		23,456.	<3,494.>
k	130,000.		130,000.	0.
l	140,000.		140,000.	0.
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				<1.>
b				<3,497.>
c				5,602.
d				<15,486.>
e				1,639.
f				<49,726.>
g				<1,201.>
h				<5,877.>
i				477.
j				<3,494.>
k				0.
l				0.
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	<71,564.>
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

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

SOURCE	AMOUNT
CITIBANK	109.
MORGAN STANLEY	11.
MORGAN STANLEY	1,905.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,025.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	53,424.	0.	53,424.
MORGAN STANLEY	7,720.	0.	7,720.
TOTAL TO FM 990-PF, PART I, LN 4	61,144.	0.	61,144.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,500.	0.		1,500.
TO FM 990-PF, PG 1, LN 16A	1,500.	0.		1,500.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,200.	0.		5,200.
TO FORM 990-PF, PG 1, LN 16B	5,200.	0.		5,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES	18,844.	18,844.		0.
TO FORM 990-PF, PG 1, LN 16C	18,844.	18,844.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	2,143.	2,143.		0.
FEDERAL TAXES	804.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,947.	2,143.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT OF LAW	250.	0.		250.
LAW JOURNAL	125.	0.		125.
BANK CHARGES	18.	18.		0.
SECRETARIAL SERVICES	11,823.	0.		11,823.
OFFICE EXPENSES	975.	0.		975.
TO FORM 990-PF, PG 1, LN 23	13,191.	18.		13,173.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UST BILLS	X		294,864.	294,867.
TOTAL U.S. GOVERNMENT OBLIGATIONS			294,864.	294,867.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			294,864.	294,867.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS & OPTIONS	1,246,940.	1,545,694.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,246,940.	1,545,694.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PURCHASES PENDING SETTLEMENT	0.	39,981.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	39,981.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER M.F. SICHEL 941 PARK AVENUE NEW YORK, NY 10028	PRESIDENT/TREAS/DIRECTOR 1.00	0.	0.	0.
SHEPHERD RAIMI 1040 PARK AVE. NEW YORK, NY 10028	SECRETARY/DIRECTOR 1.00	0.	0.	0.
KIM SICHEL 50 HILLCREST AVE LEXINGTON, MA 02420	DIRECTOR 1.00	0.	0.	0.
ALEXANDRA SICHEL 219 CARLTON AVE BROOKLYN, NY 11205	DIRECTOR 1.00	0.	0.	0.
MARGARET SICHEL 201 EAST 77 ST. NEW YORK, NY 10021	DIRECTOR 1.00	0.	0.	0.
SYLVIA SICHEL 2666 DUNDEE PLACE LOS ANGELES, CA 90027	DIRECTOR 1.00	0.	0.	0.
BETTINA SICHEL 2600 SODA CANYON RD NAPA, CA 945589446	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

MorganStanley SmithBarney

Ref: 00000139 00001120

Reserved
Client Statement
May 1 - May 31, 2012

FRANZ W. SICHEL FOUNDATION *Account number 521-05466-19 502*

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1,200	AT&T INC	T	08/24/92	$ 20,436 00	$ 17.03	$ 34.17	$ 41,004.00	$ 20,568.00* LT		
1,000			03/01/00	41,368.44	41.062	34.17	34,170.00	(7,198.44) LT		
800			11/25/09	21,792.16	27.107	34.17	27,336.00	5,543.84 LT		
1,000			04/08/10	26,114.50	26.008	34.17	34,170.00	8,055.50 LT		
4,000				**109,711.10**	**27.428**		**136,680.00**	**26,968 90**	5.15	7,040.00
1,500	BANK OF NOVA SCOTIA EURO#19279	BNS	03/31/09	36,748 60	24.428	51.06	76,590.00	39,841 40 LT		
500			01/14/10	22,678.00	45.144	51.06	25,530.00	2,852.00 LT		
2,000				**59,426 60**	**29.713**		**102,120.00**	**42,693.40**	4.185	4,274.00
750	BARRICK GOLD CORP CAD	ABX	10/07/09	**29,244.42**	38.921	39.06	**29,295.00**	**50.58** LT	2.048	600.00
1,100	CH ENERGY GROUP INC	CHG	10/10/03	**49,270.04**	44.686	65.63	**72,193.00**	**22,922.96** LT	3.382	2,442.00
800	CONSOLIDATED EDISON INC	ED	08/07/97	25,549.60	31.937	60.36	48,288.00	22,738.40* LT		
300			08/07/97	9,670.69	31.937	60.36	18,108.00	8,437.31 LT		
1,200			10/10/03	48,833.00	40.59	60.36	72,432.00	23,599.00 LT		
2,300				**84,053.29**	**36 545**		**138,828.00**	**54,774.71**	4 009	5,566.00
1,200	DOW CHEMICAL CO	DOW	02/15/07	52,088.00	43.34	31.06	37,272.00	(14,816.00) LT		
300			02/16/07	13,196.00	43.72	31.06	9,318.00	(3,878.00) LT		
1,500				**65,284.00**	**43.523**		**46,590.00**	**(18,694.00)**	4.121	1,920.00
500	E I DU PONT DE NEMOURS & CO	DD	03/25/04	21,065.00	42.02	48.26	24,130.00	3,065.00 LT		
500			06/29/05	22,455.00	44.80	48.26	24,130.00	1,675.00 LT		
1,000				**43,520.00**	**43.52**		**48,260.00**	**4,740.00**	3.564	1,720.00
500	ENERPLUS CORPORATION	ERF	09/01/05	20,999.50 *R*	42.27	13.80	6,900.00	(14,099.50) LT		
500			08/13/08	19,444.30 *R*	39.16	13.80	6,900.00	(12,544.30) LT		
1,000				**40,443.80**	**40.444**		**13,800.00**	**(26,643.80)**	15 202	2,098.00
800	EXXON MOBIL CORP	XOM	09/22/87	**12,294.00**	15.367	78.63	**62,904.00**	**50,610.00*** LT	2.899	1,824.00
1,000	GENERAL ELECTRIC CO	GE	04/11/94	8,218.00	8.218	19.09	19,090.00	10,872.00* LT		
1,000			03/25/04	29,785.00	29.68	19.09	19,090.00	(10,695.00) LT		
1,000			11/25/09	16,263.70	16.157	19.09	19,090.00	2,826.30 LT		
3,000				**54,266.70**	**18.089**		**57,270.00**	**3,003.30**	3.562	2,040.00
280	INTL BUSINESS MACHINES CORP	IBM	06/02/10	**35,058 52**	125.209	192.90	**54,012.00**	**18,953.48** LT	1.762	952.00
600	JOHNSON & JOHNSON	JNJ	06/02/10	**35,433.72**	59.056	62.43	**37,458.00**	**2,024.28** LT	3 908	1,464.00
2,000	MICROSOFT CORP	MSFT	02/15/11	**54,036.00**	27.018	29.19	**58,380.00**	**4,344.00** LT	2.74	1,600 00
1,000	NATIONAL RETAIL PROPERTIES INC	NNN	06/24/98	**15,708.45** *R*	15.875	26.49	**26,490.00**	**10,781.55** LT	5.813	1,540.00

FRANZ W. SICHEL FOUNDATION   Account number 521-05466-19 502

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
200	NORTHERN TRUST CORP	NTRS	08/23/05	$ 10,130.00	$ 50.54	$ 43.18	$ 8,636.00	($ 1,494.00) LT		
500			10/04/05	25,760.00	51.41	43.18	21,590.00	(4,170.00) LT		
700				**35,890.00**	**51.271**		**30,226.00**	**(5,664.00)**	**2.779**	**840.00**
950	PINNACLE WEST CAP CORP	PNW	12/16/10	**39,027.81**	41.081	49.38	**46,911.00**	**7,883.19** LT	**4.252**	**1,995.00**
700	PROCTER & GAMBLE CO	PG	02/08/05	36,531.00	52.08	62.29	43,603.00	7,072.00 LT		
200			07/06/05	10,591.00	52.68	62.29	12,458.00	1,867.00 LT		
900				**47,122.00**	**52.358**		**56,061.00**	**8,939.00**	**3.608**	**2,023.20**
2,000	ROYAL BANK OF CANADA -CAD-	RY	04/09/09	63,703.00	31.798	49.75	99,500.00	35,797.00 LT		
350			06/01/11	19,770.03	56.485	49.75	17,412.50	(2,357.53) ST		
2,350				**83,473.03**	**35.52**		**116,912.50**	**33,439.47**	**4.47**	**5,226.40**
400	ROYAL DUTCH SHELL PLC ADR CL A	RDSA	08/24/92	8,887.20	22.218	62.18	24,872.00	15,984.80* LT		
400			02/15/11	27,570.00	68.925	62.18	24,872.00	(2,698.00) LT		
800				**36,457.20**	**45.572**		**49,744.00**	**13,286.80**	**4.702**	**2,339.20**
1,600	SOUTHERN CO	SO	10/10/03	**47,365.00**	29.50	45.91	**73,456.00**	**26,091.00** LT	**4.269**	**3,136.00**
450	3M COMPANY	MMM	06/02/10	**35,191 89**	78.204	84.41	**37,984.50**	**2,792.61** LT	**2.795**	**1,062.00**
1,200	TOTAL S.A SPONS ADR	TOT	04/27/12	**57,717.60**	48.098	43.07	**51,684.00**	**(6,033.60)** ST	**5.936**	**3,068.40**
2,800	UNILEVER NV NY SHS-NEW	UN	09/28/11	**88,698.40**	31.678	31.36	**87,808.00**	**(890.40)** ST	**3.364**	**2,954 00**
1,285	VERIZON COMMUNICATIONS	VZ	06/02/10	32,780.98	25.51	41.64	53,507.40	20,726.42 LT		
85			07/15/10	2,267.75	26.679	41.64	3,539.40	1,271.65 LT		
1,370				**35,048.73**	**25.583**		**57,046.80**	**21,998 07**	**4.803**	**2,740.00**
2,000	VODAFONE GROUP PLC SPONS ADR NEW	VOD	06/01/11	**53,198.00**	26.599	26.79	**53,580.00**	382.00 ST	5 442	2,916 00
Total common stocks and options				**$ 1,246,940.30**			**$ 1,545,693.80**	**($ 8,899.53) ST**	**4.10**	
								$ 307,653.03 LT		**$ 63,380.20**

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount.

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting these credit ratings.

Government & government sponsored entity (GSE) bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
130,000	U S TREASURY BILLS	04/12/12	$ 129,918.30	$ 99.937	99.961	$ 129,949.30	$ 31.00	ST		$ 0.00
	DTD 04/12/2012	9127956M8	**$ 129,938.90**	$ 99.953			**$ 10.40**	ST		**$ 10.40**
	INT: 00.000% MATY: 10/11/2012									
	Int paid at maturity									
125,000	U S TREASURY BILL	04/27/12	124,932.01	99.945	99.953	124,941.25	9.24	ST		0.00
	DTD 04/26/2012	9127956N6	**124,943.75**	99.955			**(2.50)**	ST		**(2.50)**
	INT: 00.000% MATY: 10/25/2012									
	Int paid at maturity									
40,000	U S TREASURY BILLS	05/31/12	39,981.30	99.953	99.94	39,976.00	(5.30)	ST		0.00
	DTD 05/31/2012	9127956U0	**39,981.30**	99.953			**(5.30)**	ST		**(5.30)**
	INT: 00.000% MATY. 11/29/2012									
	Int paid at maturity									
Total government & government sponsored entity (GSE) bonds			$ 294,831.61			$ 294,866.55	$ 2.60	ST	0.00	$ 0.00
295,000			$ 294,863.95				$ 0.00	LT	$ 0.00	$ 2.60
Total portfolio value			$ 1,561,457.29			$ 1,860,213.39	($ 8,896.93)	ST	3.40	$ 0.00
							$ 307,653.03	LT	$ 63,382.16	$ 2.60

**Based on information supplied by client or other financial institution, not verified by us.*

R The basis for this tax lot has been adjusted due to a reclassification of income.