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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**

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation

PUMPKIN FOUNDATION

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

575 LEXINGTON AVENUE

Room/suite

33RD F

A Employer identification number

13-6279814

B Telephone number

(212) 753-5150

City or town, state, and ZIP code

NEW YORK, NY 10022

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 8,755,715.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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	0.		N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	261.	261.		STATEMENT 2
	4	Dividends and interest from securities	305,133.	305,133.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<433,216.>			STATEMENT 1
	b	Gross sales price for all assets on line 6a	275,752.			
	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				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	8,421.	<8,260.>		STATEMENT 3
	12	Total. Add lines 1 through 11	<119,401.>	297,134.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Compensation of employees; salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Other expenses	33,116.	33,116.		0.
	18	Taxes	35,007.	918.		0.
Operating and Administrative Expenses	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	55,486.	49,092.		3,419.
	24	Total operating and administrative expenses. Add lines 13 through 23	123,609.	83,126.		3,419.
	25	Contributions, gifts, grants paid	977,033.			977,033.
	26	Total expenses and disbursements. Add lines 24 and 25	1,100,642.	83,126.		980,452.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<1,220,043.>			
Operating and Administrative Expenses	b	Net investment income (if negative, enter -0-)		214,008.		
	c	Adjusted net income (if negative, enter -0-)		N/A		

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

13330213 792159 PUMPKINPF

2011.05040 PUMPKIN FOUNDATION

PUMPKIN1

G14

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			
	2 Savings and temporary cash investments	1,923,102.	960,294.	960,294.
	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			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	7,503,018.	7,245,557.	7,795,421.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,426,120.	8,205,851.	8,755,715.	
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 ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	9,426,120.	8,205,851.		
30 Total net assets or fund balances	9,426,120.	8,205,851.		
31 Total liabilities and net assets/fund balances	9,426,120.	8,205,851.		

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	9,426,120.
2 Enter amount from Part I, line 27a	2	<1,220,043.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,206,077.
5 Decreases not included in line 2 (itemize) ▶ NON DEDUCTIBLE EXPENSES	5	226.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,205,851.

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 THROUGH PARTNERSHIPS	P	VARIOUS	VARIOUS
b ASPEN CAPITAL PARTNERS LP	P	VARIOUS	07/25/11
c FACEBOOK INC	P	05/17/12	05/18/12
d COMPTON PETROLEUM CORP WRNT	P	12/07/00	08/02/11
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 80,591.			80,591.
b 346.			346.
c 189,771.		190,000.	<229.>
d 5,044.		113,042.	<107,998.>
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			80,591.
b			346.
c			<229.>
d			<107,998.>
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<27,290.>
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	1,084,509.	9,677,671.	.112063
2009	2,322,274.	10,707,840.	.216876
2008	2,415,558.	12,663,762.	.190746
2007	6,454,277.	20,005,034.	.322633
2006	4,039,541.	20,968,383.	.192649

2 Total of line 1, column (d)	2	1.034967
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	.206993
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,106,166.
5 Multiply line 4 by line 3	5	1,884,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,140.
7 Add lines 5 and 6	7	1,887,053.
8 Enter qualifying distributions from Part XII, line 4 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.	8	980,452.

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	4,280.
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	4,280.
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	4,280.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,500.	
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	4,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	19.	
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	201.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 201. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JOSEPH H. REICH Telephone no. ► 212-753-5150
 Located at ► 575 LEXINGTON AVE., 33RD FLOOR, NEW YORK, NY ZIP+4 ► 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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? Yes No
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 Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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? N/A	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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
JOSEPH H. REICH 575 LEXINGTON AVE 33RD FL, NY NY 1002	TRUSTEE 5.00	0.	0.	0.
CAROL F. REICH 575 LEXINGTON AVE 33RD FL, NY NY 1002	TRUSTEE 5.00	0.	0.	0.
JANET REICH ELSBACH 575 LEXINGTON AVE 33RD FL, NY NY 1002	TRUSTEE 1.00	0.	0.	0.
TRACY S. NAGLER 575 LEXINGTON AVE 33RD FL, NY NY 1002	TRUSTEE 1.00	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

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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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,676,928.
b	Average of monthly cash balances	1b	1,567,911.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,244,839.
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	9,244,839.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,106,166.
6	Minimum investment return. Enter 5% of line 5	6	455,308.

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	455,308.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,280.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	1,678.
c	Add lines 2a and 2b	2c	5,958.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	449,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	449,350.
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	449,350.

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	980,452.
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	980,452.
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	980,452.

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.

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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				449,350.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3,014,930.			
b From 2007	5,505,105.			
c From 2008	1,815,590.			
d From 2009	1,787,852.			
e From 2010	645,671.			
f Total of lines 3a through e	12,769,148.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 980,452.				
a Applied to 2010, but not more than line 2a			0.	
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				449,350.
e Remaining amount distributed out of corpus	531,102.			
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	13,300,250.			
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	3,014,930.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,285,320.			
10 Analysis of line 9:				
a Excess from 2007	5,505,105.			
b Excess from 2008	1,815,590.			
c Excess from 2009	1,787,852.			
d Excess from 2010	645,671.			
e Excess from 2011	531,102.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT #9				977,033.
Total			▶ 3a	977,033.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2011)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
THROUGH PARTNERSHIPS						
	80,591.	0.	0.	0.		80,591.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD 07/25/11
ASPEN CAPITAL PARTNERS LP						
	346.	0.	0.	0.		346.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 05/17/12	DATE SOLD 05/18/12
FACEBOOK INC						
	189,771.	190,000.	0.	0.		<229.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMPTON PETROLEUM CORP WRNT		PURCHASED	12/07/00	08/02/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,044.	518,968.	0.	0.	<513,924.>
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				<433,216.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
OTHER CASH AND SAVINGS	261.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	261.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME THROUGH PSHIPS	8,421.	<8,260.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,421.	<8,260.>	

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE & FOREIGN TAXES	918.	918.		0.
TAXES EXPENSE - FEDERAL	34,089.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,007.	918.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES & MISC EXPENSES	250.	0.		250.
PORTFOLIO DEDUCTIONS	30,232.	30,232.		0.
OTHER DEDUCTIONS PASSTHROUGH	18,790.	18,790.		0.
MEAL AND ENTERTAINMENT	5,950.	0.		2,975.
OFFICE SUPPLIES	139.	70.		69.
PUBLIC NOTICE	125.	0.		125.
TO FORM 990-PF, PG 1, LN 23	55,486.	49,092.		3,419.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT # 8	COST	7,245,557.	7,795,421.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,245,557.	7,795,421.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGERJOSEPH H. REICH
CAROL F. REICH

THE PUMPKIN FOUNDATION
June 30, 2012

June 30, 2012

TYPE AND NAME OF SECURITY	INVENTORY BEGINNING OF PERIOD		INVENTORY END OF PERIOD		MARKET VALUE
	SHARES OR PRINCIPAL	COST OR ACQUISITION VALUE	NO SHARES OR PRINCIPAL	COST OR ACQUISITION VALUE	
<u>Marketable Securities</u>					
COMPTON PETROLEUM CORP.	100,000	940,500	742	423,397	801
TEMPLETON GLOBAL BOND A	156,568	2,103,817	167,614	2,244,889	1,830,761
Total Marketable Securities		<u>3,044,317</u>		<u>2,668,286</u>	<u>1,831,562</u>
<u>Non Marketable Securities</u>					
AMICI FUND INTERNATIONAL		496,135		496,135	1,096,667
BIOTECHNOLOGY VALUE FUND		64,595		63,191	100,682
BRAHMAN INSTITUTIONAL PARTNERS LP		1,068,917		1,180,471	1,046,135
KARNAK PARTNERS LP		1,069,123		1,177,022	1,025,080
LONE PINON OFFSHORE		0		0	538,356
JDI PROPERTY		(1,922)		(845)	0
WATER SREET INTERNATIONAL		1,000,000		1,000,000	1,646,782
WELSH CARSON ANDERSON & STOWE IV		761,854		661,299	510,157
Total Non Marketable Securities		<u>4,458,702</u>		<u>4,577,273</u>	<u>5,963,859</u>
TOTAL INVESTMENTS		<u>7,503,018</u>		<u>7,245,558</u>	<u>7,795,421</u>

- Pumpkin Foundation
 EIN 13-6279814
 FYE 6/30/11

Part XV Supplementary Information
 Line 3a Grants and Contributions Paid During the Year

STMT 9

Recipient Name and Address	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
Amboseli Trust for Elephants 2433 Manor Drive Sebring, Florida 33872	N/A	501(c)(3)	General	25,000
American Ballet Theatre 890 Broadway New York, NY 10003	N/A	501(c)(3)	General	20,000
APANY/ACF-ATA Fund 579 Mineola Avenue Carle Place, NY 11514	N/A	501(c)(3)	General	2,500
Boston Symphony Orchestra 301 Massachusetts Avenue Boston, MA 02115	N/A	501(c)(3)	General	200,000
Brooklyn Botanic Garden 1000 Washington Ave Brooklyn, New York 1125	N/A	501(c)(3)	General	40,000
Center for Education Innovation CEI-PEA 95 Madison Avenue New York, NY 10016	N/A	501(c)(3)	General	7,500
Chicago Classical Recording Foundation 1205 W Balmoral Ave Chicago, IL 60640	N/A	501(c)(3)	General	5,503
Classical American Homes Preservation 69 East 93rd Street New York, NY 10128	N/A	501(c)(3)	General	1,800
The Colburn School of Performing Arts 200 South Grand Avenue Los Angeles, CA 90012	N/A	501(c)(3)	General	40,000
Continuum Cancer Center of New York Beth Israel Mediacal Center 10 Union Square East New York, NY 10003	N/A	501(c)(3)	General	79,000
Dominican Sisters Family Health Service 299 North Highland Avenue Ossining, NY 10562	N/A	501(c)(3)	General	3,000
Learning Leaders 80 Maiden Lane 11th Floor New York, NY 10038	N/A	501(c)(3)	General	5,000
Literacy Network of South Berkshire 100 Main Street Lee, MA 01238	N/A	501(c)(3)	General	4,650
Marymount Manhattan College 221 E 71st Street New York, NY 10021	N/A	501(c)(3)	General	24,550
Michael J. Fox Foundation for Parkinson's Research Grand Central Station PO Box 4777 New York, NY 10163	N/A	501(c)(3)	General	115,500
Museum of Fine Arts, Boston Avenue of the Arts 465 Huntington Avenue Boston, MA 02115	N/A	501(c)(3)	General	30,000
My Sister's Keeper 215 Forest Hills Street Boston, MA 02130-3302	N/A	501(c)(3)	General	10,000
NYC Center for Charter School Center 111 Broadway Suite 604 New York, NY 10006	N/A	501(c)(3)	General	250,000
New York Hall of Science 47-01 111th Street	N/A	501(c)(3)	General	25,000

- Pumpkin Foundation
- EIN 13-6279814
- FYE 6/30/11

Part XV Supplementary Information
Line 3a Grants and Contributions Paid During the Year

STMT 9

Recipient Name and Address	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
New York, NY 11368				
New York Historical Society Chairman's Council 170 Central Park West New York, NY 10024	N/A	501(c)(3)	General	5,000
Pan-Massachusetts Challenge 77 4th Avenue Needham, MA 02494	N/A	501(c)(3)	General	3,000
St Luke's Foundation Inc P O Box 1148 New Canaan, CT 06840	N/A	501(c)(3)	General	35,000
Terezin Music Foundation Astor Station, P O Box 206 Boston, MA 02123-0206	N/A	501(c)(3)	General	10,000
Trustees of Columbia University 161 Fort Washington Avenue, Suite 645 New York, NY 10032	N/A	501(c)(3)	General	25,000
University of Chicago 5801 South Ellis Avenue Chicago, IL 60637	N/A	501(c)(3)	General	10 000
Through K-1's				977,003
TOTAL				30
				977,033

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**

► If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PUMPKIN FOUNDATION	☒ 13-6279814
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
File by the due date for filing your return. See instructions	575 LEXINGTON AVENUE, NO. 33RD F	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10022	

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

04

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

JOSEPH H. REICH

• The books are in the care of ► **575 LEXINGTON AVE., 33RD FLOOR - NEW YORK, NY 10022**

Telephone No ► **212-753-5150**

FAX No. ►

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,610.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	4,500.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)