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

OMB No 1545 0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012THE JOE & SANDY SAMBERG FOUNDATION, INC.
4 ANN LANE
RYE, NY 10580**A** Employer identification number
26-0469459**B** Telephone number (see the instructions)
516-326-2585**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 ☐**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, column (c), line 16)
\$ 1,667,656.**J** Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	843.	843.		
	4 Dividends and interest from securities	39,745.	39,745.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE AND OPERATING EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	40,588.	40,588.	0.	
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	4,318.	1,080.		
	c Other prof fees (attach sch)				
17 Interest					
18 Taxes (attach schedule)(see instrs) See Stm 2	2,664.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 3	507.				
24 Total operating and administrative expenses. Add lines 13 through 23	7,489.	1,080.			
25 Contributions, gifts, grants paid Part XV	192,483.			192,483.	
26 Total expenses and disbursements. Add lines 24 and 25	199,972.	1,080.	0.	192,483.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-159,384.				
b Net investment income (if negative, enter -0-)		39,508.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	702,068.	502,939.	502,939.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 4	1,151,611.	1,164,717.	1,164,717.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,853,679.	1,667,656.	1,667,656.
	17 Accounts payable and accrued expenses	4,000.	4,000.	
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	4,000.	4,000.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,849,679.	1,663,656.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,849,679.	1,663,656.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,853,679.	1,667,656.	

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	1,849,679.
2 Enter amount from Part I, line 27a	2	-159,384.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,690,295.
5 Decreases not included in line 2 (itemize) See Statement 5	5	26,639.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,663,656.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-
in Part I, line 8

3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	164,254.	1,812,187.	0.090639
2009	293,685.	1,985,681.	0.147901
2008	166,368.	1,982,830.	0.083904
2007	126,830.	2,054,651.	0.061728
2006			

2 Total of line 1, column (d)

2

0.384172

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.

3

0.096043

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

1,711,818.

5 Multiply line 4 by line 3

5

164,408.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

395.

7 Add lines 5 and 6

7

164,803.

8 Enter qualifying distributions from Part XII, line 4

8

192,483.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	395.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	395.
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	395.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,600.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,600.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,205.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 1,205. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>ROBERT MICHAELSON</u> Telephone no. <u>212-452-7828</u> Located at <u>501 EAST 79TH ST, APT 17C NEW YORK NY</u> ZIP + 4 <u>10075</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANDRA SAMBERG 4 ANN LANE RYE, NY 10580	President 5.00	0.	0.	0.
JOSEPH SAMBERG 4 ANN LANE RYE, NY 10580	Vice Pres 5.00	0.	0.	0.
ROBERT MICHAELSON 501 EAST 79TH ST, APT 17C NEW YORK, NY 10075	Director 5.00	0.	0.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		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 (see instructions)

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	1,174,899.
b Average of monthly cash balances	1b	562,987.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,737,886.
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	1,737,886.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,068.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,711,818.
6 Minimum investment return. Enter 5% of line 5	6	85,591.

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	85,591.
2a Tax on investment income for 2011 from Part VI, line 5	2a	395.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	395.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	85,196.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	85,196.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	85,196.

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	192,483.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	192,483.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	395.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	192,088.

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				85,196.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	25,015.			
c From 2008	68,464.			
d From 2009	195,167.			
e From 2010	75,126.			
f Total of lines 3a through e	363,772.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 192,483.				
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				85,196.
e Remaining amount distributed out of corpus	107,287.			
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	471,059.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	471,059.			
10 Analysis of line 9.				
a Excess from 2007	25,015.			
b Excess from 2008	68,464.			
c Excess from 2009	195,167.			
d Excess from 2010	75,126.			
e Excess from 2011	107,287.			

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

N/A

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

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

1 Information Regarding Foundation Managers:

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

See Statement 6

- 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.

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

- c** Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				
Total			3a	192,483.
b Approved for future payment				
Total			3b	

Part XVI-A: Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	843.	
4	Dividends and interest from securities			14	39,745.	
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					
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)				40,588.	
13	Total. Add line 12, columns (b), (d), and (e)					40,588.

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

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

[illegible]

THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 4,318.	\$ 1,080.		
Total	<u>\$ 4,318.</u>	<u>\$ 1,080.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 2,664.			
Total	<u>\$ 2,664.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS FILING FEE	\$ 250.			
OFFICE EXPENSES	22.			
REGISTERED AGENT FEE	235.			
Total	<u>\$ 507.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
DIVX INC	Mkt Val	\$ 0.	\$ 0.
TIVO INC	Mkt Val	206,500.	206,500.
GOLDMAN SACHS CORE FIXED INCOME FUND	Mkt Val	620,038.	620,038.
GOLDMAN SACHS HIGH YIELD FUND	Mkt Val	338,179.	338,179.
	Total	<u>\$ 1,164,717.</u>	<u>\$ 1,164,717.</u>

THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED LOSS ON INVESTMENTS

Total \$ 26,639.
 Total \$ 26,639.

Statement 6
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

SANDRA SAMBERG
 JOSEPH SAMBERG

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
UNIV OF PENNSYLVANIA-PENN NURSING 3451 WALNUT ST PHILADELPHIA, PA 19104	NONE	EXEMPT	CHARITABLE	\$ 12,500.
RYE FREE READING ROOM 1061 BOSTON POST RD RYE, NY 10580	NONE	EXEMPT	CHARITABLE	1,000.
RYE YMCA 21 LOCUST AVE RYE, NY 10580	NONE	EXEMPT	CHARITABLE	7,850.
OAK LANE CHILD CARE CENTER 49 MEMORIAL DR CHAPPAQUA, NY 10514	NONE	EXEMPT	CHARITABLE	300.
FJC-NATAN 520 EIGHTH AVE NEW YORK, NY 10018	NONE	EXEMPT	CHARITABLE	55,000.
OPEN DOOR FAMILY MEDICAL CENTER 165 MAIN ST OSSINING, NY 10562	NONE	EXEMPT	CHARITABLE	1,000.
PLANNED PARENTHOOD 4 SKYLINE DR HAWTHORNE, NY 10532	NONE	EXEMPT	CHARITABLE	250.

THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
RYE YOUTH COUNCIL 21 LOCUST AVE RYE, NY 10580	NONE	EXEMPT	CHARITABLE	\$ 1,000.
NORTHERN WESTCHESTER HOSPITAL 400 E MAIN ST MOUNT KISCO, NY 10549	NONE	EXEMPT	CHARITABLE	5,000.
RYE FIRE DEPARTMENT PO BOX 1 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	750.
FRED GABLER HELPING HAND CAMP FUND 18 DUNMORE RD NEW CITY, NY 10956	NONE	EXEMPT	CHARITABLE	2,500.
PORT CHESTER CARVER CENTER 400 WESTCHESTER AVE PORT CHESTER, NY 10573	NONE	EXEMPT	CHARITABLE	6,000.
NEW HEIGHTS YOUTH, INC. 2576 BROADWAY NEW YORK, NY 10025	NONE	EXEMPT	CHARITABLE	25,500.
OSSINING CHILDREN'S CENTER 90-92 S HIGHLAND AVE OSSINING, NY 10562	NONE	EXEMPT	CHARITABLE	10,000.
ROOM TO GROW/GROUNDSRING.ORG 54 W 21ST ST NEW YORK, NY 10010	NONE	EXEMPT	CHARITABLE	1,000.
RYE POLICE ASSOCIATION PO BOX 246 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	750.
PAN MASS CHALLENGE 77 4TH AVE NEEDHAM, MA 02494	NONE	EXEMPT	CHARITABLE	750.
JUVENILE DIABETES RESEARCH FOUNDATION 432 PARK AVE SOUTH NEW YORK, NY 10016	NONE	EXEMPT	CHARITABLE	200.
AVON WALK FOR BREAST CANCER PO BOX 1073 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	100.

THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CORNELL UNIVERSITY 130 E SENECA ST ITHACA, NY 14850	NONE	EXEMPT	CHARITABLE	\$ 30,000.
UNIV OF PENNSYLVANIA-PA GAZETTE 3910 CHESTNUT ST PHILADELPHIA, PA 19104	NONE	EXEMPT	CHARITABLE	100.
GREYSTON FOUNDATION 21 PARK AVE YONKERS, NY 10703	NONE	EXEMPT	CHARITABLE	500.
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE, NY 10570	NONE	EXEMPT	CHARITABLE	10,000.
FIRSTGIVING.COM 34 FARNSWORTH STREET, THIRD FLOOR BOSTON, MA 02210	NONE	EXEMPT	CHARITABLE	250.
GILDAS CLUB WESTCHESTER 80 MAPLE AVENUE WHITE PLAINS, NY 10601	NONE	EXEMPT	CHARITABLE	250.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	EXEMPT	CHARITABLE	80.
MEMORIAL SLOAN KETTERING 1275 YORK AVE NEW YORK, NY 10065	NONE	EXEMPT	CHARITABLE	600.
PCRRBEMS 417 ELLENDALE AVE PORT CHESTER, NY 10573	NONE	EXEMPT	CHARITABLE	750.
TACONIC OPERA 1974 COMMERCE STREET YORKTOWN HEIGHTS, NY 10598	NONE	EXEMPT	CHARITABLE	100.
THE SCOTT WEINGARD MEMORIAL FUND 110 CROSSWAYS PARK DR WOODBURY, NY 11797	NONE	EXEMPT	CHARITABLE	100.
SPRYE PO BOX 748 RYE, NY 10580	NONE			100.

THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GROOVE WITH ME 186 E 123RD STREET, 2ND FLOOR NEW YORK, NY 10035	NONE			\$ 100.
PROJECT MORRY 900 DOBBS FERRY ROAD WHITE PLAINS, NY 10607	NONE			500.
HOPES & HEREOS 161 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE			500.
HARLEM RBI 333 EAST 100TH STREET NEW YORK, NY 10029	NONE			1,000.
JUST GIVE 312 SUTTER STREET, SUITE 410 SAN FRANCISCO, CA 94108	NONE			100.
ACT DONATION 2200 BURLINGTON COLUMBIA, MO 65202	NONE			500.
ACHIEVING HEIGHTS INC 71 COOPER STREET, APT 3B NEW YORK, NY 10034	NONE			500.
ARBOR BROTHERS INC 299 E 11ST, SUITE 4B NEW YORK, NY 10003	NONE			10,000.
KEEWAYDIN FOUNDATION 10 KEEWAYDIN ROAD SALISBURY, VT 05769	NONE			250.
NY BAR ASSOCIATION ONE ELK STREET ALBANY, NY 12207	NONE			250.
THE PINWHEEL PROJECT PO BOX 504 BEDFORD, NY 10506	NONE			50.
NATIONAL FOUNDATION FACIAL RECONSTRUCTIO 333 EAST 30TH STREET NEW YORK, NY 10016	NONE			100.

THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
FAMILY SERVICES OF WESTCHESTER ONE GATEWAY PLAZA PORT CHESTER, NY 10573	NONE			\$ 200.
ALZHEIMERS ASSOCIATION 360 LEXINGTON AVENUE NEW YORK, NY 10017	NONE			50.
HILLEL AT THE UNV OF PENN 215 SOUTH 39TH STREET PHILADELPHIA, PA 19104	NONE			250.
COMMUNITY FOUNDATION OF GREATER DES MOIN 1915 GRAND AVENUE DES MOINES, IA 50309	NONE			1,638.
THE CITY OF WHITEPLAINS 11 AMHERST PLACE WHITE PLAINS, NY 10601	NONE			190.
PLAY SMART 4934 W BAY WAY DRIVE TAMPA, FL 33629	NONE			500.
THE BELLE ISLE CONSERVANCY 8109 EAST JEFFERSON DETROIT, MI 48214	NONE			250.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE			100.
JEWISH HELPING HANDS 127 WEST 83RD STREET, PO BOX 163 NEW YORK, NY 10024	NONE			250.
LIGHTHOUSE INTERNATIONAL 111 EAST 59TH STREET NEW YORK, NY 10022	NONE			250.
RYE MIDDLE SCHOOL 3 PARSONS STREET RYE, NY 10580	NONE			500.
HEART AND SOUL CHARITABLE FUND 1157 LEXINGTON AVENUE NEW YORK, NY 10075	NONE			175.

Total \$ 192,483.