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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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning Aug 1, 2011, and ending Jul 31, 2012

Name of foundation Fan Fox & Leslie R. Samuels Foundation, Inc.		A Employer identification number 13-3124818
Number and street (or P.O. box number if mail is not delivered to street address) 350 Fifth Avenue		B Telephone number (see the instructions) (212) 239-3030
City or town New York		C If exemption application is pending, check here ☐
State ZIP code NY 10118		
G Check all that apply		D 1 Foreign organizations, check here ☐
☐ Initial return ☐ Initial Return of a former public charity		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return ☐ Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change ☐ Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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) \$ 161,854,154.		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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	54,757.	54,757.		
	4 Dividends and interest from securities	1,133,695.	1,133,695.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-793,976.			
	b Gross sales price for all assets on line 6a 42,054,117.				
	7 Capital gain net income (from Part IV, line 2)		1,599,635.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
Share of Partnership Inc-See Sched	2,989,164.	1,127,520.			
12 Total. Add lines 1 through 11	3,383,640.	3,915,607.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers directors trustees etc	833,379.	259,364.		574,015.
	14 Other employee salaries and wages	364,595.	12,767.		351,828.
	15 Pension plans, employee benefits	360,056.	81,202.		278,854.
	16a Legal fees (attach schedule) L-16a Stmt	540.	54.		486.
	b Accounting fees (attach sch) L-16b Stmt	17,825.	1,783.		16,042.
	c Other prof fees (attach sch) L-16c Stmt	749,721.	749,720.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	119,112.	6,451.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	167,063.	16,706.		150,357.
	21 Travel, conferences, and meetings	4,507.	451.		4,056.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	89,538.	8,953.		80,585.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,706,336.	1,137,451.		1,456,223.
	25 Contributions, gifts, grants paid	7,703,988.			7,703,988.
26 Total expenses and disbursements. Add lines 24 and 25	10,410,324.	1,137,451.		9,160,211.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,026,684.				
b Net investment income (if negative, enter 0-)		2,778,156.			
c Adjusted net income (if negative, enter 0-)			0.		

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Part II Balance Sheets (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	10,402.	52,763.	52,763.
	2 Savings and temporary cash investments	528,452.	1,393,928.	1,393,928.
	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)	0.	0.	0.
	b Investments — corporate stock (attach schedule)	104,318,405.	84,295,223.	91,225,461.
	c Investments — corporate bonds (attach schedule)	3,661,215.	3,281,455.	3,281,457.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	43,634,642.	56,102,993.	65,900,545.	
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)	152,153,116.	145,126,362.	161,854,154.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	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)				
N E T A S S E T S O R F U N D B A L A N C E S	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	152,153,116.	145,126,362.	
	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)	152,153,116.	145,126,362.	
	31 Total liabilities and net assets/fund balances (see instructions)	152,153,116.	145,126,362.	

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	152,153,116.
2 Enter amount from Part I, line 27a	2	-7,026,684.
3 Other increases not included in line 2 (itemize) _____	3	
4 Add lines 1, 2, and 3	4	145,126,432.
5 Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	70.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	145,126,362.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Securities - see schedule attached		P	Various	Various
b Capital gain dividends				
c Class action lawsuit payments				
d Share of partnerships				
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 42,054,117.		43,257,280.	-1,203,163.
b			800,029.
c			5,655.
d			1,997,114.
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			-1,203,163.
b			800,029.
c			5,655.
d			1,997,114.
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	1,599,635.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-1,203,163.

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	9,134,959.	165,199,266.	0.055297
2009	8,105,807.	156,755,083.	0.051710
2008	11,083,509.	158,200,736.	0.070060
2007	10,772,373.	230,122,669.	0.046811
2006	10,011,232.	225,161,708.	0.044462

2 Total of line 1, column (d)	2	0.268340
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	0.053668
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	161,064,409.
5 Multiply line 4 by line 3	5	8,644,005.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,782.
7 Add lines 5 and 6	7	8,671,787.
8 Enter qualifying distributions from Part XII, line 4	8	9,160,211.

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 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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	27,782.
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	20,199.
3 Add lines 1 and 2		3	47,981.
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	47,981.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	155,917.	
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	155,917.	
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	107,936.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	25,000.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY - New York		
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 VI Excise Tax 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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	27,782.
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	20,199.
3 Add lines 1 and 2		3	47,981.
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	47,981.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	155,917.	
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	155,917.	
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	107,936.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 25,000. Refunded	11	82,936.	

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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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?	X	
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 - New York		
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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Form 990-PF (2011)

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>www.samuels.org</u>	13	X	
14	The books are in care of <u>Alexandra Francis</u> Telephone no <u>(212) 239-3030</u> Located at <u>350 Fifth Ave., Suite 4301, New York, NY</u> ZIP + 4 <u>10118</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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>			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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	X
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>		
3 a 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule Attached		833,379.	141,541.	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
Julio Urbina 19 Hillcrest Rd, Bronxville NY 10708	Director, Healthcare Pr 40.00	151,657.	63,302.	0.
Lauren Weisenfeld 169 E. 69th Street, NY NY 10021	Prog. Officer 30.00	85,264.	36,885.	0.
Alexandra Francis 733 Bryant St, Rahway NJ 07065	Office Mgr 40.00	84,367.	35,956.	0.
0				
0				

Total number of other employees paid over \$50,000

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Aquiline Advisors LLC 635 Madison Avenue New York NY 10022	Investment Consulting	640,000.
Bares Capital Management, Inc. 221 West 6th Street, Suite 1225 Austin TX 78701	Investment Management Fees	96,149.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	0.
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 None	0.
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 None

BAA

Form 990-PF (2011)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	160,805,087.
b Average of monthly cash balances	1b	2,712,079.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	163,517,166.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	163,517,166.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,452,757.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	161,064,409.
6 Minimum investment return. Enter 5% of line 5	6	8,053,220.

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	8,053,220.
2a Tax on investment income for 2011 from Part VI, line 5	2a	47,981.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	47,981.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	8,005,239.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	8,005,239.	
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	8,005,239.	

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	9,160,211.
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	9,160,211.
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	27,782.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,132,429.

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				8,005,239.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			6,290,643.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>9,160,211.</u>				
a Applied to 2010, but not more than line 2a			6,290,643.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				2,869,568.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				5,135,671.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

Part XV Supplemental 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 Schedule Attached	NONE	All Public	Various	7,703,988.
Total				3a 7,703,988.
b Approved for future payment See Schedule Attached		All Public	Various	4,900,000.
Total				3b 4,900,000.

Schedule K-1
(Form 1065)

Schedule K-1
(Form 1065)

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Schedule K-1

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

For c

Schedule K-1

U

Name	Employer Identification Number
Fan Fox & Leslie R. Samuels Foundation, Inc.	13-3124818

Asset Information:

Description of Property	<u>Securities - see schedule attached</u>		
Date Acquired	<u>various</u>	How Acquired	
Date Sold	<u>various</u>	Name of Buyer	
Sales Price	<u>42,054,117.</u>	Cost or other basis (do not reduce by depreciation)	<u>43,257,280.</u>
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>-1,203,163.</u>	Accumulation Depreciation	
Description of Property	<u>Capital Gain Dividends</u>		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>800,029.</u>	Accumulation Depreciation	
Description of Property	<u>Class action lawsuit payments</u>		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>5,655.</u>	Accumulation Depreciation	
Description of Property	<u>Book to tax adjustment</u>		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>-396,497.</u>	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/12

ID# 13-3124818

Other Income (Page 1, line 11)

		(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
		Total	Ordinary	Business	Capital Gain	Income	Non Taxable	Foreign	Non Taxable
		Income	Income	Income	Income	not Recorded	Unrealized	Tax Paid	Adjustments
		ID#		Subject to UBIT		on Books	Income		
Share of Partnership Income -									
"J H Whitney III, LP"		06-1503280	-103,740	-1,066	-102,674				
"J H Whitney IV, LP"		06-1561366	4,925	-2,338	7,267				-4
"J H Whitney V, LP"		06-1595614	466,512	24,017	442,495				
"J H Whitney V APHM AIV, LP"		33-1135871	-82,046	-33,437	-48,609				
"J H Whitney VI, LP"		20-2485972	-181,175	558,498	1,075,333		-1,815,578		572
"J H Whitney VI APHM AIV, LP"		41-2203116	-123,413	-251	33,987		-157,149		
"J H Whitney VII, LP"		27-1720042	12,732	9,822					2,910
"American Securities Partners III, LP"		13-4180152	-74,604	-20,471	406,089		-460,222		
"ASP III Alternative Investment, LP"		42-1562364	-236,619	10,405			-186,782		-985
"American Securities Partners IV, LP"		20-3402057	35,048	-8,491	15,452		26,924		1,163
"ASP IV Alternative Investment, LP"		20-4573644	-14,803	-3,213			-14,431		2,583
"American Securities Partners V, LP"		26-2113348	2,288,288	618,606			1,881,611		-11,929
"ASP V Alternative Investment, LP"		26-4823099	993,948	-18,048	126,453	-25,553	853,899		1,777
"American Securities Partners VI, LP"		27-3798431	-25,665	-17,666					-7,999
"Sterling American Property V-C, LP"		20-4526947	18,985						
"NB Distressed Opportunities Fund C (Offshore) LP"	(J)	98-0581299	220,584	790,464		-796,142	226,199		63
"Davidson Kempner Institutional Partners LP"		13-3597020	52,728	22,776	1		-73,583	-362	
"AVI Value Fund, LLC"		20-1163030	-856,915	142,232	111,050		-1,068,323	-41,874	
"Holt Distressed Property Fund, 2010, LP"		27-3301572	83,544	-76,681	14,443		140,655		5,127
"Holt Distressed Property Fund (Parallel 1) 2010, LP"		27-3301621	1,174	-21,641			22,815		
"Merced Partners III, LP"		27-2122861	-39,784	24,486	38,721		-70,391		-6
"Merced Partners III (Cayman), LP"		27-4335879	19,284	49,753			-30,463		-10,197
"Ment Energy Partners H, LP"		45-0826721	7,868	23,329			-5,264		-38,721
"Level Equity Growth Partners ILP"		45-1030152	42,324	-59,775			140,820		
"Stockbridge Fund, LP"		20-8051601	-285,675	-43,524	-241,411				
"Highbrook Income Property Fund, LP"		45-3180625	-23,604						
Partnership increase per K-1's									
Less		2,199,901							
Unrealized Income (F)		789,263							
(A) Net Partnership Income (Loss) - to Part 1, line 11a		2,989,164							
(B) Total Ordinary Income			1,966,638						
(C) Total UBIT Income (Loss) - to Form 990-T				-54,271					
(D) Total Capital Gain Income (Loss) - to Part IV, line 1b					1,997,114				
(E) Reversal of amounts included in Ordinary Income (Col B) but not on books						-821,695			
(F) Total Non-Taxable Unrealized Income (Mark-to-Market)							-789,263		
(G) Total Foreign Tax Paid - Deduct from Ordinary Income			-42,976					-42,976	-55,646
(H) Total Non-Taxable Adjustments			-796,142						
(J) Less PFIC Income included on Form 8621									
(B) Total Other Income subject to excise tax - to Part 1, line 11b			1,127,520						

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Taxes	112,661.			
State Taxes	6,451.	6,451.		
Total	119,112.	6,451.		

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

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	13,593.	1,359.		12,234.
Computers, Incl. Maint.	18,194.	1,819.		16,375.
Telephone	4,966.	497.		4,469.
Dues, Subscriptions & Books	6,830.	683.		6,147.
Postage	3,343.	334.		3,009.
Miscellaneous	42,612.	4,261.		38,351.
Total	89,538.	8,953.		80,585.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Employee portion of HC premium	70.
Total	70.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ellenoff Grossman &	Legal Services	540.			
Total		540.			

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BDO Seidman	Annual Audit	16,000.			
Withum Smith + Brown	Tax Return Review	1,825.			
Total		17,825.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Deutsche Bank	Custody Fees	13,572.			
Aquiline Advisors	Investment Consulting	640,000.			
Bares Capital Manage	Investment Management	96,149.			

Total 749,721.

Corporate Bonds

		Cost	Market Value	Unrealized G/L
07/31 CB SAP II	SAPII REAL EST FUND	16,586 81	16,586 81	0 02
07/31 CB SAP III	SAP III REAL ESTATE	1,071,049 93	951,264 93	0 99
07/31 CB SAP IV	SAP IV Real Estate Funding	2,590,315 00	2,313,602 00	2 40
	Total Corporate Bonds	3,281,454 74	3,281,456 81	2 07

Corporate Stocks

		Cost	Market Value	Unrealized G/L
07/31 CS APEI	American Public Education Com	24,887 00	624,912 57	0 65
07/31 CS ASEI	American Science & Engr Inc Com	9,059 00	516,725 36	0 54
07/31 CS ASPV LS	ASP IV Lakeside Cayman Blocker Ltd	156,016 09	94,315 00	0 10
07/31 CS ASPV LT	ASP IV Liberty Tire Blocker Inc	257,986 00	248,219 00	0 26
07/31 CS CFX	Colfax Corp Com	25,134 00	727,377 96	0 75
07/31 CS CMVT	COMVERSE TECH	88 00	477 84	477 84
07/31 CS EXBD	Corporate Executive BRD Co Com	11,601 00	535,154 13	0 56
07/31 CS GQETX	GMO Quality Fund III	401,651 89	9,270,125 55	9 62
07/31 CS HEI-A	Heico Corp New CIA	14,660 00	432,176 80	0 45
07/31 CS LBOD SPV	LB Offshore Diversified Arbitrage Speci	23 93	28,378 00	0 03
07/31 CS MIDD	The Middleby Corporation	7,201 00	705,121 92	0 73
07/31 CS MORN	MORNINGSTAR INC	6,112 00	354,923 84	0 37
07/31 CS SSYS	Stratagis, Inc	9,131 00	559,547 68	0 58
07/31 CS TZOO	Travelzoo Inc	12,485 00	269,800 85	0 28
07/31 CS VWO	Vanguard Emerging Market ETF	202,534 00	8,103,385 34	8 41
07/31 MF VBIRX	Short-Term Bond Index Adm Fund 5132	1,481,154 93	15,827,336 75	16 40
07/31 MF VESIX	European Stock Index Inst Fund 0235	103,972 66	2,455,530 57	22 89
07/31 MF VIDMX	Developed Markets Idx Ist Fund 0885	85,707 61	907,224 01	8 78
07/31 MF VPADX	Pacific Stock Index Adm Fund 0572	17,554 70	1,102,965 98	61 58
07/31 PS ABOF	Abrams Bison Offshore Fund Ltd	3,281 75	5,910,891 79	6 13
07/31 PS ALFL	Asia Landmark Fund Ltd	19,897 75	3,666,595 85	3 80
07/31 PS DKLTDOI	Davidson Kempner Long Term Distressed Op	2,575,485 55	2,811,155 45	2 92
07/31 PS EGER	Egerton Capital European Fundplc	3,960,165 59	5,017,075 00	5 21
07/31 PS FINE FUND	Fine Offshore Fund LTD	3,511 16	4,085,110 31	4 24
07/31 PS FIRTREE	Fir Tree International Value Fund, Ltd	400 00	4,787,763 32	4 97
07/31 PS JETCAP	Jet Capital Concentrated Offshore Fund,	2,922 19	3,931,916 63	4 08
07/31 PS MASON	Mason Capital, Ltd	2,303 54	4,452,198 23	4 62
07/31 PS ROSEM	Rosemawr International Ltd	4,000 00	4,301,048 00	4 46
07/31 PS SHEF	Sheffield International Partners LTD	4,000 00	4,631,585 60	4 81
07/31 PS SLCF	Snow Lake China Fund, Ltd	5,000 00	5,142,091 50	5 34
	Total Corporate Stocks	84,295,223 71	91,225,461 79	6,930,238 08
	Grand Total Stocks and Bonds	87,576,678 45	94,506,918 60	6,930,240 15

Samuels Foundation, Inc

Form 990PF

Y/E 7/31/12

ID# 13-3124818

Other Investments (Page 2, line 13)	Beg of year Book Value	End of year Book Value	F M V
Limited Partnership Interests			
"J H Whitney III, LP"	681,053	500,205	0
"J H Whitney IV, LP"	1,008,439	1,013,364	332,391
"Whitney V, LP"	2,236,265	1,411,408	212,767
"Whitney V, LP - AIV"	33,757	0	0
"Whitney VI, LP"	4,362,563	4,419,115	8,576,478
"Whitney VI, LP - AIV"	533,541	621,974	176,050
"Whitney VII, LP"	45,527	684,710	739,268
"American Securities Partners III, LP"	424,158	747,700	825,333
"ASP III Alternative Investment, LP"	951,194	886,808	1,080,061
"American Securities Partners IV, LP"	563,513	584,203	878,605
"ASP IV Alternative Investment, LP"	330,180	328,345	445,172
"American Securities Partners V, LP"	4,420,173	5,202,685	9,469,114
"ASP V Alternative Investment, LP"	810,730	183,537	1,086,866
"American Securities Partners VI, LP"	0	790,617	772,497
"Sterling American Property V-C, LP"	3,515,503	3,657,516	2,610,932
"Lehman Brothers Distressed Opportunities Fund C, LP"	3,309,451	2,591,336	4,388,025
"Davidson Kempner Institutional Partners LP"	4,001,204	4,127,515	4,340,994
"Davidson Kempner Long Term Distressed Opportunities Int'l, LP"	802,400	0	0
"AVI Value Fund, LLC"	5,103,726	5,315,134	5,278,400
"Holt Distressed Property Fund, 2010, LP"	579,731	1,592,565	2,295,915
"Holt Distressed Property Fund (Parallel 1) 2010, LP"	0	213,359	Incl above
"Merced Partners III, LP"	2,913,698	4,143,736	4,927,367
"Merced Partners III (Cayman), LP"	370,106	420,422	Incl above
"Merit Energy Partners H, LP"	131,503	946,458	745,086
"Level Equity Growth Partners I, LP"	506,226	970,316	1,054,518
"Stockbridge Fund, LP"	6,000,000	5,714,325	6,578,744
"Highbrook Income Property Fund, LP"	0	1,148,690	1,128,463
"Cedar Rock Capital Partners, LLC"	0	5,000,000	5,153,420
"Congruent Credit Opportunities Fund II, LP"	0	1,305,350	1,334,481
"CrossHarbor Institutional Partners II, LP"	0	1,245,319	1,171,779
"Harbour Offshore Fund II, LP"	0	336,282	297,818
Totals	43,634,642	56,102,994	65,900,545

Realized Capital Gains

Year Ended 7/31/12

Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
08/01/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	28,089 8876	300,280 90	300,000 00	-280 90
08/01/11	VIDMX	VANG PF	Developed Market	08/27/10	83,497 053	736,444 01	850,000 00	113,555 99
08/01/11	VINIX	VANG PF	VANGUARD INDE	07/25/02	4,330 209	332,603 35	510,401 74	177,798 39
08/01/11	VINIX	VANG PF	VANGUARD INDE	08/31/10	2,881 1255	277,567 63	339,598 26	62,030 63
08/02/11	GBP	BNDS PF	Pounds Sterling fo	08/30/10	90 82	140 84	145 87	5 03
08/02/11	GBP	BNDS PF	Pounds Sterling fo	09/29/10	15 15	23 92	24 33	0 41
08/02/11	GBP	BNDS PF	Pounds Sterling fo	10/28/10	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	11/29/10	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	12/30/10	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	01/28/11	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	03/30/11	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	05/27/11	0 01	0 02	0 02	-0 00
08/02/11	GBP	BNDS PF	Pounds Sterling fo	07/28/11	0 01	0 02	0 02	-0 00
08/23/11	VIDMX	VANG PF	Developed Market	08/27/10	10,011 0011	970,297 03	1,000,000 00	29,702 97
08/23/11	VINIX	VANG PF	VANGUARD INDE	08/31/10	9,375 586	903,243 96	1,000,000 00	96,756 04
08/25/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	187,090 739	2,000,000 00	2,000,000 00	0 00
09/07/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	14,953 271	159,850 47	160,000 00	149 53
09/07/11	VIDMX	VANG PF	Developed Market	08/27/10	46,614 8724	411,143 17	420,000 00	8,856 83
09/07/11	VINIX	VANG PF	VANGUARD INDE	08/31/10	3,814 3675	367,476 17	420,000 00	52,523 83
09/14/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	9,345 7944	99,906 54	100,000 00	93 46
09/14/11	VIDMX	VANG PF	Developed Market	08/27/10	80,831 4088	712,933 03	700,000 00	-12,933 03
09/14/11	VINIX	VANG PF	VANGUARD INDE	08/31/10	6,407 3227	617,281 47	700,000 00	82,718 53
09/15/11	GLRE	BARES PF	Greenlight Capital	08/26/10	4,989	115,648 01	106,791 49	-8,856 52
09/15/11	HEI-A	BARES PF	Heico Corp New C	08/26/10	637	15,206 46	21,641 97	6,435 51
09/16/11	HEI-A	BARES PF	Heico Corp New C	08/26/10	1,943	46,383 30	66,385 78	20,002 48
09/19/11	HEI-A	BARES PF	Heico Corp New C	08/26/10	538	12,843 14	18,324 09	5,480 95
09/27/11	GLRE	BARES PF	Greenlight Capital	08/26/10	24	556 33	504 87	-51 46
09/28/11	GLRE	BARES PF	Greenlight Capital	08/26/10	2,163	50,139 64	45,112 39	-5,027 25
09/29/11	GLRE	BARES PF	Greenlight Capital	08/26/10	2,807	65,067 94	58,372 41	-6,695 53
09/30/11	GLRE	BARES PF	Greenlight Capital	08/26/10	9,644	223,553 71	203,382 26	-20,171 44
09/30/11	GLRE	BARES PF	Greenlight Capital	08/27/10	2,620	61,854 27	55,253 17	-6,601 10
09/30/11	GLRE	BARES PF	Greenlight Capital	08/27/10	217	5,123 04	4,538 94	-584 10
09/30/11	GLRE	BARES PF	Greenlight Capital	08/27/10	3,263	77,034 54	68,139 59	-8,894 94
09/30/11	GLRE	BARES PF	Greenlight Capital	08/30/10	523	12,488 40	10,921 55	-1,566 86
09/30/11	GLRE	BARES PF	Greenlight Capital	08/30/10	1,382	32,999 95	29,160 61	-3,839 34
10/24/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	32,863 85	351,314 56	350,000 00	-1,314 56
10/24/11	VIDMX	VANG PF	Developed Market	08/27/10	107,991 361	952,483 80	1,000,000 00	47,516 20
10/24/11	VINIX	VANG PF	VANGUARD INDE	08/31/10	6,311 2616	608,026 94	724,974 63	116,947 69
10/24/11	VINIX	VANG PF	VANGUARD INDE	09/01/10	2,394 2314	237,483 81	275,025 37	37,541 55
10/25/11	GBEMX	BNDS PF	RS EMERGING M	03/18/10	154,525 16	3,500,000 00	3,379,465 23	-120,534 77
10/25/11	GBEMX	BNDS PF	RS EMERGING M	12/21/10	3,331 85	85,328 79	72,867 56	-12,461 23
10/25/11	GQETX	GMO PF	GMO Quality Fund	08/31/10	81,967 213	1,440,163 93	1,750,000 00	309,836 07
11/15/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	14,058 107	150,281 16	150,000 00	-281 16
11/15/11	VESIX	VANG PF	European Stock In	08/27/10	46,948 357	1,104,225 35	1,100,000 00	-4,225 35
11/15/11	VINIX	VANG PF	VANGUARD INDE	09/01/10	14,299 3327	1,418,350 82	1,650,000 00	231,649 18
11/15/11	VPADX	VANG PF	Pacific Stock Index	08/27/10	8,849 558	551,946 93	550,000 00	-1,946 93
11/17/11	LBOD SF	INV PF	LB Offshore Divers	02/17/09	9 5369	9,536 95	10,956 19	1,419 24
11/28/11	VBIRX	VANG PF	Short-Term Bond	08/19/10	187,793 427	2,007,511 73	2,000,000 00	-7,511 73

Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
11/28/11	VIDMX	VANG PF	Developed Market	08/27/10	67,115 238	591,956 40	569,137 22	-22,819 18
11/28/11	VIDMX	VANG PF	Developed Market	12/28/10	19,229 979	190,184 49	163,070 22	-27,114 27
11/28/11	VIDMX	VANG PF	Developed Market	02/17/11	31,579 311	334,424 90	267,792 56	-66,632 34
11/28/11	VINIX	VANG PF	VANGUARD INDE	09/01/10	9,133 254	905,927 47	1,000,000 00	94,072 53
02/10/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	17,452 007	306,631 76	400,000 00	93,368 24
02/10/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	18,796 9925	200,939 85	200,000 00	-939 85
02/10/12	VESIX	VANG PF	European Stock In	08/27/10	11,087 8661	260,786 61	265,000 00	4,213 39
02/10/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	2,135 738	133,205 98	135,000 00	1,794 02
03/15/12	JHW GT	INV PF	J H Whitney Gree	08/16/04	280,000	280,000 00	0 00	-280,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	11/04/04	140,000	140,000 00	0 00	-140,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	05/18/05	280,000	280,000 00	0 00	-280,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	12/07/05	140,000	140,000 00	0 00	-140,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	05/02/06	140,000	140,000 00	0 00	-140,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	10/12/06	280,000	280,000 00	0 00	-280,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	09/25/07	140,000	140,000 00	0 00	-140,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	03/27/09	280,000	280,000 00	0 00	-280,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	06/03/09	240,000	240,000 00	0 00	-240,000 00
03/15/12	JHW GT	INV PF	J H Whitney Gree	08/06/09	80,000	80,000 00	0 00	-80,000 00
03/16/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	30,138 1331	529,527 00	720,000 00	190,473 00
03/16/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	7,547 1698	80,679 25	80,000 00	-679 25
03/20/12	ABCO	BARES PF	Advisory BRD Co I	08/26/10	1,690	68,805 14	143,829 59	75,024 45
03/23/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	57,996 6401	2,951,700 97	4,000,000 00	1,048,299 03
03/23/12	VESIX	VANG PF	European Stock In	08/27/10	56,887 4441	1,337,992 68	1,400,000 00	62,007 32
03/23/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	10,784 1627	672,608 22	700,000 00	27,391 78
03/27/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	94,161 9586	1,006,591 34	1,000,000 00	-6,591 34
03/29/12	ABCO	BARES PF	Advisory BRD Co I	08/26/10	4,388	178,649 08	390,333 21	211,684 13
03/29/12	APEI	BARES PF	American Public E	08/26/10	8,310	212,125 22	323,079 50	110,954 28
03/29/12	CFX	BARES PF	Colfax Corp Com	08/26/10	4,824	60,560 98	165,352 64	104,791 66
03/29/12	EXBD	BARES PF	Corporate Executiv	08/26/10	228	6,534 73	9,833 46	3,298 73
03/29/12	IILG	BARES PF	Interval Leisure Gr	08/26/10	31,846	400,278 74	544,110 96	143,832 22
03/29/12	IILG	BARES PF	Interval Leisure Gr	03/09/11	985	15,272 03	16,829 41	1,557 38
03/29/12	IILG	BARES PF	Interval Leisure Gr	03/10/11	3,881	59,472 44	66,309 57	6,837 13
03/29/12	IILG	BARES PF	Interval Leisure Gr	05/19/11	1,823	25,127 69	31,147 22	6,019 53
03/29/12	IILG	BARES PF	Interval Leisure Gr	05/20/11	2,496	34,157 01	42,645 89	8,488 88
03/29/12	IILG	BARES PF	Interval Leisure Gr	05/23/11	1,625	22,533 88	27,764 25	5,230 37
03/29/12	IILG	BARES PF	Interval Leisure Gr	05/24/11	1,611	22,282 06	27,525 05	5,242 99
03/29/12	MORN	BARES PF	MORNINGSTAR II	08/26/10	1,104	45,680 65	68,372 36	22,691 71
03/29/12	SSYS	BARES PF	Stratasys, Inc	07/28/11	580	15,919 38	21,394 48	5,475 10
03/31/12	MORN	BARES PF	MORNINGSTAR II	08/26/10	2,450	101,374 63	152,666 62	51,291 99
04/02/12	EGER	INV PF	Egerton Capital El	08/25/10	1,100,761 06	1,100,761 06	1,100,761 06	0 00
04/12/12	LBOD SF	INV PF	LB Offshore Divers	02/17/09	3 2534	3,253 43	3,819 92	566 49
04/27/12	SSYS	BARES PF	Stratasys, Inc	07/28/11	8,456	232,093 52	443,975 71	211,882 19
04/30/12	SSYS	BARES PF	Stratasys, Inc	07/28/11	380	10,429 94	19,776 58	9,346 64
05/04/12	SSYS	BARES PF	Stratasys, Inc	07/28/11	1,411	38,728 00	73,431 03	34,703 03
05/04/12	SSYS	BARES PF	Stratasys, Inc	07/29/11	1,564	39,377 46	81,393 43	42,015 97
05/23/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	43,917 4352	771,629 34	1,000,000 00	228,370 66
05/23/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	9,416 1959	100,659 13	100,000 00	-659 13
05/23/12	VESIX	VANG PF	European Stock In	08/27/10	30,134 446	708,762 17	650,000 00	-58,762 17
05/23/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	6,025 1334	375,787 57	350,000 00	-25,787 57

Sell Date	Symbol	Portfolio File	Description	Buy Date	Sell Quantity	Sell Cost	Sell Amount	Realized Gains
06/26/12	VESIX	VANG PF	European Stock In	08/27/10	30,687 5865	721,772 03	665,000 00	-56,772 03
06/26/12	VIDMX	VANG PF	Developed Market	02/17/11	17,942 5837	190,011 96	150,000 00	-40,011 96
06/26/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	6,405 9339	399,538 10	380,000 00	-19,538 10
06/28/12	VINIX	VANG PF	VANGUARD INDE	09/01/10	2,754 6919	273,237 89	335,246 00	62,008 11
06/28/12	VINIX	VANG PF	VANGUARD INDE	09/27/10	748 804	78,197 63	91,129 45	12,931 82
06/28/12	VINIX	VANG PF	VANGUARD INDE	12/28/10	578 2181	66,529 77	70,369 14	3,839 37
06/28/12	VINIX	VANG PF	VANGUARD INDE	03/30/11	451 7426	54,886 72	54,977 07	90 35
06/28/12	VINIX	VANG PF	VANGUARD INDE	06/29/11	295 059	35,294 96	35,908 68	613 72
06/28/12	VINIX	VANG PF	VANGUARD INDE	09/29/11	205 4861	21,810 29	25,007 66	3,197 37
06/28/12	VINIX	VANG PF	VANGUARD INDE	12/27/11	29 494	3,413 05	3,589 42	176 37
06/28/12	VINIX	VANG PF	VANGUARD INDE	03/29/12	22 5071	2,891 26	2,739 11	-152 15
07/01/12	JETCAP	INV PF	Jet Capital Concer	12/01/10	186 0049	239,373 41	250,000 00	10,626 59
07/27/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	18,779 3427	200,751 17	200,000 00	-751 17
07/31/12	ASEI	BARES PF	American Science	05/13/11	56	4,802 45	3,207 34	-1,595 11
07/31/12	ASEI	BARES PF	American Science	05/16/11	71	6,105 15	4,066 45	-2,038 70
07/31/12	ASEI	BARES PF	American Science	05/17/11	56	4,811 07	3,207 34	-1,603 73
07/31/12	ASEI	BARES PF	American Science	05/26/11	312	26,778 31	17,869 49	-8,908 82
07/31/12	GQETX	GMO PF	GMO Quality Fund	08/31/10	14,731 3692	258,830 16	340,000 00	81,169 84
07/31/12	JHW PDI	INV PF	WNJP Holdings, Li	08/01/03	3,053,147	3,053,147 00	0 00	-3,053,147 00
07/31/12	SSYS	BARES PF	Stratasys, Inc	07/29/11	557	14,023 81	34,539 30	20,515 49
07/31/12	SSYS	BARES PF	Stratasys, Inc	08/10/11	418	10,308 42	25,919 98	15,611 56
07/31/12	VBIRX	VANG PF	Short-Term Bond I	08/19/10	7,029 0534	75,140 58	75,000 00	-140 58
07/31/12	VESIX	VANG PF	European Stock In	08/27/10	9,611 1839	226,055 04	220,000 00	-6,055 04
07/31/12	VPADX	VANG PF	Pacific Stock Index	08/27/10	1,786 2943	111,411 17	110,000 00	-1,411 17
Gr. Total						43,257,279.74	42,054,116.79	-1,203,162 95

Form 990PF

Y/E 7/31/12

ID# 13-3124818

List of Officers and Directors

Name and Address	Title and Time	Compensation	Contrib to Employee Benefit Plans	Expense Account
Joseph C. Mitchell 194 Whitehall Boulevard Garden City, NY 11530	Managing Director President/Treasurer 48 Hours per Week	\$371,828	\$61,373	None
Marvin A. Kaufman 8078 Laurel Ridge Court Delray Beach, FL 33446	Managing Director Chairman 35 Hours per Week	\$162,498	\$30,261	None
Robert Marx 35 West 92nd Street, PHC New York, NY 10025	Managing Director Vice President/Sec'y 48 Hours per Week	\$251,053	\$49,907	None
Jacqueline M. Taylor 2884 Coleridge Road Cleveland Heights, OH 44118	Director 53 Hours per Year	\$16,000	None	None
Joseph W. Polisi 42 Fairway Avenue Rye, NY 10580	Director 53 Hours per Year	\$16,000	None	None
Michael L. Ziegler, Esq 21 Fox Meadow Road Scarsdale, NY 10583	Director 53 Hours per Year	\$16,000	None	None
		<u>\$833,379</u>	<u>\$141,541</u>	<u>None</u>

Grants Paid

<u>Name</u>	<u>Address</u>	<u>Project Title</u>	<u>Amount</u>
Aaron Davis Hall, Inc	The Gatehouse 150 Convent Avenue New York, NY 10031	General operating support for fiscal year 2012	\$15,000 00
Abyssinian Development Corporation	4 West 125th Street, 3rd Floor New York, NY 10027	Harlem NNORC	\$143,000 00
Advent Lutheran Church	Advent Lutheran Church 2504 Broadway @ 93rd Street New York, NY 10025	Support for the Music Mondays concerts	\$1,000 00
Afro Latin Jazz Alliance	1713 Eighth Avenue Brooklyn, NY 11215	Support for the 2011-12 season	\$10,000 00
Alliance of Resident Theatres/New York, Inc	520 Eighth Avenue, Suite 319 New York, NY 10018-8906	General operating support for fiscal year 2012	\$30,000 00
Alvin Ailey Dance Foundation, Inc	405 West 55th Street New York, NY 10019-4402	Support for the New Works Fund in the 2011-2012 season	\$40,000 00
Alvin Ailey Dance Foundation, Inc	405 West 55th Street New York, NY 10019-4402	Support for the New Works Fund in the 2012-2013 season	\$40,000 00
Alzheimer's Disease & Related Disorders Association, Inc	360 Lexington Avenue, 4th Floor New York, NY 10017	Palliative Care for Advanced Dementia Training and Implementation	\$67,000 00
American Academy of Arts and Sciences	Norton's Woods 136 Irving Street Cambridge, MA 02138-1996	General funding	\$1,000 00
American Composers Orchestra, Inc	240 West 35th Street, Suite 405 New York, NY 10001-2506	General operating support for fiscal year 2012	\$10,000 00
American Symphony Orchestra, Inc	263 W 38th St , 10th Floor New York, NY 10018	Support for the New York City concert season in FY12	\$10,000 00
Apollo Theater Foundation, Inc	253 West 125th Street New York, NY 10027	Support for the 2010-11 season of presentations at the Apollo Theater	\$10,000 00
Apollo Theater Foundation, Inc	253 West 125th Street New York, NY 10027	General operating support for the fiscal year 2012 season	\$10,000 00
Armitage Foundation Ltd	437 Madison Avenue, 37th Fl New York, NY 10038	Support for the 2011-12 season of Armitage Gone! Dance	\$10,000 00
Arts in the Armed Forces	162 Montague St #3F Brooklyn, NY 11201	General funding	\$5,000 00
Asia Society	725 Park Avenue New York, NY 10021-5088	Support for the 2011-2012 performing arts season	\$10,000 00
Atlantic Theater Company	76 9th Avenue, Suite 537 New York, NY 10011	Support for the 2011-12 season	\$17,500 00
Ballet Hispanico of New York	167 West 89th Street New York, NY 10024	Support for the FY2012 New York season	\$15,000 00
Ballet Theatre Foundation, Inc	The Peter T Joseph Studios At the Lawrence A Wien Center for Dance & Theater 890 Broadway New York, NY 10003-1278	General operating support in 2011	\$55,000 00
Ballet Theatre Foundation, Inc	The Peter T Joseph Studios At the Lawrence A Wien Center for Dance & Theater 890 Broadway New York, NY 10003-1278	General operating support in 2012	\$55,000 00
Bang on a Can, Inc	80 Hansen Place, Suite 701 Brooklyn, NY 11217	Support for the 2011-12 season in New York City	\$12,500 00
Bargemusic, Ltd	Fulton Ferry Landing Brooklyn, NY 11201	Support for the 2011-12 season	\$15,000 00
Big Apple Circus Ltd	One Metrotech Center, 3rd Floor Brooklyn, NY 11201-3949	General operating support for 2011-12	\$20,000 00

Grants Paid

Big Apple Circus Ltd	One Metrotech Center, 3rd Floor Brooklyn, NY 11201-3949	General operating support for the 2012-2013 season	\$20,000 00
Brandeis University	Waltham, MA 02254-9110	Support for the Heller School	\$100 00
BRIC Arts Media Bklyn, Inc	647 Fulton Street Brooklyn, NY 11217	Support for 2011 Celebrate Brooklyn programming	\$10,000 00
Bridgehampton Chamber Music Associates, Inc	850 Seventh Avenue, Suite 700 New York, NY 10019	General funding	\$5,000 00
Bridgehampton Historical Society	P O Box 977 Bridgehampton, NY 11932-0977	Support for the restoration of the Nathaniel Rogers House	\$200 00
Bronx Community Health Network, Inc	1 Fordham Plaza, Suite 1108 Bronx, NY 10458	Project IMPACT CHCANYS Depression Collaborative	\$31,000 00
Bronx Opera Company, Inc	5 Minerva Place, 2J Bronx, NY 10468	Support for the 2012 season	\$10,000 00
Bronx-Lebanon Hospital Center	1650 Grand Concourse, Milstein 7-F Bronx, NY 10457	Improving Health Care Outcomes in Homebound High Risk Vulnerable Elders in the South Bronx An Enhanced Interdisciplinary Model of Home Based Primary Care	\$30,000 00
Brooklyn Academy of Music, Inc	30 Lafayette Avenue Brooklyn, NY 11217-1486	Support for the 2012 Spring Season	\$200,000 00
Brooklyn Academy of Music, Inc	30 Lafayette Avenue Brooklyn, NY 11217-1486	Support for the 2013 Spring Season	\$200,000 00
Brownsville Community Development Corporation	592 Rockaway Avenue Brooklyn, NY 11212	BMS Geriatric Supportive Services	\$23,000 00
Builders Association Inc	453 Broome Street, 4C New York, NY 10013-2669	General operating support for fiscal year 2012	\$10,000 00
Calpulli Mexican Dance Company	91-10 34th Ave , 5B Jackson Heights, NY 11372	General funding	\$150 00
Care for the Homeless	30 East 33rd Street, 5th Floor New York, NY 10016	General funding	\$1,000 00
Carnegie Hall Society, Inc	881 Seventh Avenue New York, NY 10019-3210	Support for the 2011-2012 season	\$200,000 00
Carnegie Hall Society, Inc	881 Seventh Avenue New York, NY 10019-3210	Support for the 2012-2013 season	\$200,000 00
Casita Maria, Inc	928 Simpson Street Bronx, NY 10459	General funding	\$3,000 00
Catholic Managed Long Term Care Inc	1432 Fifth Avenue New York, NY 10026	Bronx PACE	\$135,000 00
Center for Traditional Music and Dance Inc	32 Broadway, Room 1314 New York, NY 10004-1625	General operating support for 2011-12	\$15,000 00
Centro Gerontologico Latino, Inc	1133 Broadway, Suite 708 New York, NY 10010	General operating support - Fourth Year	\$3,000 00
Chamber Music Society of Lincoln Center, Inc	70 Lincoln Center Plaza New York, NY 10023-6582	Support for the 2011-12 season	\$115,000 00
Charles B Wang Community Health Center	268 Canal Street 6/F New York, NY 10013	Medical Home for Chinese American Elderly	\$25,000 00
Charley's Fund	36 Main Street, PO Box 83 Stockbridge, MA 01262	General funding	\$160 00
Charley's Fund	36 Main Street, PO Box 83 Stockbridge, MA 01262	General funding	\$50 00
Citizen Schools	308 Congress Street, 5th Fl Boston, MA 02210	General funding	\$500 00
City Grand Opera Society, Inc	250 West 54th Street Suite 807 New York, NY 10019	Support for the free opera in Central Park in 2011	\$7,500 00
Community Health Care Association of New York State, Inc	535 Eighth Avenue, 8th Floor New York, NY 10018	Project IMPACT Depression Collaborative Technical Assistance	\$51,000 00
Comunilife, Inc	214 W 29th Street New York, NY 10001	Integrated Physical & Behavioral Health Care for the Elderly	\$62,000 00

Grants Paid

Concert Artists Guild, Inc	850 Seventh Avenue, PH-A New York, NY 10019	Support for the 2011-12 season	\$12,500 00
Concerts in Motion	139 W 74th St, Ste 4A New York, NY 10023	Talented Youth and School Groups Series	\$25,000 00
Council of Senior Centers and Services of New York City, Inc	49 West 45th Street, 7th Floor New York, NY 10036	Community-based Senior Service Network Feasibility Study	\$40,000 00
Council on Foundations, Inc	2121 Crystal Drive, Suite 700 Arlington, VA 22202	General funding	\$5,000 00
Crohn's & Colitis Foundation of America	585 Stewart Avenue, Suite 414 Garden City, NY 11530-4701	Support to fund, research, and find new treatments for Inflammatory Bowel Disease, which encompasses Crohn's disease and colitis	\$2,500 00
CSC Repertory Ltd	136 East 13th Street New York, NY 10003	General operating support in the 2011-12 season	\$12,500 00
Da Capo Chamber Players, Inc	215 West 90th Street, #1G New York, NY 10024	Support for the 2011-12 season	\$7,500 00
Dance U S A	1111 16th Street, NW, Suite 300 Washington, DC 20036	General operating support for Dance/NYC in fiscal year 2010- 2011	\$5,000 00
Dance U S A	1111 16th Street, NW, Suite 300 Washington, DC 20036	General operating support for Dance/NYC in fiscal year 2011- 2012	\$5,000 00
Danspace Project, Inc	St Mark's Church in-the-Bowery 131 East 10th Street New York, NY 10003	Support for the 2011-12 season	\$20,000 00
Dicapo Opera Theatre Corp	184 East 76th Street New York, NY 10021	Support for the 2011-2012 season	\$10,000 00
Discalced, Inc	3 Lafayette Avenue Brooklyn, NY 11217-1415	Support for the 2011-2012 season	\$40,000 00
DOROT, Inc	171 West 85th Street New York, NY 10024	Case Assistance Social Worker Pilot Program	\$81,000 00
DOVA, Inc	260 West Broadway, Suite 4 New York, NY 10013	Support for the 2012-13 New York season	\$10,000 00
Early Music Foundation, Inc	10 West 68th Street New York, NY 10023	Support for the 2011-2012 season	\$10,000 00
Elaine Kaufman Cultural Center- Lucy Moses School for Music and Dance	129 West 67th Street New York, NY 10023	Support for the 2011-12 Merkin Concert Hall season	\$12,500 00
Ensemble Studio Theatre, Inc	549 West 52nd Street New York, NY 10019	General operating support for 2011-12	\$5,000 00
Ethels Foundation for the Arts	331 West 57th Street, #494 New York, NY 10019-3101	General operating support for the 2011-12 season	\$5,000 00
Familial Dysautonomia Now Foundation	1170 Green Knolls Drive Buffalo Grove, IL 60089	General funding	\$500 00
Fiji Theater Company, Inc	47 Great Jones Street New York, NY 10012	General operating support for 2011-2012	\$10,000 00
Flea Theatre, Inc	41 White Street New York, NY 10013	Support for the 2011-12 season	\$10,000 00
Flushing Council on Culture and the Arts	137-35 Northern Boulevard Flushing, NY 11354	Support for the 2011-12 presenting season	\$7,500 00
Food Bank for New York City Food for Survival	39 Broadway, 10th Floor New York, NY 10006	NYC Benefits Increasing Enrollment of Poor New York Seniors in Needed Assistance Programs	\$16,000 00
Fordham University	Graduate School of Social Service 113 West 60th Street New York, NY 10023	ISC Evaluation	\$27,000 00
Foundation Center	79 Fifth Avenue New York, NY 10003-3076	General support for 2011	\$4,000 00

Grants Paid

Fractured Atlas Productions Inc	248 West 35th Street, Suite 10th New York, NY 10001-2505	Support for Piano Sonoma	\$2,000.00
God's Love We Deliver, Inc	166 Avenue of the Americas New York, NY 10013-1207	Food as Medicine Advocacy Initiative	\$25,000 00
Gotham Arts Exchange, Inc	506 Fort Washington Avenue, 1H New York, NY 10033	Support for the Kate Weare Dance Company	\$7,500 00
Gotham Chamber Opera, Inc	410 West 42nd Street New York, NY 10036	Support for the 2011-12 season	\$10,000 00
Grace International, Inc	2010 Fulton Street Brooklyn, NY 11233	Eat Well, Live Well Program	\$20,000 00
Grantmakers in Aging Inc	7333 Paragon Road, Suite 220 Dayton, OH 45459-4157	Annual Membership	\$3,500 00
Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247	Renewal of membership	\$2,500 00
Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247	Renewal of membership	\$2,500 00
Greater New York Hospital Foundation, Inc	555 West 57th Street Suite 1500 New York, NY 10019	Palliative Care Collaborative	\$48,000 00
Guardians of the Sick, Inc	5216 11th Avenue Brooklyn, NY 11219	Project Lev	\$18,000 00
Haleakala, Inc	512 West 19th Street New York, NY 10011	General operating support for the 2011-12 season	\$12,500 00
Hampton Library in Bridgehampton, Inc	2478 Main Street P O Box 3025 Bridgehampton, NY 11932	General funding	\$250 00
Heifer Project International	Attn Corporate Matching Gifts 1 World Avenue Little Rock, AR 72202	General funding	\$120 00
Heifer Project International	Attn Corporate Matching Gifts 1 World Avenue Little Rock, AR 72202	General funding	\$25 00
Henry Street Settlement	265 Grand Street New York, NY 10002-4808	Senior Mental Health Services	\$35,000 00
Home for Contemporary Theatre and Art, Ltd	145 Avenue of the Americas New York, NY 10013-1548	Support for the 2011-2012 season	\$15,000 00
Home for Contemporary Theatre and Art, Ltd	145 Avenue of the Americas New York, NY 10013-1548	Support for the 2012-13 season	\$15,000 00
House Foundation for the Arts, Inc	260 West Broadway, Suite #2 New York, NY 10013	General operating support for NYC activities in FY12	\$10,000 00
Institute for Music and Neurologic Function	612 Allerton Avenue Bronx, NY 10467	Enhancing Community-based and Home Care with Music Therapy	\$17,000 00
International Contemporary Ensemble	4306 Third Avenue, Fourth Floor Brooklyn, NY 11232	Support for the 2011-12 season in New York City	\$5,000 00
Irish Repertory Theatre Company, Inc	132 West 22nd Street New York, NY 10011	Support for the 2011-12 season	\$10,000 00
Jamaica Hospital Medical Center	8900 Van Wyck Expressway Jamaica, NY 11418	Expanding the Spectrum of Care and Education	\$20,000 00
Japan Society, Inc	333 East 47th Street New York, NY 10017	Support for the 2011-2012 Performing Arts season	\$10,000 00
Japan Society, Inc	333 East 47th Street New York, NY 10017	Support for the 2012-2013 Performing Arts season	\$10,000 00
Jazz at Lincoln Center, Inc	33 West 60th Street New York, NY 10023-7999	Support for the 2011-12 season	\$115,000 00
Jewish Community Center of Staten Island	1466 Manor Road Staten Island, NY 10314	Bridge to Care	\$40,000 00
Joan & Sanford I Weill Medical College of Cornell University	525 East 68th Street New York, NY 10065	Building the Good Old Lower East Side Healthy Aging Collaborative	\$138,000 00

Grants Paid

Joan & Sanford I Weill Medical College of Cornell University	525 East 68th Street New York, NY 10065	Developing Interdisciplinary Champions to Advance Hospital-Based Palliative Care Training	\$90,000 00
Joan & Sanford I Weill Medical College of Cornell University	525 East 68th Street New York, NY 10065	New York City Elder Abuse Center	\$15,000 00
Jose Limon Dance Foundation	307 West 38th Street, Suite 1105 New York, NY 10018	Support for the 2012 New York season	\$7,500 00
Joyce Theater Foundation, Inc	175 8th Avenue New York, NY 10011	Support for the New York City-based dance companies during the 2011-12 season	\$95,000 00
Juilliard School	60 Lincoln Center Plaza New York, NY 10023-6598	Support for the 2011-12 fourth-year performances	\$75,000 00
Juilliard School	60 Lincoln Center Plaza New York, NY 10023-6598	Support for the 2012-13 fourth-year drama repertory performances	\$75,000 00
Kings Majestic Corporation	651 Fulton Street Brooklyn, NY 11217	Support for the 2012 season	\$12,500 00
La MaMa Experimental Theater Club, Inc	74A East 4th Street New York, NY 10003	General operating support for the 2011-12 season	\$20,000 00
Lawyers Alliance for New York	171 Madison Avenue, 6th Floor New York, NY 10016	General funding	\$2,500 00
Lenox Hill Hospital	100 East 77th Street New York, NY 10075	Expansion of the Palliative Medicine Program	\$120,000 00
Lifetime Arts	PO Box 8586 Pelham, NY 10803	Creative Aging in Our Communities The New York City Libraries Project	\$61,000 00
Lifetime Arts	PO Box 8586 Pelham, NY 10803	Creative Aging in Our Communities The New York City Libraries Project	\$32,000 00
Lincoln Center for the Performing Arts, Inc	70 Lincoln Center Plaza New York, NY 10023-6583	Support for the 2012-2013 seasons of Great Performers and the White Light Festival	\$50,000 00
Lincoln Square Neighborhood Center Inc	250 West 65th Street New York, NY 10023	Annual General Operating Grant	\$3,900 00
Local Initiatives Support Corporation	501 Seventh Avenue, Fl 7 New York, NY 10018	Bedford-Stuyvesant Aging Improvement District - Phase I	\$81,000 00
Long Island Philharmonic, Inc	One Huntington Quadrangle, Suite 2C21 Melville, NY 11747-4401	General funding	\$2,500 00
Long Term Care Community Coalition	242 West 30th Street, Suite 306 New York, NY 10001	Annual General Operating Grant	\$2,500 00
Mabou Mines Development Foundation, Inc	150 First Avenue New York, NY 10009	Support for the 2011-12 season in New York City	\$10,000 00
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	Safe at Home Program	\$40,000 00
Maimonides Medical Center	4802 Tenth Avenue Brooklyn, NY 11219	General funding	\$5,000 00
Manhattan Class Company, Inc	311 West 43rd Street, Suite 302 New York, NY 10036	General operating support for the 2011-12 season	\$12,500 00
Manhattan School of Music	120 Claremont Avenue New York, NY 10027-4698	Support for music theater instruction	\$25,000 00
Manhattan Theatre Club, Inc	311 West 43rd Street, 8th Floor New York, NY 10036	Support for the Artistic Development Program in the 2011-2012 season	\$40,000 00
Martha Graham Center of Contemporary Dance Inc	316 East 63rd Street New York, NY 10065	Support for the 2011-12 season	\$15,000 00
Martha Graham Center of Contemporary Dance Inc	316 East 63rd Street New York, NY 10065	Support for 2013 New York season activities	\$15,000 00
Ma-Yi Filipino Theatre Ensemble Inc	520 Eighth Avenue, Suite 309 New York, NY 10018	Support for the 2011-12 season	\$10,000 00

Grants Paid

Medical Development for Israel, Inc	295 Madison Avenue, Suite 1705 New York, NY 10017	General operating support for 'Schneider Children's Medical Center of Israel'	\$5,000 00
Medicare Rights Center, Inc	520 Eighth Avenue, North Wing, Third Floor New York, NY 10018	NYC Benefits Increasing Enrollment of Poor New York Seniors in Needed Assistance Programs	\$49,000 00
Medicare Rights Center, Inc	520 Eighth Avenue, North Wing, Third Floor New York, NY 10018	Hospital and Community-Based Counseling and Enrollment Assistance	\$34,000 00
Mercantile Library Association of the City of New York	17 East 47th Street New York, NY 10017	General funding	\$1,200 00
Metropolitan Jewish Geriatric Foundation	6323 Seventh Avenue, 3rd Floor Brooklyn, NY 11220	Hospice Care for Chinese-American New Yorkers Creating a Culturally and Linguistically Appropriate Program	\$48,500 00
Metropolitan Jewish Geriatric Foundation	6323 Seventh Avenue, 3rd Floor Brooklyn, NY 11220	Hospice Care for Chinese-American New Yorkers Creating a Culturally and Linguistically Appropriate Program	\$21,000 00
Metropolitan Museum of Art	1000 Fifth Avenue New York, NY 10028-0198	General funding	\$3,000 00
Metropolitan Opera Association, Inc	Lincoln Center New York, NY 10023	Support for the production of Leos Janacek's 'From the House of the Dead'	\$200,000 00
Mettawee Theatre Company, Inc	463 West Street, #D405 New York, NY 10014	Support for the 2011 production of 'The Old Boat Goddess Songs of the Ainu '	\$7,500 00
Mettawee Theatre Company, Inc	463 West Street, #D405 New York, NY 10014	Support for the 2012 NYC performance of 'Communications from a Cockroach Archy and the Underside'	\$7,500 00
Mint Theater Company Inc	311 West 43rd Street, Suite 307 New York, NY 10036	Support for the 2011-12 season	\$10,000 00
Morris Heights Health Center, Inc	85 West Burnside Avenue Bronx, NY 10453	Project IMPACT CHCANYS Depression Collaborative	\$40,000 00
Mount Sinai School of Medicine	Mount Sinai School of Medicine One Gustave L Levy Place Box 1070 New York, NY 10029	'Making an IMPACT Treating Depression in an Academic Geriatric Primary Care Setting'	\$86,000 00
Mount Sinai School of Medicine	One Gustave L Levy Place Box 1070 New York, NY 10029-6574	Multidisciplinary Team Approach to Home-Based Primary Care	\$27,000 00
Mount Sinai School of Medicine	1255 Fifth Avenue, Suite C-2 New York, NY 10029	Improving Palliative Care in the Outpatient Setting (IPAL-OP)	\$135,000 00
Mount Sinai School of Medicine	One Gustave L Levy Place Box 1070 New York, NY 10029-6574	Transforming Primary Care for Older Adults	\$82,000 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5498	Support for 'Summergarden New Music for New York' during July and August 2011	\$7,500 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5498	General funding	\$3,000 00
Museum of Modern Art	11 West 53rd Street New York, NY 10019-5498	Meet Me at MoMA	\$3,000 00
Music at the Anthology Inc	260 W Broadway, Suite 5 New York, NY 10013	Support for the 14th annual Festival of New Music in April 2012	\$7,500 00

Grants Paid

Music at the Anthology Inc	260 W Broadway, Suite 5 New York, NY 10013	Support for the 15th annual Festival of New Music in April 2013	\$7,500 00
Music Theatre Group, Inc	20 Jay Street, Suite 740 Brooklyn, NY 11201-8352	General operating support for the 2011-12 season	\$5,000 00
National Committee for the Furtherance of Jewish Education	824 Eastern Parkway Brooklyn, NY 11213	Support for the Toys for Hospitalized Children program	\$2,500 00
New 42nd Street, Inc	229 West 42nd Street, 10th Floor New York, NY 10036	General operating support for the New Victory in the 2011-12 season	\$25,000 00
New Dramatists, Inc	424 West 44th Street New York, NY 10036	Support for the playwright development program in 2011-12	\$10,000 00
New Group Inc	410 West 42nd Street New York, NY 10036	Support for the 2011-12 season	\$10,000 00
New School	55 West 13th Street, Room 929 New York, NY 10011	Support for the New York String Orchestra Seminar at the Mannes School	\$2,500 00
New York Academy of Medicine	1216 Fifth Avenue New York, NY 10029-5293	Enhancing Health Promotion in New York City Innovative Senior Centers	\$15,000 00
New York and Presbyterian Hospital	525 East 68th Street Box 123 Development New York, NY 10065	Adult Palliative Care Consultation Service at Columbia Campus	\$20,000 00
New York and Presbyterian Hospital	525 East 68th Street Box 123 Development New York, NY 10065	The Shiland-Maringer Fund for the Advancement of Adult ECMO	\$540 00
New York City Ballet, Inc	David H Koch Theater 20 Lincoln Center New York, NY 10023	Support for New Works in 2011- 12	\$125,000 00
New York City Center, Inc	130 West 56th Street New York, NY 10019-3803	Support for the 2012 Fall for Dance Festival and the 2011-12 season of Encores!	\$40,000 00
New York City Health and Hospitals	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Bellevue Hospital - Model Palliative Care Outpatient Clinic	\$72,000 00
New York City Health and Hospitals	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Expanding Palliative Medicine at HHC's Elmhurst Hospital Center	\$20,000 00
New York City Health and Hospitals	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Geriatric Mental Health Services in the Primary Care Setting Project IMPACT	\$30,000 00
New York City Health and Hospitals	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Bellevue Hospital - Model Palliative Care Outpatient Clinic	\$20,000 00
New York City Health and Hospitals	346 Broadway, 7th Floor, Rm 715 West New York, NY 10013	Metropolitan Hospital Center Expanding Culturally Competent Palliative Care Services	\$20,000 00
New York Festival of Song, Inc	307 Seventh Avenue, Suite 1206 New York, NY 10001	Support for the 2011-12 season	\$15,000 00
New York Hospital Medical Center of Queens	56-45 Main Street Flushing, NY 11355-5095	Palliative Care Program	\$88,000 00
New York Legal Assistance Group, Inc	7 Hanover Square, 18th Floor New York, NY 10004	LegalHealth Senior Advocacy Project Woodhull Medical Center	\$19,000 00
New York Legal Assistance Group, Inc	7 Hanover Square, 18th Floor New York, NY 10004	The Montefiore Senior Advocacy Project	\$40,000 00
New York Live Arts	219 W 19th Street New York, NY 10011	Support of the Bill T Jones/Arnie Zane Company within the NY Live Arts 2011-12 presenting season	\$10,000 00

Grants Paid

New York Public Library	Fifth Avenue and 42nd Street New York, NY 10018-2788	Support for the Theatre on Film and Tape Archive (TOFT) in Fiscal Year 2011	\$40,000 00
New York Public Library	Fifth Avenue and 42nd Street New York, NY 10018-2788	Support for the Theatre on Film and Tape Archive (TOFT) in Fiscal Year 2012	\$40,000 00
New York Public Radio	WNYC Radio 160 Varick Street New York, NY 10013	General funding	\$132 00
New York Public Radio	WNYC Radio 160 Varick Street New York, NY 10013	General funding	\$30 00
New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	Support for the 2010-11 season	\$60,000 00
New York Theatre Workshop, Inc	79 East Fourth Street New York, NY 10003	Support for the 2011-12 season	\$30,000 00
New York University	Silver School of Social Work 1 Washington Square North New York, NY 10003	Leadership in Palliative and End- of-Life Care	\$30,000 00
New York University	Silver School of Social Work 1 Washington Square North New York, NY 10003	Fellowship in Palliative and End- of-Life-Care	\$30,000 00
New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing 726 Broadway, 10th Floor New York, NY 10003-6677	An Innovative Model of Diabetes Self-Management Education/Training to Improve Access, Availability, & Quality of Diabetes Care for Older Adults	\$22,000 00
New York University	New York University College of Nursing Hartford Institute for Geriatric Nursing 726 Broadway, 10th Floor New York, NY 10003-6677	Aging Gracefully at HHC Enhancing Nurse Competencies to Care for Older Adults	\$67,000 00
New York Women's Foundation	39 Broadway, Suite 2300 New York, NY 10006	Planning Grant for Assessing Grantee Partners	\$40,000 00
New York Youth Symphony, Inc	850 Seventh Avenue, Suite 505 New York, NY 10019-5230	General operating support for the 2011-12 season	\$10,000 00
Noche Flamenca, Inc	168 West 86th St , Suite 9A New York, NY 10024	General operating support for the New York season during fiscal year 2012	\$10,000 00
Nonprofit Coordinating Committee of New York, Inc	1350 Broadway, Suite 1801 New York, NY 10018-7802	General funding	\$3,000 00
North Shore-Long Island Jewish Health System, Inc	125 Community Drive Great Neck, NY 11021	Telemonitoring of CHF Patients in the Community (Post-Home Care)	\$60,000 00
Open Channels NY, Inc	161A Christie Street New York, NY 10002-2885	Support for the 2011 season	\$10,000 00
Opera Orchestra of New York, Inc	344 East 63rd Street, Suite B1 New York, NY 10065	Support for the Young Artists Program in 2011-12	\$7,500 00
Orpheus Chamber Orchestra, Inc	490 Riverside Drive, 11th Floor New York, NY 10027-5788	Support for the orchestra's New York City season in 2011-12	\$30,000 00
Pan Asian Repertory Theatre Inc	520 8th Avenue, Suite 314 New York, NY 10018	General operating support for the 2011-2012 season	\$10,000 00
Pan Asian Repertory Theatre Inc	520 8th Avenue, Suite 314 New York, NY 10018	General operating support for the 2012-13 season	\$10,000 00
Parson's Dance Foundation, Inc	229 West 42nd Street, 8th Floor New York, NY 10036	General operating support in 2011-12	\$10,000 00
Partnership for Palliative Care	6 West 48th Street, 12th Floor New York, NY 10036	General funding, in honor of Elizabeth J. McCormack	\$1,000 00
Paul Taylor Dance Foundation, Inc	551 Grand St New York, NY 10002-4282	Support for the 2011-12 New York season	\$40,000 00

Grants Paid

Pearl Theatre Company, Inc.	307 West 38th Street, Suite 1805 New York, NY 10018	Support for the 2011-12 season	\$12,500 00
Performance Space 122, Inc	67 West St , Unit 315 Brooklyn, NY 11222	Support for the 2011-2012 season	\$20,000 00
Performance Zone, Inc	161 Sixth Avenue, 14th Floor New York, NY 10013	Support for the Arusha Arts Initiative	\$2,500 00
Perlman Music Program, Inc	19 West 69th Street, Suite 304 New York, NY 10023	General funding	\$2,500 00
Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	EngAGEment	\$5,000 00
Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	General funding	\$15,100 00
Philharmonic-Symphony Society of New York, Inc	Avery Fisher Hall 10 Lincoln Center Plaza New York, NY 10023-6970	Support for the 2012-13 performance of Luigi Dallapiccola's 'Il Prigioniero'	\$200,000 00
Pick Up Performance Company, Inc	440 W 34th Street, Unit 5B New York, NY 10001	Support for the 2011-12 season in New York City	\$10,000 00
Playwrights Horizons, Inc	416 West 42nd Street New York, NY 10036-6809	Support for the 2011-12 season	\$30,000 00
Playwrights Realm	48 W 25th Street, 10th Floor New York, NY 10010	General funding	\$5,000 00
Pregones Touring Puerto Rican Theatre Collection, Inc	571-575 Walton Avenue Bronx, NY 10451	Support for the 2011-12 season	\$12,500 00
Primary Stages Company, Inc	307 W 38th Street, Suite 1510 New York, NY 10018	Support for the 2011-12 mainstage season	\$10,000 00
Rattlestick Productions Inc	224 Waverly Place New York, NY 10014	Support for the 2011-12 Mainstage Season	\$10,000 00
Riverdale Senior Center	2600 Netherland Avenue Bronx, NY 10463	Integrated Mental Health Services	\$66,000 00
Riverside Symphony, Inc	225 West 99th Street New York, NY 10025-5014	Support for the 2011-12 season	\$12,500 00
Ronald McDonald House of Long Island, Inc	267-07 76th Avenue New Hyde Park, NY 11042-1400	General operating support	\$5,000 00
Roulette Intermedium, Inc	228 West Broadway New York, NY 10013-2456	Support for the 2012 season	\$10,000 00
Roundabout Theatre Company, Inc	231 West 39th Street, Suite 1200 New York, NY 10018	Support for the 2011-12 season	\$25,000 00
Saratoga International Theater Institute, Inc	520 Eighth Avenue, Suite 310 New York, NY 10018	Support for the 2011-12 NYC season	\$10,000 00
School of American Ballet, Inc	70 Lincoln Center Plaza New York, NY 10023-6592	Support for fiscal year 2011-12	\$25,000 00
Search and Care, Inc	1844 Second Avenue New York, NY 10128	Expanding/Refining Agency Care (predominantly in East Harlem)	\$22,250 00
Second Stage Theatre	305 West 43rd Street New York, NY 10036	Support for the 2011-2012 season	\$25,000 00
Second Stage Theatre	305 West 43rd Street New York, NY 10036	Support for the 2012-13 season	\$25,000 00
Senior Action in a Gay Environment (SAGE)	305 Seventh Avenue, 16th Floor New York, NY 10001	SAGE Harlem	\$10,000 00
Seventh Regiment Armory Conservancy, Inc	643 Park Avenue New York, NY 10065	Support for the 2011-12 season of performing arts programming	\$10,000 00
Signature Theatre Company, Inc	The Pershing Square Signature Center 480 West 42nd Street New York, NY 10036	Support for the 2012 season	\$20,000 00
Single Stop USA Inc	1825 Park Avenue, Suite 503 New York, NY 10035	Linking Low-Income Seniors to Benefits and Services	\$183,000 00
Soho Repertory Theatre, Inc	401 Broadway, Suite 300 New York, NY 10013	Support of new play development in 2011-2012	\$10,000 00

Grants Paid

Soho Think Tank, Inc	154 Christopher Street, Suite 1E New York, NY 10014	General operating support	\$5,000 00
South Fork Natural History Society	377 Bridgehampton/Sag Harbor Turnpike PO Box 455 Bridgehampton, NY 11932	Contribution to the JCT Challenge Grant	\$100 00
Spanish Theatre Repertory Co , Ltd	138 East 27th Street New York, NY 10016	Support for the 2011-12 season	\$50,000 00
SPOP	302 West 91st Street New York, NY 10024	Homebound Mental Health Services Expansion	\$35,000 00
St Ann's Warehouse	55 Washington Street #458 Brooklyn, NY 11201	Support for the 2011-12 season	\$25,000 00
St Barnabas Hospital	4422 Third Avenue Bronx, NY 10457-2594	The St Barnabas Ambulatory Geriatric Center	\$29,000 00
St Luke's Chamber Ensemble, Inc	450 West 37th Street, Suite 502 New York, NY 10018	Support for the 2011-12 season	\$35,000 00
Streb, Inc	51 North 1st Street Brooklyn, NY 11211	Support for the 2011-12 New York season	\$10,000 00
Sunnyside Community Services, Inc	43-31 39th Street Sunnyside, NY 11104	Self-Sustaining Social-Model Adult Day Services Program	\$14,000 00
Sunnyside Community Services, Inc	43-31 39th Street Sunnyside, NY 11104	Sunnyside Community Services Home Health Aide Training Program	\$56,000 00
Sunset Park Health Council, Inc	150 55th Street Brooklyn, NY 11220	Project IMPACT CHCANY Depression Collaborative	\$25,000 00
Symphony Space	2537 Broadway at 95th Street New York, NY 10025	Support for 'Wall to Wall Gertrude's Paris' in 2012	\$15,000 00
Target Margin Theater, Inc	138 South Oxford Street, Room 5A Brooklyn, NY 11217	Support for the 2011-12 season	\$10,000 00
The Brooklyn Hospital Center Foundation	121 DeKalb Avenue Brooklyn, NY 11201	Palliative Care Consult Service (PCCS)	\$140,000 00
The Educational Alliance, Inc	197 East Broadway New York, NY 10002-5598	Creating a Senior Wellness Center Model for the 21st Century	\$10,000 00
The Mental Health Association of New York City, Inc	50 Broadway, 19th Floor New York, NY 10004	General funding	\$2,500 00
The New School	150 West 85th Street New York, NY 10024	Support for the Mannes Opera Program in 2011-2012	\$25,000 00
The New School	150 West 85th Street New York, NY 10024	Support for the Mannes Opera Program in 2012-13	\$25,000 00
Theatre for A New Audience, Inc	154 Christopher Street, Suite 3D New York, NY 10014-2839	Support for the 2011-12 season	\$20,000 00
Town Hall Foundation Inc	123 West 43rd Street New York, NY 10036	General operating support for fiscal year 2011-12	\$7,500 00
Trisha Brown Company, Inc	465 Greenwich St New York, NY 10013	Support for 2012-13 New York City activities	\$15,000 00
Trustees of Columbia University in the City of New York	Columbia University Stroud Center 100 Haven Avenue, Tower 3-30F New York, NY 10032	Improving Health of Older Adults Primary Health Care Interventions as Part of the Eldersmile Program	\$90,000 00
Trustees of Columbia University of the City of New York	2960 Broadway, Mail Code 1801 New York, NY 10027	Support for the 2011-12 season at the Miller Theatre	\$15,000 00
Trustees of Columbia University in the City of New York	Columbia University Health Sciences Campus Center for Community Health Partnerships 630 West 168th Street, P&S Box 100 New York, NY 10032	Community Based Mental Health Services for Harlem Elderly	(\$15,619 00)
TSQ, Inc	129-01 Metropolitan Avenue Kew Gardens, NY 11415	General funding	\$5,000 00

Grants Paid

United Cerebral Palsy Associations of New York State	330 West 34th Street, 15th Fl New York, NY 10001-2488	Bronx Metro Community Health Center - Proposal to Implement a Marketing Plan to Target Elderly Adults with Chronic Health Conditions	\$20,000 00
United Neighborhood Houses of New York, Inc	70 West 36th Street, 5th Floor New York, NY 10018-8007	General Operating Grant - Advancing Policies and Programs for Older Adults	\$10,000 00
University Settlement Society of New York	184 Eldridge Street New York, NY 10002	Senior HeART Program	\$55,000 00
University Settlement Society of New York	184 Eldridge Street New York, NY 10002	The Confucius Plaza/Chinatown NNORC Social Service Collaborative	\$12,000 00
University Settlement Society of New York	184 Eldridge Street New York, NY 10002	Healthy Living at Confucius Plaza	\$70,000 00
University Settlement Society of New York	184 Eldridge Street New York, NY 10002	Senior HeART Program	\$55,000 00
Urban Health Plan, Inc	1065 Southern Boulevard Bronx, NY 10459	Proyecto Sabiduria Expanded Case Management Program	\$15,000 00
Vineyard Theatre and Workshop Center, Inc	108 East 15th Street New York, NY 10003-9689	General operating support for the 2011-2012 season	\$12,500 00
Vineyard Theatre and Workshop Center, Inc	108 East 15th Street New York, NY 10003-9689	General operating support for the 2012-13 season	\$12,500 00
Visiting Nurse Service of New York	1250 Broadway, 12th Floor New York, NY 10001	Community Connections TimeBank Team Leader Project	\$67,500 00
Vivian Beaumont Theater, Inc	150 West 65th Street New York, NY 10023-6975	Support for the 2011-12 season	\$75,000 00
Whitney Museum of American Art	945 Madison Avenue at 75th Street New York, NY 10021	Monthly Art Workshops for Seniors	\$13,800 00
Wooster Group, Inc	PO Box 654 Canal Street Station New York, NY 10013	General operating support for FY12 season	\$15,000 00
World Music Institute, Inc	101 Lafayette St #801 New York, NY 10013	Support for the 2011-12 season	\$10,000 00
Young Concert Artists, Inc	250 West 57th Street New York, NY 10107	Support for the 2011-12 season	\$12,500 00
Young Jean Lee's Theater Company	138 South Oxford Street, Suite 1D Brooklyn, NY 11217	General operating support in fiscal year 2012	\$5,000 00
Young Men's & Young Women's Hebrew Association	1395 Lexington Avenue New York, NY 10128	Support for the Tisch Center for the Arts 2012-13 concert season	\$12,500 00
	Total Grants Paid		\$7,703,988.00

Grant Commitment Schedule (6 years)

7/31/2012

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2012	2013	2014	2015	2016	2017
Abyssinian Development Corporation \$ 481,000.00 <i>Harlem NNORC</i>	\$359,500.00	\$0.00	\$73,500.00	\$48,000.00	\$0.00	\$0.00	\$0.00
Alzheimer's Disease & Related Disorders Association, Inc. \$ 175,000.00 <i>Palliative Care for Advanced Dementia Training and Implementation</i>	\$67,000.00	\$0.00	\$0.00	\$64,000.00	\$44,000.00	\$0.00	\$0.00
American Academy of Hospice and Palliative Medicine \$ 265,100.00 <i>Fellowships in Hospice and Palliative Medicine</i>	\$0.00	\$0.00	\$265,100.00	\$0.00	\$0.00	\$0.00	\$0.00
ArchCare \$ 300,000.00 <i>Bronx PACE</i>	\$270,000.00	\$0.00	\$30,000.00	\$0.00	\$0.00	\$0.00	\$0.00
The Armitage Foundation, Ltd. \$ 10,000.00 <i>Support for the 2012-2013 season of Armitage Gone! Dance</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Asia Society \$ 10,000.00 <i>Support for the 2012-2013 performing arts season</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	
Bedford Stuyvesant Family Health Center, Inc. \$ 155,000 00 Project IMPACT CHCANYS Depression Collaborative	\$115,000.00	\$0 00	\$40,000 00	\$0.00	\$0.00	\$0 00	\$0.00
Bronx Community Health Network, Inc. \$ 155,000 00 Project IMPACT CHCANYS Depression Collaborative	\$140,000.00	\$0.00	\$15,000.00	\$0 00	\$0 00	\$0.00	\$0.00
The Brooklyn Hospital Center \$ 200,000 00 Palliative Care Consult Service (PCCS)	\$140,000.00	\$0 00	\$40,000.00	\$20,000.00	\$0.00	\$0.00	\$0 00
Brooklyn Information & Culture, Inc. \$ 10,000 00 Support for 2012 Celebrate Brooklyn programming	\$0.00	\$0 00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Calvary Hospital \$ 221,000.00 Palliative Home Care Pilot Project	\$68,000.00	\$0.00	\$66,000.00	\$65,000 00	\$22,000 00	\$0.00	\$0.00
Center to Advance Palliative Care \$ 150,000 00 Improving Palliative Care in the Outpatient Setting (IPAL-OP)	\$135,000 00	\$0.00	\$15,000 00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2012	2013	2014	2015		2016
DOROT, Inc. \$ 90,000.00 Case Assistance Social Worker Pilot Program	\$81,000.00	\$0.00	\$9,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Fordham University \$ 90,000.00 ISC Evaluation	\$27,000.00	\$0.00	\$27,000.00	\$27,000.00	\$9,000.00	\$0.00	\$0.00
Greater New York Hospital Foundation, Inc. \$ 53,000.00 Palliative Care Collaborative	\$48,000.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Henry Street Settlement \$ 39,000.00 Senior Mental Health Services	\$35,000.00	\$0.00	\$4,000.00	\$0.00	\$0.00	\$0.00	\$0.00
HHC Foundation of New York City \$ 199,000.00 Emergency Department Palliative Care Screening Initiative at HHC's Metropolitan Hospital Center	\$124,000.00	\$0.00	\$75,000.00	\$0.00	\$0.00	\$0.00	\$0.00
HHC Foundation of New York City \$ 200,000.00 Palliative Care Fellowship	\$0.00	\$0.00	\$0.00	\$180,000.00	\$20,000.00	\$0.00	\$0.00
Institute for the Puerto Rican/Hispanic Elderly \$ 200,000.00 Clinica Nueva Esperanza	\$130,000.00	\$0.00	\$50,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	2017
Jewish Home Lifecare \$ 299,000.00 <i>An Integrated Person-Centered Approach to Palliative Care</i>	\$270,000.00	\$0.00	\$29,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Jewish Home Lifecare \$ 212,000.00 <i>Delirium Prevention Program</i>	\$0.00	\$0.00	\$87,000.00	\$104,000.00	\$21,000.00	\$0.00	\$0.00
Lenox Hill Hospital \$ 200,000.00 <i>Expansion of the Palliative Medicine Program</i>	\$120,000.00	\$0.00	\$80,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Lifetime Arts \$ 150,000.00 <i>Creative Aging in Our Communities The New York City Libraries Project</i>	\$135,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Local Initiatives Support Corporation \$ 90,000.00 <i>Bedford-Stuyvesant Aging Improvement District - Phase I</i>	\$81,000.00	\$0.00	\$9,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Lutheran Family Health Center \$ 155,000.00 <i>Project IMPACT/CHCANY'S Depression Collaborative</i>	\$140,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Maimonides Medical Center \$ 220,000.00 <i>Safe at Home Program</i>	\$120,000.00	\$0.00	\$100,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	
Medicare Rights Center, Inc. \$ 144,000.00 <i>Hospital and Community-Based Counseling and Enrollment Assistance</i>	\$130,000.00	\$0.00	\$14,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Metropolitan Opera Association, Inc. \$ 850,000.00 <i>Support for the production of Leos Janacek's "From the House of the Dead"</i>	\$650,000.00	\$0.00	\$200,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Metropolitan Opera Association, Inc. \$ 800,000.00 <i>Support for the 2013-14 production of Jules Massenet's "Werther"</i>	\$0.00	\$0.00	\$0.00	\$200,000.00	\$200,000.00	\$200,000.00	\$0.00
Morris Heights Health Center \$ 147,000.00 <i>Project IMPACT CHCANIS Depression Collaborative</i>	\$132,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Mount Sinai Medical Center \$ 256,000.00 <i>"Making an IMPACT Treating Depression in an Academic Geriatric Primary Care Setting"</i>	\$145,000.00	\$0.00	\$86,000.00	\$25,000.00	\$0.00	\$0.00	\$0.00
Mount Sinai Medical Center \$ 149,000.00 <i>Transforming Primary Care for Older Adults</i>	\$82,000.00	\$0.00	\$52,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2012	2013	2014	2015	2016	2017
Mount Sinai Medical Center \$ 189,000.00 <i>Nurse Practitioner-led Co-Management Program</i>	\$0.00	\$0.00	\$70,000.00	\$100,000.00	\$19,000.00	\$0.00	\$0.00
New York Downtown Hospital \$ 300,000.00 <i>Acute Care for Elders Unit</i>	\$183,000.00	\$0.00	\$105,000.00	\$12,000.00	\$0.00	\$0.00	\$0.00
The New York Hospital Medical Center of Queens \$ 195,000.00 <i>Palliative Care Program</i>	\$88,000.00	\$0.00	\$87,000.00	\$20,000.00	\$0.00	\$0.00	\$0.00
New York Legal Assistance Group, Inc. \$ 133,500.00 <i>The Montefiore Senior Advocacy Project</i>	\$40,000.00	\$0.00	\$40,000.00	\$40,000.00	\$13,500.00	\$0.00	\$0.00
New York Methodist Hospital \$ 200,000.00 <i>Palliative Care Consultation Program</i>	\$122,000.00	\$0.00	\$78,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York Shakespeare Festival \$ 60,000.00 <i>Support for the 2011-12 season</i>	\$0.00	\$0.00	\$60,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York University \$ 100,000.00 <i>Fellowship in Palliative and End-of-Life-Care</i>	\$60,000.00	\$0.00	\$30,000.00	\$10,000.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	2017
New York University \$ 100,000.00 <i>Leadership in Palliative and End-of-Life Care</i>	\$60,000.00	\$0.00	\$30,000.00	\$10,000.00	\$0.00	\$0.00	\$0.00
New York University \$ 175,000.00 <i>Aging Gracefully at HHC Enhancing Nurse Competencies to Care for Older Adults</i>	\$157,000.00	\$0.00	\$18,000.00	\$0.00	\$0.00	\$0.00	\$0.00
New York University \$ 130,000.00 <i>An Innovative Model of Diabetes Self-Management Education/Training to Improve Access, Availability, & Quality of Diabetes Care for Older Adults</i>	\$115,600.00	\$0.00	\$1,400.00	\$13,000.00	\$0.00	\$0.00	\$0.00
New York University \$ 199,000.00 <i>Phase II Expansion - Enhancing HHC Competencies to Care for Older Adults</i>	\$0.00	\$0.00	\$179,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00
North Shore-Long Island Jewish Health System, Inc. \$ 150,000.00 <i>Telemonitoring of CHF Patients in the Community (Post-Home Care)</i>	\$135,000.00	\$0.00	\$15,000.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments				Remaining Balance	
		2012	2013	2014	2015	2016	2017
Seventh Regiment Armory Conservancy, Inc. \$ 10,000.00 <i>Support for the 2012-2013 season of performing arts programming</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Ping Chong & Company \$ 10,000.00 <i>General operating support for 2012-2013</i>	\$0.00	\$0.00	\$10,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Riverdale Senior Services, Inc. \$ 150,000.00 <i>Integrated Mental Health Services</i>	\$66,000.00	\$0.00	\$48,000.00	\$21,000.00	\$15,000.00	\$0.00	\$0.00
Saint Vincent Catholic Medical Centers \$ 200,000.00 <i>Implementing a Culturally Proficient Cross Cultural Palliative Care Program</i>	\$180,000.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Schervier Nursing Care Center \$ 103,000.00 <i>Transitional Care Program</i>	\$0.00	\$0.00	\$93,000.00	\$10,000.00	\$0.00	\$0.00	\$0.00
Search and Care, Inc. \$ 75,000.00 <i>Expanding/Refining Agency Care (predominantly in East Hailem)</i>	\$67,500.00	\$0.00	\$7,500.00	\$0.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	2017
The Sephardic Home for the Aged, Inc. \$ 100,000.00 Wellness/Nutrition Evening Rehabilitation Program	\$0.00	\$0.00	\$90,000.00	\$10,000.00	\$0.00	\$0.00	\$0.00
Single Stop \$ 294,000.00 Linking Low-Income Seniors to Benefits and Services	\$183,000.00	\$0.00	\$111,000.00	\$0.00	\$0.00	\$0.00	\$0.00
SPOP \$ 225,000.00 Homebound Mental Health Services Expansion	\$202,000.00	\$0.00	\$23,000.00	\$0.00	\$0.00	\$0.00	\$0.00
Sunnyside Community Services, Inc. \$ 62,000.00 Sunnyside Community Services Home Health Aide Training Program	\$56,000.00	\$0.00	\$6,000.00	\$0.00	\$0.00	\$0.00	\$0.00
University Settlement Society of New York \$ 200,000.00 Senior HeART Program	\$180,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00	\$0.00	\$0.00
University Settlement Society of New York \$ 150,000.00 Healthy Living at Confucius Plaza	\$70,000.00	\$0.00	\$65,000.00	\$15,000.00	\$0.00	\$0.00	\$0.00

Organization Grant Amount	Total Paid	Scheduled Payments					Remaining Balance
		2012	2013	2014	2015	2016	
Visiting Nurse Service of New York \$ 115,000 00 AdvantAge Online	\$103,000.00	\$0.00	\$12,000.00	\$0 00	\$0.00	\$0 00	\$0 00
Visiting Nurse Service of New York \$ 150,000.00 Community Connections TimeBank Team Leader Project	\$135,000.00	\$0.00	\$15,000 00	\$0 00	\$0.00	\$0 00	\$0 00
The William F. Ryan Community Health Center, Inc. \$ 200,000 00 Improving Access to Older Adults in Central Harlem	\$0.00	\$0 00	\$126,000.00	\$74,000 00	\$0.00	\$0 00	\$0.00
Grand Total (64 items)	\$6,578,600 00	\$0 00	\$2,955,500.00	\$1,146,000.00	\$398,500.00	\$200,000 00	\$0.00
Recap							
Payments scheduled for F/Y 2013		2,955,500					
Payments scheduled for F/Y 2014		1,146,000					
Payments scheduled for F/Y 2015		398,500					
Payments scheduled for F/Y 2016		200,000					
Payments scheduled for F/Y 2017		200,000					
Total Approved for Future Payment		4,900,000					

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	FAN FOX & LESLIE R. SAMUELS FOUNDATION, INC.	13-3124818
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	350 FIFTH AVENUE, #4301	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10118	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **MARVIN A. KAUFMAN**
Telephone No. **(212) 239-3030** FAX No. **(212) 239-3039**
- 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.

- 4** I request an additional 3-month extension of time until **JUNE 17**, 20 **13**.
- 5** For calendar year _____, or other tax year beginning **AUGUST 1**, 20 **11**, and ending **JULY 31**, 20 **12**.
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7** State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED AS THIRD PARTY INFORMATION NEEDED TO COMPLETE AN ACCURATE RETURN IS STILL NOT AVAILABLE.**

8a	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.	8a	\$	35,560
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 and any amount paid previously with Form 8868.	8b	\$	155,917
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

Date ►

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	Fan Fox & Leslie R. Samuels Foundation, Inc.		☒ 13-3124818
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	350 Fifth Avenue, #4301		☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	New York		NY 10118

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Marvin A. Kaufman

Telephone No. ▶ (212) 239-3030 FAX No ▶ (212) 239-3039

- 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 Mar 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☐ calendar year 20 ____ or
- ▶ ☒ tax year beginning Aug 1, 20 11, and ending Jul 31, 20 12

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	\$ 35,560.
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	\$ 155,917.
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

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev. 1-2012)