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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE LEIR FOUNDATION, INC.		A Employer identification number 06-1466481
Number and street (or P.O. box number if mail is not delivered to street address) 570 LEXINGTON AVENUE, 33RD FLOOR	Room/suite	B Telephone number 212-750-9330
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return, ☐ Initial return of a former public charity, ☐ Final return, ☐ Amended return, ☐ Address change, ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation, ☐ Section 4947(a)(1) nonexempt charitable trust, ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 53,195,071.	J Accounting method: ☒ Cash, ☐ Accrual, ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		521.	583.		STATEMENT 1
4 Dividends and interest from securities		904,984.	904,984.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		812,914.			
b Gross sales price for all assets on line 6a		35,981,717.			
7 Capital gain net income (from Part IV, line 2)			812,914.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,718,419.	1,718,481.		
13 Compensation of officers, directors, trustees, etc.		202,008.	101,004.		101,004.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		38,373.	19,187.		19,186.
16a Legal fees STMT 3		20,927.	10,464.		10,463.
b Accounting fees STMT 4		470,632.	235,317.		235,315.
c Other professional fees STMT 5		122,725.	122,725.		0.
17 Interest					
18 Taxes STMT 6		60,670.	6,033.		6,592.
19 Depreciation and depletion					
20 Occupancy		80,528.	40,264.		40,264.
21 Travel, conferences, and meetings		10,857.	0.		10,857.
22 Printing and publications					
23 Other expenses STMT 7		348,380.	330,293.		18,087.
24 Total operating and administrative expenses. Add lines 13 through 23		1,355,100.	865,287.		441,768.
25 Contributions, gifts, grants paid		3,776,550.			2,326,550.
26 Total expenses and disbursements. Add lines 24 and 25		5,131,650.	865,287.		2,768,318.
27 Subtract line 26 from line 12		-3,413,231.			
a Excess of revenue over expenses and disbursements			853,194.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	105,369.	68,918.	68,918.
	2 Savings and temporary cash investments	11,972,679.	12,465,918.	12,465,918.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	4,171,537.	1,429,194.	1,729,749.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	35,237,686.	34,107,118.	38,926,386.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ ARTWORK)	4,100.	4,100.	4,100.	
16 Total assets (to be completed by all filers)	51,491,371.	48,075,248.	53,195,071.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	154,224.	151,332.	
23 Total liabilities (add lines 17 through 22)	154,224.	151,332.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,337,147.	47,923,916.	STATEMENT 8
30 Total net assets or fund balances	51,337,147.	47,923,916.		
31 Total liabilities and net assets/fund balances	51,491,371.	48,075,248.		

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	51,337,147.
2 Enter amount from Part I, line 27a	2	-3,413,231.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,923,916.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,923,916.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 35,981,717.		34,758,662.	812,914.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			
b			
c			
d			
e			812,914.

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	812,914.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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 (col. (b) divided by col. (c))
2011	2,616,006.	52,275,461.	.050043
2010	3,125,975.	53,328,438.	.058617
2009	3,213,666.	45,978,112.	.069896
2008	4,128,865.	64,975,732.	.063545
2007	5,521,095.	73,709,148.	.074904

2 Total of line 1, column (d)	2	.317005
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	.063401
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	50,923,033.
5 Multiply line 4 by line 3	5	3,228,571.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,532.
7 Add lines 5 and 6	7	3,237,103.
8 Enter qualifying distributions from Part XII, line 4	8	2,768,318.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	17,064.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	17,064.
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	17,064.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	61,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	76,000.
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	58,936.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CT		
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 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

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 N/A	13	X	
14	The books are in care of ARTHUR S. HOFFMAN Telephone no 212-750-9330 Located at 570 LEXINGTON AVENUE, 33RD FLOOR, NEW YORK, NY ZIP+4 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 N/A	1b	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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years N/A	☐ 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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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?

SEE STATEMENT 13

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		202,008.	17,207.	0.

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

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

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

0

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FTI CONSULTING, INC. 750 THIRD AVENUE 27TH FL, NEW YORK, NY 10017	TAX, ACCOUNTING AND CONSULTING	251,940.
UHY ADVISORS 19 W. 44TH STREET 12TH FL, NEW YORK, NY 10036	TAX, ACCOUNTING AND CONSULTING	194,045.
OFFIT CAPITAL ADVISORS LLC 485 LEXINGTON AVENUE, NEW YORK, NY 10017	INVESTMENT ADV FEE	92,654.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	41,844,347.
b	Average of monthly cash balances	1b	9,854,164.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,698,511.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	51,698,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	775,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,923,033.
6	Minimum investment return. Enter 5% of line 5	6	2,546,152.

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	2,546,152.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,064.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,064.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,529,088.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,529,088.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,529,088.

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	2,768,318.
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	2,768,318.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,768,318.

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.

Form 990-PF (2012)

Part XIII. Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,529,088.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,104,129.			
b From 2008	894,495.			
c From 2009	914,760.			
d From 2010	465,745.			
e From 2011	63,086.			
f Total of lines 3a through e	4,442,215.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,768,318.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,529,088.
e Remaining amount distributed out of corpus	239,230.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	4,681,445.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,104,129.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,577,316.			
10 Analysis of line 9				
a Excess from 2008	894,495.			
b Excess from 2009	914,760.			
c Excess from 2010	465,745.			
d Excess from 2011	63,086.			
e Excess from 2012	239,230.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STMT C	NONE	501(C)(3)	GRANT FOR DONEE'S EXEMPT PURPOSE	2,326,550.
THE LEIR RETREAT CENTER, INC. C/O ARTHUR HOFFMAN 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022		501(C)(3)	SUPPORT OF OPERATION OF PROGRAMS FOR DISADVANTAGED CHILDREN AND CONFERENCE CENTER FOR CHAR ORGANIZATIONS	1,450,000.
Total			3a	3,776,550.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | |
|--|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
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	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11-13-13
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

SHARON GOODMAN

Sharon Goodman
NY, INC.

11/13/2012

P00286108

Firm's name ► UHY ADVISORS NY, INC.

Firm's EIN ► 14-1555429

Firm's address ► 19 WEST 44TH STREET
NEW YORK, NY 10036

Phone no 212-381-4700

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PKUO - SEE STATEMENT A	P	VARIOUS	VARIOUS
b	PKVO - SEE STATEMENT B	P	VARIOUS	VARIOUS
c	MARKET VECTORS AGRIBUSINESS	P	VARIOUS	VARIOUS
d	CAPITAL GAIN THRU ODYSSEY LP K-1		VARIOUS	VARIOUS
e	CAPITAL GAIN THRU ODYSSEY INV FUND III K-1		VARIOUS	VARIOUS
f	CAPITAL GAIN THRU FAIRHOLME FUNDS INC K-1		VARIOUS	VARIOUS
g	CAPITAL GAIN THRU OCA BRIGADE CREDIT FUND II K-1		VARIOUS	VARIOUS
h	CAPITAL GAIN THRU VAN ECK GLOBAL HARD ASSETS K-1		VARIOUS	VARIOUS
i	CAPITAL GAIN THRU SANKATY HIGH INCOME PARTNERS K-		VARIOUS	VARIOUS
j	CAPITAL GAIN DISTRIBUTION THRU FIDELITY 656-16969		VARIOUS	VARIOUS
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 30,764,667.		29,962,884.	801,783.
b 3,655,703.		3,135,804.	519,899.
c 1,561,347.		1,659,974.	-98,627.
d			3,863.
e			-635,594.
f			205,756.
g			74,657.
h			7,132.
i			-80,415.
j			14,460.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			801,783.
b			519,899.
c			-98,627.
d			3,863.
e			-635,594.
f			205,756.
g			74,657.
h			7,132.
i			-80,415.
j			14,460.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	812,914.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	}	3	N/A

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

SOURCE	AMOUNT
BANK OF NY CHECKING	199.
FIDELITY 656-169696	322.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	521.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FAIRHOLME FUNDS INC	211,803.	0.	211,803.
FIDELITY 656-169696	88,652.	0.	88,652.
OCA ASHMORE EMERGING MARKETS	625.	0.	625.
OCA BRIGADE CREDIT FUND II LLC	325,234.	0.	325,234.
ODYSSEY INVESTMENT PARTNERSHIP	48.	0.	48.
OHA EUROPEAN STRATEGIC CREDIT FUND	49,411.	0.	49,411.
OSTERWEIS FUND	3,100.	0.	3,100.
SANKATY HIGH INCOME PARTNERS LP	106,113.	0.	106,113.
TWEEDY BROWNE WORLD HIGH	69,835.	0.	69,835.
VAN ECK GLOBAL HARD ASSETS I	1,379.	0.	1,379.
YACKTMAN FOCUSED FUND	48,784.	0.	48,784.
TOTAL TO FM 990-PF, PART I, LN 4	904,984.	0.	904,984.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CADWALADER, WICKERSHAM & TAFT	20,927.	10,464.		10,463.
TO FM 990-PF, PG 1, LN 16A	20,927.	10,464.		10,463.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORNERSTONE ACCOUNTING GROUP - AUDIT FEES	24,647.	12,324.		12,323.
FTI CONSULTING, INC. - TAX, ACCOUNTING & CONSULTING FEES	251,940.	125,970.		125,970.
UHY ADVISORS - TAX, ACCOUNTING & CONSULTING FEES	194,045.	97,023.		97,022.
TO FORM 990-PF, PG 1, LN 16B	470,632.	235,317.		235,315.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFIT CAPITAL ADVISOR - INVESTMENT ADVISORY FEES	92,654.	92,654.		0.
STATE STREET - CUSTODIAN FEES	30,071.	30,071.		0.
TO FORM 990-PF, PG 1, LN 16C	122,725.	122,725.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,184.	6,592.		6,592.
FOREIGN TAX WITHHELD - REFUND	-559.	-559.		0.
FEDERAL EXCISE TAX	48,045.	0.		0.
TO FORM 990-PF, PG 1, LN 18	60,670.	6,033.		6,592.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	5,800.	2,900.		2,900.	
GENERAL AND ADMIN EXPENSES	30,374.	15,187.		15,187.	
PORTFOLIO DEDUCTION FROM ODYSSEY INVESTMENT PARTNERSHIP	356.	356.			0.
PORTFOLIO DEDUCTION FROM ODYSSEY INVESTMENT PARTNERS FUND III LP	38,266.	38,266.			0.
PORTFOLIO DEDUCTION FROM ODYSSEY INVESTMENT PARTNERS IV	84,523.	84,523.			0.
PORTFOLIO DEDUCTION FROM OSTERWEIS FUND	6,481.	6,481.			0.
PORTFOLIO DEDUCTION FROM FAIRHOLME FUNDS INC	15.	15.			0.
PORTFOLIO DEDUCTION FROM OCA BRIGADE CREDIT FUND II LLC	28,941.	28,941.			0.
PORTFOLIO DEDUCTION FROM OHA EUROPEAN STRATEGIC CREDIT FUND	26,519.	26,519.			0.
PORTFOLIO DEDUCTION FROM OCA BRIGADE CREDIT FUND II LLC	100,775.	100,775.			0.
PORTFOLIO DEDUCTION FROM SANKATY HIGH INCOME PARTNERS LP	26,321.	26,321.			0.
PORTFOLIO DEDUCTION FROM TAG RELATIVE VALUE OFFSHORE	9.	9.			0.
TO FORM 990-PF, PG 1, LN 23	348,380.	330,293.		18,087.	

FORM 990-PF	OTHER FUNDS		STATEMENT	8
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
RE OR ACCUMULATED INCOME	51,337,147.	47,923,916.		
TOTAL TO FORM 990-PF, PART II, LINE 29	51,337,147.	47,923,916.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EUROPEAN INVESTORS	1,429,194.	1,729,749.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,429,194.	1,729,749.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ODYSSEY INVESTMENT PARTNERSHIP	COST	172,950.	33,777.
ODYSSEY INVESTMENT PARTNERS FUND III LP	COST	3,212,439.	3,786,803.
ODYSSEY INVESTMENT PARTNERS IV	COST	3,365,773.	4,822,755.
VENTURE STAR SHANGHAI CO LTD	COST	2,002,391.	2,953,600.
YACKTMAN FOCUSED FUND	COST	4,933,665.	5,803,338.
EII GLOBAL PROPERTY FUND	COST	1,088,291.	1,645,441.
OCA BRIGADE CREDIT FUND II LLC	COST	5,270,175.	5,577,642.
OCA EUROPEAN STRATEGIC CREDIT FUND	COST	647,892.	647,892.
TWEEDY BROWNE WORLDWIDE HIGH DIV YLD	COST	5,286,180.	5,551,845.
RS GLOBAL NATURE RESOURCE Y	COST	853,362.	804,799.
CORSAIR CAPITAL INVESTORS LTD	COST	3,000,000.	3,014,009.
ASHMORE BRASIL FUND LIMITED	COST	4,274,000.	4,284,485.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,107,118.	38,926,386.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RIDGEFIELD FOUNDATION	154,224.	151,332.
TOTAL TO FORM 990-PF, PART II, LINE 22	154,224.	151,332.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR S. HOFFMAN 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	PRES/TREAS/DIRECTOR * 40.00	159,408.	11,812.	0.
MARGOT GIBIS 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR/ VICE PRESIDENT * 40.00	42,600.	5,395.	0.
STUART SILVER 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
ANTHONY J. CERNERA 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	SECRETARY / DIRECTOR 1.00	0.	0.	0.
JEAN WAGENER 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		202,008.	17,207.	0.

*THE PRESIDENT AND VICE PRESIDENT ARE EMPLOYED FULL TIME BY THE
FOUNDATION AND ITS AFFILIATES.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

CARITAS SENIORENHEIM ST. GUNTER

GRANTEE'S ADDRESSGEYERSBERGER STRASSE 36
FREYUNG, BAYERN, GERMANY, 94078

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
5,000.	06/05/12	5,000.

PURPOSE OF GRANT

SUPPORT OF WORKSHOPS AND ACTIVITIES FOR THE ELDERLY

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

HEINZ-THEUERJAHR-SCHULE-NEUSCHONAU

GRANTEE'S ADDRESS

SCHULSTRABE 11
NEUSCHONAU, GERMANY, 94556

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000.	03/08/12	10,000.

PURPOSE OF GRANT

SUPPORT OF CHILDREN'S EDUCATION

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

KANNERLAND LETZEBUERG

GRANTEE'S ADDRESS

59A AV. VICTOR HUGO
, LUXEMBOURG, L-1750

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
40,000.	06/27/12	40,000.

PURPOSE OF GRANT

SUPPORT OF FAMILY RELATIONS SERVICES

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

THE LEIR RETREAT CENTER

GRANTEE'S ADDRESS570 LEXINGTON AVE
NEW YORK, NY 10022

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,450,000.	12/01/12	1,450,000.

PURPOSE OF GRANTSUPPORT FOR OPERATIONS AS A HOME FOR DISADVANTAGED CHILDREN AND CONFERENCE
CENTER FOR CHARITABLE ORGANIZATIONSRESULTS OF VERIFICATIONTO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY
THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED
PURPOSE.

GRANTEE'S NAME

LUXFESTIVAL

GRANTEE'S ADDRESSB.P. 30 ECHTERNACH
, LUXEMBOURG, L-6401

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
13,000.	06/27/12	13,000.

PURPOSE OF GRANT

SUPPORT OF FESTIVAL ECHTERNACH CONCERTS

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

MUSEE D'ART MODERNE (MUDAM)

GRANTEE'S ADDRESS

3, PARK DRAI EECHELEN
, LUXEMBOURG, L-1499

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
157,500.	07/30/12	157,500.

PURPOSE OF GRANT

ENGLISH VERSION OF THE PUBLICATION: "MUDAM-LE BATIMENT DE LEON MING PEI"

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

PFARR-CARITASVEREIN

GRANTEE'S ADDRESSGIESEKSTRASSE 2
MAUTH, GERMANY, 84151

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
5,000.	06/25/12	5,000.

PURPOSE OF GRANT

FUNDING WORKSHOPS AND ACTIVITIES FOR THE ELDERLY

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

SV FINSTERAU 1957 E.V.

GRANTEE'S ADDRESSAUENWEG 1
MAUTH, GERMANY, 94151

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000.	05/04/12	10,000.

PURPOSE OF GRANT

SUPPORT OF IPC BIATHALON & CROSS-COUNTRY SKIING WORLD CUP FINALS

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

THE LEIR FOUNDATION, INC. 06-1466481

2012

PART IV - LINE 1A - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds (Net Amt Interest)	T Type	Buy Trd Dt MMDDYY	ID Cost Basis	Sec. Type GNLS	Security Gain Loss Base
PKUO	FAIRHOLME FUND	134,158 62	3,741,683 88	SELL	091709	3,442,436 85	L	(91,317 70)
PKUO	FAIRHOLME FUND			SELL	121609	46,657 94	L	(2,872 95)
PKUO	FAIRHOLME FUND			SELL	061010	38,115 68	L	(6,886 35)
PKUO	FAIRHOLME FUND			SELL	121610	205,756 27	L	(37,173 94)
PKUO	FAIRHOLME FUND			SELL	121010	9,704 06	L	(2,097 37)
PKUO	FAIRHOLME FUND			SELL	121611	117,325 41	S	22,035 98
PKUO	OCA ASHMORE EMERGING MARKETS	2,975,000 00	2,966,395 00	SELL	102809	2,500,000 00	L	(7,231 09)
PKUO	OCA ASHMORE EMERGING MARKETS			SELL	022811	475,000 00	L	(1,373 91)
PKUO	ODYSSEY INV PTNRS FD III LP	3,889,901 29	3,887,865 29	SELL	070106	1,261,867 55	L	5 94
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	072606	32,700 35	L	0 17
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	010307	26,030 88	L	0 13
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	013107	348,666 02	L	1 65
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	040407	230,991 24	L	1 09
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	062907	3,254 39	L	0 02
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	070307	2,216 62	L	0 02
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	121907	576,148 08	L	2 71
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	122707	29,130 18	L	0 15
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	062708	50,332 91	L	0 24
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	092208	669,413 11	L	3 15
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	121508	40,662 14	L	0 19
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	122308	324,862 24	L	1 53
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	010509	23,754 48	L	0 08
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	031309	104,740 21	L	0 50
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	070209	23,660 38	L	0 11
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	010410	23,351 47	L	0 11
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	070110	20,437 21	L	0 11
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	010311	20,662 13	L	0 10

THE LEIR FOUNDATION, INC. 06-1466481

2012

PART IV - LINE 1A - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	1 Type	Buy Trd Dt MMDDYY	ID Cost Base	Sec GN/L	Security Gain Loss Base
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	070511	17,132 85 L		0 06
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	010312	23,143 33 S		0 10
PKUO	ODYSSEY INV PTNRS FD III LP			SELL	070612	34,707 52 S		(18 16)
PKUO	ODYSSEY INVESTMENT PTNRS IV	3,431,992 56	3,431,992 56	SELL	121008	7,935 13 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	010509	51,021 36 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	020909	795 50 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	031309	995 33 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	070109	49,824 76 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	121109	5,603 83 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	121809	373,719 36 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	010510	38,801 33 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	012510	159,736 42 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	123009	484,285 29 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	020910	237,368 34 L		0 01
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	070110	52,427 62 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	010311	74,697 28 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	070711	66,227 83 L		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	102811	316,979 48 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	010312	58,530 70 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	070612	34,894 11 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	071912	25,807 38 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	072312	181,509 67 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	072312	310,216 53 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	072612	435,623 22 S		-
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	081612	184,333 18 S		(0 01)
PKUO	ODYSSEY INVESTMENT PTNRS IV			SELL	111511	280,658 91 S		-
PKUO	TAG RELATIVE VALUE OFFSHORE FD	1,000,000 00	2,147,561 51	SELL	100104	1,000,000 00 L		1,147,561 51

THE LEIR FOUNDATION, INC. 06-1456481

2012

PART IV - LINE 1A - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T - Type	Buy Trd Dt MMDDYY	ID Cost/Share	Sec GNLS Type	Security Gain/Loss Base
PKUO	VAN ECK GLOBAL HARD ASSETS FUN	29,541 23	1,490,946 03	SELL	032411	1,660,000 00	S	(178,737 60)
PKUO	VAN ECK GLOBAL HARD ASSETS FUN			SELL	122111	1,379 42	S	190 00
PKUO	VAN ECK GLOBAL HARD ASSETS FUN			SELL	122111	7,131 90	S	982 31
PKUO	YACKTMAN FOCUSED FUND/THE	277,332 70	4,865,518 12	SELL	061510	3,000,000 00	L	191,748 15
PKUO	YACKTMAN FOCUSED FUND/THE			SELL	123010	18,938 98	L	(135 07)
PKUO	YACKTMAN FOCUSED FUND/THE			SELL	123010	4,169 80	L	(29 74)
PKUO	YACKTMAN FOCUSED FUND/THE			SELL	123010	42,409 34	L	(302 46)
PKUO	YACKTMAN FOCUSED FUND/THE			SELL	020312	1,800,000 00	S	(191,280 88)
PKUO	ASHMORE BRASIL FUND LIMITED	32,051 40	4,274,000 00	SELL	033111	3,473,443 04	L	29,840 88
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	042811	768,403 93	L	(30,193 36)
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	080111	6,947 87	L	(405 67)
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	113011	5,396 57	S	254 06
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	022912	5,124 87	S	(164 71)
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	053112	5,214 70	S	359 26
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	083112	5,117 79	S	175 47
PKUO	ASHMORE BRASIL FUND LIMITED			SELL	092812	4,351 23	S	134 07
PKUO	SANKATY HIGH INCOME PTRS L P	4,000,000 00	3,958,704 87	SELL	070111	4,000,000 00	S	(41,295 13)
			<u>30,764,667 26</u>			<u>29,962,883 50</u>		<u>801,783 76</u>

Summary	PKUO							
Short-term capital gain (loss)			9,110,080 68			9,497,445 92		(387,365 24)
Long-term capital gain (loss)			21,654,586 58			20,465,437 58		1,189,149 00
			<u>30,764,667 26</u>			<u>29,962,883 50</u>		<u>801,783 76</u>

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T - Type	Buy Trd Dc MMDDYY	ID Cost Base	Sec Type G/L/S	Security Gain Loss: Base
PKVO	AIR LEASE CORP	3,975 00	100,851 35	SELL	111511	4,906 99	S	674 72
PKVO	AIR LEASE CORP			SELL	111611	4,560 76	S	640 37
PKVO	AIR LEASE CORP			SELL	041911	27,538 31	S	(2,040 04)
PKVO	AIR LEASE CORP			SELL	041911	23,982 50	S	(1,021 38)
PKVO	AIR LEASE CORP			SELL	041911	33,149 00	S	(2,957 02)
PKVO	AIR LEASE CORP			SELL	062711	1,321 51	S	73 92
PKVO	AIR LEASE CORP			SELL	063011	9,548 18	S	473 53
PKVO	AMERICAN WATER WORKS CO INC	3,660 00	124,874 23	SELL	111209	56,225 38	L	38,453 85
PKVO	AMERICAN WATER WORKS CO INC			SELL	111709	2,271 15	L	1,311 31
PKVO	AMERICAN WATER WORKS CO INC			SELL	080510	17,536 82	L	9,075 72
PKVO	APACHE CORP	725 00	77,092 26	SELL	072110	16,240 15	L	3,431 67
PKVO	APACHE CORP			SELL	072310	12,123 04	L	2,232 07
PKVO	APACHE CORP			SELL	072310	35,640 00	L	7,425 33
PKVO	ATMEL CORP	8,290 00	80,067 42	SELL	120711	11,586 18	S	728 17
PKVO	ATMEL CORP			SELL	120811	16,834 37	S	1,371 55
PKVO	ATMEL CORP			SELL	121311	9,405 68	S	1,604 80
PKVO	ATMEL CORP			SELL	121411	3,524 18	S	725 48
PKVO	ATMEL CORP			SELL	020912	25,104 49	S	(765 54)
PKVO	ATMEL CORP			SELL	021012	10,029 73	S	(81 67)
PKVO	AVNET INC	2,825 00	101,451 42	SELL	101910	3,829 91	L	1,197 77
PKVO	AVNET INC			SELL	102010	2,908 55	L	862 21
PKVO	AVNET INC			SELL	102110	3,364 80	L	944 64
PKVO	AVNET INC			SELL	102110	4,346 88	L	1,219 48
PKVO	AVNET INC			SELL	102210	3,732 89	L	935 67
PKVO	AVNET INC			SELL	102510	8,763 60	L	2,010 00
PKVO	AVNET INC			SELL	102610	8,789 83	L	2,163 33
PKVO	AVNET INC			SELL	102710	4,185 31	L	1,021 93
PKVO	AVNET INC			SELL	110110	6,026 34	L	1,156 06

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T_Type	Buy Trd Dt MMDDYY	ID Cost Base	ST/NG S/L	Security Gain Loss: Base
PKVO	AVNET INC			SELL	110210	7,561 63 L		1,416 37
PKVO	AVNET INC			SELL	110310	7,567 13 L		1,410 87
PKVO	AVNET INC			SELL	110410	4,187 35 L		660 77
PKVO	AVNET INC			SELL	110910	3,709 09 L		600 35
PKVO	AVNET INC			SELL	111110	6,590 05 L		1,131 03
PKVO	AVNET INC			SELL	061711	7,670 30 S		1,487 28
PKVO	BAYER AG SPONSORED ADR	1,845 00	133,896 82	SELL	090109	94,637 86 L		18,575 71
PKVO	BAYER AG SPONSORED ADR			SELL	092311	15,007 19 S		5,676 06
PKVO	CINEMARK HOLDINGS INC	5,680 00	116,830 81	SELL	110911	12,876 80 S		287 23
PKVO	CINEMARK HOLDINGS INC			SELL	110911	10,836 73 S		373 28
PKVO	CINEMARK HOLDINGS INC			SELL	080511	9,840 15 S		1,267 00
PKVO	CINEMARK HOLDINGS INC			SELL	080911	7,319 55 S		805 13
PKVO	CINEMARK HOLDINGS INC			SELL	081011	2,155 99 S		209 42
PKVO	CINEMARK HOLDINGS INC			SELL	081611	5,523 70 S		338 41
PKVO	CINEMARK HOLDINGS INC			SELL	081711	4,982 60 S		159 60
PKVO	CINEMARK HOLDINGS INC			SELL	081811	3,476 54 S		225 84
PKVO	CINEMARK HOLDINGS INC			SELL	081911	4,416 84 S		211 14
PKVO	CINEMARK HOLDINGS INC			SELL	082211	2,817 26 S		165 22
PKVO	CINEMARK HOLDINGS INC			SELL	090911	31,791 52 S		1,221 41
PKVO	CINEMARK HOLDINGS INC			SELL	092711	15,050 09 S		479 36
PKVO	COMPUWARE CORP	13,505 00	117,526 34	SELL	112111	4,354 58 S		301 22
PKVO	COMPUWARE CORP			SELL	112211	3,365 92 S		289 10
PKVO	COMPUWARE CORP			SELL	112311	2,207 52 S		272 67
PKVO	COMPUWARE CORP			SELL	112511	921 05 S		123 24
PKVO	COMPUWARE CORP			SELL	112811	2,462 14 S		235 61
PKVO	COMPUWARE CORP			SELL	112911	911 24 S		89 54
PKVO	COMPUWARE CORP			SELL	113011	861 56 S		52 19
PKVO	COMPUWARE CORP			SELL	020810	8,670 24 L		1,772 68

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T_Type	Buy Trd Dt MMDDYY	ID Cost Base	Sec Type	Security Gain Loss Base
PKVO	COMPUWARE CORP			SELL	020910	3,730 87 L		750 88
PKVO	COMPUWARE CORP			SELL	030510	7,081 29 L		533 34
PKVO	COMPUWARE CORP			SELL	030510	23,205 64 L		1,509 27
PKVO	COMPUWARE CORP			SELL	030810	10,580 08 L		515 52
PKVO	COMPUWARE CORP			SELL	031010	3,424 84 L		99 64
PKVO	COMPUWARE CORP			SELL	030910	8,573 61 L		302 87
PKVO	COMPUWARE CORP			SELL	081210	4,480 77 L		697 18
PKVO	COMPUWARE CORP			SELL	081610	9,151 59 L		1,465 38
PKVO	COMPUWARE CORP			SELL	061711	6,929 95 S		(533 66)
PKVO	COMPUWARE CORP			SELL	062011	5,025 09 S		(456 31)
PKVO	COMPUWARE CORP			SELL	081211	2,210 79 S		138 87
PKVO	COMPUWARE CORP			SELL	081511	1,164 81 S		53 53
PKVO	CROWN HOLDINGS INC	3,855 00	144,696 56	SELL	083109	14,862 00 L		7,658 87
PKVO	CROWN HOLDINGS INC			SELL	092409	25,908 51 L		11,438 59
PKVO	CROWN HOLDINGS INC			SELL	022210	38,374 80 L		16,613 65
PKVO	CROWN HOLDINGS INC			SELL	060310	19,359 44 L		10,480 70
PKVO	DIAGEO PLC SPONSORED ADR	1,340 00	126,626 49	SELL	092409	30,442 72 L		15,861 00
PKVO	DIAGEO PLC SPONSORED ADR			SELL	111209	57,347 55 L		22,975 22
PKVO	DIGITALGLOBE INC	3,535 00	59,957 74	SELL	090109	54,539 81 L		(8,405 42)
PKVO	DIGITALGLOBE INC			SELL	050411	21,120 56 S		(7,297 21)
PKVO	FIRST REPUBLIC BANK/CA	2,500 00	77,143 51	SELL	120910	40,828 53 L		5,149 00
PKVO	FIRST REPUBLIC BANK/CA			SELL	120810	11,092 50 L		2,330 47
PKVO	FIRST REPUBLIC BANK/CA			SELL	070111	18,256 25 S		(513 24)
PKVO	GEN PROBE INC	2,150 00	145,639 49	SELL	083109	82,983 12 L		62,656 37
PKVO	GOOGLE INC CL A	135 00	82,675 11	SELL	020612	81,338 36 S		1,336 75
PKVO	HEALTHSOUTH CORP W/D	5,400 00	104,668 34	SELL	083109	55,097 87 L		13,227 30
PKVO	HEALTHSOUTH CORP W/D			SELL	090109	7,747 00 L		1,944 51
PKVO	HEALTHSOUTH CORP W/D			SELL	111209	23,985 91 L		2,665 75

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds (Net Amt - Interest)	T Type	Buy Trd Dt MMDDYY	ID Cost Base	Sec Type GNLS	Security Gain Loss Base
PKVO	HEWLETT PACKARD CO	1,625 00	46,806 57	SELL	011311	18,247 08	L	(6,725 46)
PKVO	HEWLETT PACKARD CO			SELL	081211	39,263 70	S	(3,978 75)
PKVO	INTL LEASE FINANCE CORP	150,000 00	153,000 00	SELL	010412	151,500 00	S	1,500 00
PKVO	JOHNSON + JOHNSON	1,960 00	126,750 76	SELL	091809	76,847 40	L	4,635 23
PKVO	JOHNSON + JOHNSON			SELL	041910	4,279 03	L	(75 56)
PKVO	JOHNSON + JOHNSON			SELL	082410	37,170 80	L	3,893 86
PKVO	KINDER MORGAN INC	3,985 00	128,754 45	SELL	021111	67,334 41	L	1,000 77
PKVO	KINDER MORGAN INC			SELL	021111	56,100 00	L	4,319 28
PKVO	MARKS + SPENCER PLC ADR	5,185 00	56,567 25	SELL	121610	2,209 55	L	(191 24)
PKVO	MARKS + SPENCER PLC ADR			SELL	121710	12,454 79	L	(890 41)
PKVO	MARKS + SPENCER PLC ADR			SELL	122010	10,621 59	L	(639 13)
PKVO	MARKS + SPENCER PLC ADR			SELL	122110	11,582 60	L	(672 81)
PKVO	MARKS + SPENCER PLC ADR			SELL	122210	6,272 02	L	(326 19)
PKVO	MARKS + SPENCER PLC ADR			SELL	122310	4,471 58	L	(271 31)
PKVO	MARKS + SPENCER PLC ADR			SELL	122910	6,768 14	L	(440 46)
PKVO	MARKS + SPENCER PLC ADR			SELL	123010	2,840 02	L	(167 12)
PKVO	MARKS + SPENCER PLC ADR			SELL	123110	3,136 64	L	(191 01)
PKVO	MONDELEZ INTERNATIONAL INC	2,635 00	101,680 85	SELL	022211	43,011 83	S	9,661 55
PKVO	MONDELEZ INTERNATIONAL INC			SELL	022511	40,397 43	S	8,610 04
PKVO	NOVARTIS AG ADR	1,390 00	78,563 93	SELL	121511	17,905 44	S	181 23
PKVO	NOVARTIS AG ADR			SELL	061411	21,617 05	S	(1,834 77)
PKVO	NOVARTIS AG ADR			SELL	061511	21,440 34	S	(1,658 06)
PKVO	NOVARTIS AG ADR			SELL	070611	22,797 07	S	(1,884 37)
PKVO	OCCIDENTAL PETROLEUM CORP	1,005 00	103,536 23	SELL	111209	83,059 83	L	20,476 40
PKVO	QUESTAR CORP	6,005 00	117,055 61	SELL	083109	6,034 83	L	4,393 94
PKVO	QUESTAR CORP			SELL	111209	17,120 27	L	6,173 89
PKVO	QUESTAR CORP			SELL	062910	10,140 15	L	2,822 71
PKVO	QUESTAR CORP			SELL	070110	20,325 13	L	4,333 55

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T_Type	Buy Trd Dt MMDDYY	ID Cost Base	Sec GN/L/S Type	Security Gain Loss: Base
PKVO	QUESTAR CORP			SELL	071610	37,554 71 L		8,156 43
PKVO	REPUBLIC SERVICES INC	4,075 00	122,999 06	SELL	083109	35,341 80 L		6,311 87
PKVO	REPUBLIC SERVICES INC			SELL	111209	73,995 81 L		7,349 58
PKVO	ROVI CORP	435 00	14,640 20	SELL	012712	3,976 06 S		399 17
PKVO	ROVI CORP			SELL	013012	5,295 99 S		425 47
PKVO	ROVI CORP			SELL	013112	4,243 51 S		300 00
PKVO	SAFEWAY INC	3,780 00	82,049 37	SELL	091409	17,069 17 L		1,272 55
PKVO	SAFEWAY INC			SELL	091509	21,496 78 L		2,488 55
PKVO	SAFEWAY INC			SELL	092509	25,979 41 L		2,781 28
PKVO	SAFEWAY INC			SELL	111309	11,739 79 L		(778 16)
PKVO	SPIRIT AEROSYSTEMS HOLD CL A	4,940 00	121,153 14	SELL	011411	1,138 22 L		88 03
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	011811	2,147 78 L		59 46
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	011911	26,550 37 L		427 05
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012011	9,003 72 L		315 75
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012111	5,412 75 L		227 98
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012411	6,115 72 L		260 76
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012511	12,142 90 L		364 81
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012611	13,364 57 L		492 01
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012711	1,920 22 L		41 77
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	012811	8,422 49 L		406 48
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	040711	19,680 00 S		(60 06)
PKVO	SPIRIT AEROSYSTEMS HOLD CL A			SELL	081511	8,151 99 S		4,478 37
PKVO	SYMETRA FINANCIAL CORP	5,845 00	57,219 10	SELL	012210	64,829 00 L		(15,881 95)
PKVO	SYMETRA FINANCIAL CORP			SELL	012510	5,186 36 L		(1,270 60)
PKVO	SYMETRA FINANCIAL CORP			SELL	012610	3,866 85 L		(930 03)
PKVO	SYMETRA FINANCIAL CORP			SELL	012710	1,853 75 L		(434 28)
PKVO	TELEFLEX INC	1,495 00	92,950 73	SELL	083109	67,829 04 L		25,121 69
PKVO	TRANSATLANTIC HOLDINGS INC	2,145 00	124,312 09	SELL	120511	10,916 84 S		674 03

THE LEIR FOUNDATION, INC. 06-1466481

2012

PART IV - LINE 1B - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Fund	Security Description	Shares	BASE - USD Sell Net Proceeds: (Net Amt - Interest)	T_Type	Buy Trd Dt MMDDYY	ID Cost Base	Sec Type	Security Gain Loss: Base
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	120611	8,196 17 S		496 98
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	120711	12,298 75 S		740 98
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	111209	36,408 01 L		3,000 95
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	030810	20,615 87 L		1,986 33
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	030910	16,520 68 L		1,445 17
PKVO	TRANSATLANTIC HOLDINGS INC			SELL	031411	9,027 38 S		1,983 95
PKVO	UNILEVER N V NY SHARES	4,090 00	137,962 45	SELL	083109	36,801 59 L		7,555 53
PKVO	UNILEVER N V NY SHARES			SELL	092409	29,998 00 L		5,757 55
PKVO	UNILEVER N V NY SHARES			SELL	111209	54,152 15 L		3,697 63
PKVO	VALEANT PHARMACEUTICALS INTE	2,574 00	123,525 17	SELL	083109	4,718 69 L		10,829 93
PKVO	VALEANT PHARMACEUTICALS INTE			SELL	062210	41,990 63 L		65,985 92
PKVO	VIACOM INC CLASS B	2,115 00	104,569 94	SELL	012012	48,497 47 S		1,439 00
PKVO	VIACOM INC CLASS B			SELL	012312	19,841 03 S		677 42
PKVO	VIACOM INC CLASS B			SELL	012412	10,276 89 S		353 15
PKVO	VIACOM INC CLASS B			SELL	020212	21,604 09 S		1,880 89
PKVO	WEBSense INC	800 00	13,670 69	SELL	083109	12,194 08 L		1,476 61
PKVO	WEBSense INC	1,800 00	31,310 93	SELL	083109	27,436 68 L		3,874 25
PKVO	WEBSense INC	2,300 00	40,140 43	SELL	083109	35,057 97 L		5,082 46
PKVO	COSAN LTD CLASS A SHARES	5,900 00	82,486 31	SELL	060710	51,899 94 L		30,586 37
			3,655,703 16			3,135,803 80		519,899 36

Summary PKVO

Short-term capital gain (loss)

Long-term capital gain (loss)

1,037,137 78	1,006,325 99	30,811 79
2,618,565 38	2,129,477 81	489,087 57
3,655,703 16	3,135,803 80	519,899 36

THE LEIR FOUNDATION, INC. 06-1456481					
2012					
PART XV - LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR					
RECIPIENT'S NAME	RECIPIENT'S ADDRESS	IF RECIPIENT IS AN INDIVIDUAL, SHOW ANY RELATIONSHIP TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANTS OR CONTRIBUTIONS	AMOUNT
Am Fr of Alliance Israelite Universelle	15 West 16th Street - 6th Floor, New York, NY 10011	N/A	Public	Education	\$ 150,000
American - Israel Cultural Foundation	1140 Broadway - Suite 304, New York, NY 10001	N/A	Public	Museum and cultural	12,000
AmeriCares Free Clinics, Inc	88 Hamilton Avenue, Stamford CT 06902	N/A	Public	Medical clinical	15,000
Anti-Defamation League (ADL)	605 Third Avenue, New York, NY 10158	N/A	Public	Interreligious understanding	45,000
Bennington College	One College Drive, Bennington VT 05201-6001	N/A	Public	Education	60,000
Bronx Veterans Medical Research Foundation, Inc	130 West Kingsbridge Road, Bronx, NY 10468	N/A	Public	Medical research	60,000
Caritas Seniorenheim St. Gunter	Geyersberger Strasse 36, 94078 Freyung, Bayern, Germany	N/A	Public	Medical clinical	5,000
Children's Center	247 Harris Road, Bedford Hills NY 10507	N/A	Public	Relief of disadvantage	10,000
Children's Help Net Foundation, Inc	293 Scarborough Road, Brarcliff Manor, NY 10510	N/A	Public	Children's program	10,000
Citta	110 East 55th Street, New York, NY 10022	N/A	Public	Medical clinical	5,000
Clark University	950 Main Street, Worcester, MA 01610-1477	N/A	Public	Education	100,000
Commission on Aging, Town of Ridgfield	81 Hobby Drive, Ridgfield, CT 06877	N/A	Public	Relief of disadvantage	5,000
Congregation of the Holy Spirit	Knechtsteden, 41540 Dormagen, Germany	N/A	Public	Interreligious understanding	3,000
CT Quest for Peace	1336 Ridgebury Road, Ridgefield, CT 06877	N/A	Public	Relief of disadvantage	7,000
Danbury Police Department	375 Main Street, Danbury, CT 06810	N/A	Public	Community service	10,000
Digital Heritage Mapping, Inc	304 Newberry Street - No 311 Boston, MA 02115	N/A	Public	Museum and cultural	15,000
Doctors Without Borders	333 7th Avenue, 2nd Floor, New York, NY 10001-5004	N/A	Public	Medical clinical	30,000
DOROT	171 West 85th Street, New York, NY 10024	N/A	Public	Relief of disadvantage	10,000
Dorothy Day Hospitality House, Inc	11 Spring Street, Danbury, CT 06810	N/A	Public	Relief of disadvantage	10,000
Education Thorough Music, Inc	122 East 42nd Street - Suite 1501, New York, NY 10168	N/A	Public	Children's program	10,000
Educational Alliance	197 East Broadway New York NY 10002	N/A	Public	Relief of disadvantage	10,000
Family and Children's Aid	75 West Street, Danbury, CT 06810	N/A	Public	Children's program	30,000
First Step Georgian Foundation	1361 Corte Loma, Walnut Creek, CA 94598	N/A	Public	Relief of disadvantage	20,000
French Legion of Honor	22 East 60th Street, New York, NY 10022	N/A	Public	Community service	1,000
Friends of Ridgfield Community Programs, Inc (CHIRP)	400 Main Street, Ridgefield, CT 06877	N/A	Public	Community service	1,300
Georgetown University	1305 N ICC, Washington, DC 20057	N/A	Public	Education	500
Global Human Rights	1686 Connecticut Avenue, N.W., Suite 410, Washington DC 20009	N/A	Public	Relief of disadvantage	10,000
Gould Farm	100 Gould Farm Road - P O Box 157, Monterey, MA 02145-0157	N/A	Public	Relief of disadvantage	10,000
Green Chimneys	400 Doansburg Rd., Box 719, Brewster, NY 10509	N/A	Public	Children's program	125,000
Hebrew University, Inc	1 Battery Park Plaza, 25th Fl, New York, NY 10004-1405	N/A	Public	Education and libraries	225,000
Hainz-Thuerjahr-Schule-Neuschonau	Schulstrabe 11, 94556 Neuschonau, Germany	N/A	Public	Children's program	10,000
Institute for the Advancement of Education in Jaffa	171-06 76th Avenue, Flushing, NY 11366	N/A	Public	Relief of disadvantage	10,000
Israel Guide Dog Center	1732 S. Settlers Circle, Warrington PA 18975	N/A	Public	Relief of disadvantage	8,000
Israel Museum	500 Fifth Avenue, Suite 2450, New York, NY 10110	N/A	Public	Museum and cultural	60,000
Jewish Family Service of Metro West	256 Columbia Turnpike-Suite 105, Florham Park, NJ 07932	N/A	Public	Relief of disadvantage	10,000
Jewish Guild for the Blind	15 West 65th Street, New York, NY 10023-6601	N/A	Public	Relief of disadvantage	7,500
Kannerland Letzeburg	59a av Victor Hugo, L-1750 Luxembourg	N/A	Public	Relief of disadvantage	40,000
Kevin's Community Center	153 South Main Street, Newton, CT 06470	N/A	Public	Relief of disadvantage	10,000
Kindermissionswerk	Postfach 10-10-56, D-5210, Aachen, Germany	N/A	Public	Community service	2,000

THE LEIR FOUNDATION, INC 06-1466481

2012

PART XV - LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT'S NAME	RECIPIENT'S ADDRESS	IF RECIPIENT IS AN INDIVIDUAL, SHOW ANY RELATIONSHIP TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANTS OR CONTRIBUTIONS	AMOUNT
Lincoln Center Corporate Fund	70 Lincoln Center Plaza, New York, NY 10023-6583	N/A	Public	Museum and cultural	15,000
Lower East Side Tenement Museum	91 Orchard Street, New York, NY 10002	N/A	Public	Museum and cultural	25,000
Luxembourg American Chamber of Commerce	17 Beekman Avenue, New York, NY 10022	N/A	Public	Museum and cultural	400
Luxembourg American Chamber of Commerce	17 Beekman Avenue, New York, NY 10022	N/A	Public	Museum and cultural	1,350
Luxfestival	B.P. 30, L-8401 Echternach, Luxembourg	N/A	Public	Museum and cultural	13,000
Meals on Wheels of Ridgefield, Inc	Ballard Green, 25 Gilbert Street, Ridgefield, CT 06877	N/A	Public	Relief of disadvantage	12,000
Musee d'Art Moderne (MUDAM)	3, Park Drai Eechelen, L-1499, Luxembourg	N/A	Public	Museum and cultural	157,500
National Jewish Health	271 Madison Avenue-18th Floor, New York, NY 10016	N/A	Public	Medical research	15,000
New Jersey Institute of Technology	University Heights, Newark, NJ 07120-1982	N/A	Public	Education	50,000
New York Pops	333 West 52nd Street - Suite 600, New York, NY 10019	N/A	Public	Museum and cultural	25,000
Northside Center for Child Development, Inc	1301 Fifth Avenue, New York, NY 10029	N/A	Public	Relief of disadvantage	15,000
Oratory of The Little Way	P.O. Box 221, Gaylordsville, CT 06775	N/A	Public	Community service	5,000
Plam-Cantaverein	Giesekstrasse 2, 94151 Mauth, Germany	N/A	Public	Children's program	5,000
Philanthropy Roundtable	1730 M Street NW - Suite 601, Washington, DC 20036	N/A	Public	Community service	500
Reading Reform Foundation of New York	333 West 57th Street - Suite 1L, New York, NY 10019	N/A	Public	Children's program	40,000
Regional Hospice of Western CT, Inc	405 Main Street, Danbury, CT 06810	N/A	Public	Medical clinical	10,000
Ridgefield Chorale	P.O. Box 686, Ridgefield, CT 06877	N/A	Public	Children's program	2,000
Ridgefield Community Center	316 Main Street, Ridgefield, CT 06877	N/A	Public	Community service	10,000
Ridgefield Fire Department	6 Catoonah Street, Ridgefield, CT 06877	N/A	Public	Community service	5,000
Ridgefield Operation Animal Rescue	45 South Street, Ridgefield, CT 06877	N/A	Public	Community service	6,000
Ridgefield Police Department	76 East Ridge, Ridgefield, CT 06877	N/A	Public	Community service	15,000
Ridgefield Sunrise Cottage	P.O. Box 486, Ridgefield, CT 06877	N/A	Public	Relief of disadvantage	10,000
Ridgefield Symphony Orchestra	90 East Ridge, Ridgefield, CT 06877	N/A	Public	Museum and cultural	5,000
Ridgefield Volunteer Fire Department	6 Catoonah Street, Ridgefield, CT 06877	N/A	Public	Community service	5,000
Rogosin Institute	505 East 70th Street, New York, NY 10021	N/A	Public	Medical research	6,500
Rogosin Institute	505 East 70th Street, New York, NY 10021	N/A	Public	Medical research	100,000
SCAN New York	345 East 102nd Street, New York, NY 10029	N/A	Public	Children's program	40,000
SV Finsterau 1957 e.V	Auenweg 1, 94151 Mauth, Germany	N/A	Public	Community service	10,000
Tanenbaum Center for Interreligious Understanding	254 West 31st Street, 7th Floor, New York, NY 10001	N/A	Public	Interreligious understanding	10,000
Thirteen WNBT	825 Eighth Avenue, New York, NY 10017-4335	N/A	Public	Museum and cultural	35,000
Tufts University	150 Packard Avenue, Medford, MA 02111	N/A	Public	Education	50,000
United Methodist Church	207 Main Street, Ridgefield, CT 06877	N/A	Public	Community service	15,000
Weizmann Institute of Science	633 Third Avenue, New York, NY 10017	N/A	Public	Medical research	225,000
Weizmann Institute of Science	833 Third Avenue, New York, NY 10017	N/A	Public	Medical research	30,000
Westchester Jewish Community Services	845 North Broadway - Suite 2, White Plains, NY 10603-2427	N/A	Public	Community service	15,000
Women's Center of Greater Danbury	2 West Street, Danbury, CT 06810	N/A	Public	Relief of disadvantage	10,000
World Wildlife Fund	1250 24th Street, NW, Washington, DC 20037	N/A	Public	Museum and cultural	10,000
WQXR Radio	160 Varck Street, New York, NY 10013	N/A	Public	Museum and cultural	20,000
Yale University/Yale Eye Center	330 Cedar Street, New Haven, CT 06520	N/A	Public	Medical research	50,000
Young Adult Institute	460 West 34th Street, New York, NY 10001-2382	N/A	Public	Relief of disadvantage	90,000
Total					2,326,550

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► 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

Type or print	Name of exempt organization or other filer, see instructions. THE LEIR FOUNDATION, INC.	Employer identification number (EIN) or 06-1466481
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 570 LEXINGTON AVENUE, 33RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

ARTHUR S. HOFFMAN

- The books are in the care of ► **570 LEXINGTON AVENUE, 33RD FLOOR - NEW YORK, NY 10022**
Telephone No ► **212-750-9330** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 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	\$	76,000.
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	\$	61,000.
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	\$	15,000.

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

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

Form 8868 (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	THE LEIR FOUNDATION, INC.	06-1466481
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	570 LEXINGTON AVENUE, 33RD FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10022	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-BL	08
Form 990-BL	02	Form 1041-A	09
Form 4720 (individual)	03	Form 4720	10
Form 990-PF	04	Form 5227	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	12
Form 990-T (trust other than above)	06	Form 8870	

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

ARTHUR S. HOFFMAN

• The books are in the care of **570 LEXINGTON AVENUE, 33RD FLOOR - NEW YORK, NY 10022**
Telephone No **212-750-9330** FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning , and ending .

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

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILLING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN.

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	\$	76,000.
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	\$	76,000.
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	\$	0.

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 **Arthur S. Hoffman** Title **PRESIDENT**

Date **8/12/13**

Form 8868 (Rev. 1-2013)