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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

2012

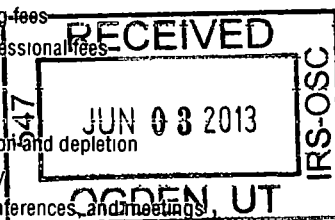
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE LESLIE AND DANIEL ZIFF FOUNDATION</b>		A Employer identification number <b>13-4083253</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O ZBI, LLC 350 PARK AVE. 4TH FL</b>	Room/suite	B Telephone number <b>(212) 292-6444</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10022</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,788,089.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		754.	754.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		754.	754.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		625.	312.		313.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		754.	600.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,379.	912.		313.
25 Contributions, gifts, grants paid		5,271,967.			5,271,967.
26 Total expenses and disbursements. Add lines 24 and 25		5,273,346.	912.		5,272,280.
27 Subtract line 26 from line 12		-5,272,592.			
a Excess of revenue over expenses and disbursements			0.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



**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
<b>Assets</b>	1 Cash - non-interest-bearing	10,031,102.	4,788,089.	4,788,089.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	10,031,102.	4,788,089.	4,788,089.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	10,031,102.	4,788,089.		
30 <b>Total net assets or fund balances</b>	10,031,102.	4,788,089.		
31 <b>Total liabilities and net assets/fund balances</b>	10,031,102.	4,788,089.		

**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	10,031,102.
2 Enter amount from Part I, line 27a	2	-5,272,592.
3 Other increases not included in line 2 (itemize) ▶ <u>FEDERAL TAX REFUND</u>	3	29,579.
4 Add lines 1, 2, and 3	4	4,788,089.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	4,788,089.

**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		NONE		
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			
b			
c			
d			
e			

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,106,147.	10,789,445.	.287888
2010	1,823,250.	13,606,918.	.133994
2009	1,255,904.	15,117,555.	.083076
2008	2,500,864.	19,452,168.	.128565
2007	778,776.	13,728,145.	.056728

2 Total of line 1, column (d)	2	.690251
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	.138050
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,279,529.
5 Multiply line 4 by line 3	5	1,004,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,004,939.
8 Enter qualifying distributions from Part XII, line 4	8	5,272,280.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	0.
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	0.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,997.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,997.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,997.
11 Enter the amount of line 10 to be credited to 2013 estimated tax	1,997. Refunded	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) DE, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARY KALIL HAMAOU Located at ► C/O ZBI, LLC 350 PARK AVE. 4TH FL, NEW YORK, NY Telephone no ► (212) 292-6000 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 ►	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

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

6b

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL M. ZIFF	PRESIDENT			
C/O ZBI LLC - 350 PARK AVE. 4TH FL				
NEW YORK, NY 10022	1.00	0.	0.	0.
DAVID GRAY	VICE PRESIDENT & SECRETARY			
C/O ZBI LLC - 350 PARK AVE. 4TH FL				
NEW YORK, NY 10022	1.00	0.	0.	0.
SPENCER LEHV	VICE PRESIDENT & TREASURER			
C/O ZBI LLC - 350 PARK AVE. 4TH FL				
NEW YORK, NY 10022	3.00	0.	0.	0.
LESLIE ZIFF	DIRECTOR			
C/O ZBI LLC - 350 PARK AVE. 4TH FL				
NEW YORK, NY 10022	1.00	0.	0.	0.

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

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

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,390,385.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	7,390,385.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,390,385.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	110,856.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,279,529.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	363,976.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	363,976.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	0.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	363,976.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	363,976.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	363,976.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	5,272,280.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,272,280.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	5,272,280.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				363,976.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	175,347.			
<b>b</b> From 2008	1,607,282.			
<b>c</b> From 2009	500,144.			
<b>d</b> From 2010	1,142,926.			
<b>e</b> From 2011	2,566,681.			
<b>f</b> Total of lines 3a through e	5,992,380.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,272,280.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				363,976.
<b>e</b> Remaining amount distributed out of corpus	4,908,304.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,900,684.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	175,347.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,725,337.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	1,607,282.			
<b>b</b> Excess from 2009	500,144.			
<b>c</b> Excess from 2010	1,142,926.			
<b>d</b> Excess from 2011	2,566,681.			
<b>e</b> Excess from 2012	4,908,304.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

### 1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE STATEMENT #4				5,271,967.
<b>Total</b>			<b>▶ 3a</b>	5,271,967.
<b>b</b> Approved for future payment				
SEE STATEMENT #5				1,215,000.
<b>Total</b>			<b>▶ 3b</b>	1,215,000.





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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	754.	0.	754.
TOTAL TO FM 990-PF, PART I, LN 4	754.	0.	754.

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FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	625.	312.		313.
TO FM 990-PF, PG 1, LN 16A	625.	312.		313.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	154.	0.		0.
BANK FEES	600.	600.		0.
TO FORM 990-PF, PG 1, LN 23	754.	600.		0.

**FORM 990-PF, PART XV. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Al's Angels 342 Greens Farms Road, Westport, CT 06880	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,700
American Ballet Theatre 890 Broadway New York, NY 10003-1278	NONE	PUBLIC CHARITY	In Support of Alexei Ratmansky's Firebird Production	85,000
American Ballet Theatre 890 Broadway New York, NY 10003-1278	NONE	PUBLIC CHARITY	2012-2013 Season Support for Live Orchestra and Alexei Ratmansky Pieces	1,000,000
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022	NONE	PUBLIC CHARITY	In Support of AJC's Media Campaign	3,350
American Jewish Committee The Jacob Blaustein Building 165 East 56th Street New York, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,350
The American Museum of Natural History Central Park West at 79th Street New York NY 10024-5192	NONE	PUBLIC CHARITY	In Support of the "Big Cat" Conservation Genetics Program 2011-2012	142,000
The American Museum of Natural History Central Park West at 79th Street New York NY 10024-5192	NONE	PUBLIC CHARITY	In Support of the Museum Learning Experience Class 2011-2012	75,000
American Red Cross 520 West 49th St New York, NY 10019	NONE	PUBLIC CHARITY	In Support of Sandy Relief	333,333
Americans for the Arts 1000 Vermont Avenue NW 6th Floor Washington DC 20005	NONE	PUBLIC CHARITY	In Support of 2012 Arts Education Programs	100,000
ALS Association of Greater New York 42 Broadway Suite 1724 New York, NY 10004	NONE	PUBLIC CHARITY	In Support of 18th Annual Lou Gehrig Sports Awards Benefit	3,350
Aspen Center for Environmental Studies 100 Puppy Smith Street Aspen, CO 81611	NONE	PUBLIC CHARITY	In Support of the Summer Naturalist Internship Program 2012	2,500
The Breast Cancer Research Foundation 60 East 56th Street, 8th Floor New York, NY 10022	NONE	PUBLIC CHARITY	In Support of Hot Pink Party Celebrating Evelyn's Dream	10,000
The Carter Burden Center For The Aging 1484 First Avenue New York, NY 10075	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
Carnegie Hall Society 881 Seventh Avenue New York NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000
CEC Stuyvesant Cove Inc DBA Solar One 37 West 26th Street, Suite 209 New York, NY 10010	NONE	PUBLIC CHARITY	In Support of "Green Design Lab" Curriculum in NYC Public Schools	350,000
City Harvest, Inc 6 East 32nd St 5th FL New York, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Conservation International 2011 Crystal Drive, Suite 500 Arlington, VA 22202	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000

**FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Dynamic Forms Inc / Marc Degarmo & Dancers 107 Suffolk St Suite 310 New York, NY 10002	NONE	PUBLIC CHARITY	In Support of PS 142 Amalia Castro School Program and Staff Teaching Artists Professional Learning Program 2012-2013	175,000
Facing History and Ourselves 16 Hurd Road Brookline, MA 02445	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
Gay Men's Health Crsis 446 West 33 Street New York, NY 10001-2601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,350
Girls Preparatory Charter School of New York 291 Broadway, Suite 1202 New York, NY 10007	NONE	PUBLIC CHARITY	GENERAL SUPPORT	175,000
Harlem Village Academies c/o CMI Events 1325 Sixth Avenue 27th Floor New York, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Health Advocates for Older People Inc 1233 Second Avenue New York, NY 10065	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Hot Bread Kitchen, Ltd 1590 Park Avenue New York NY 10029	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000
Juvenile Diabetes Research Foundation 60 Walnut Street Wellesley Hills MA 02481	NONE	PUBLIC CHARITY	In Support of Israel Initiative	2,500
Natural Resources Defense Council 40 W 20th Street New York, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750,000
New York Landmarks Conservancy One Whitehall Street New York, NY 10004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
New York Youth Symphony 110 West 40th Street, Suite 1503 New York, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Northside Center for Child Development, Inc 1301 Fifth Avenue, New York NY 10029	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000
Northside Center for Child Development, Inc 1301 Fifth Avenue, New York NY 10029	NONE	PUBLIC CHARITY	African Art and Culture After Schoold Program 2011-2015	30,000
Northwest Choirs 5031 University Way NE #NB2 Seattle, WA 98105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
NYU Langone Medical Center 25 West Fourth Street, 4th Floor New York, NY 10012-1119	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500,000
Ovanan Cancer Research Fund, Inc 14 Pennsylvania Plaza, Suite 1710 New York, NY 10122	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Phillips Academy Andover 180 Main Street Andover, MA 01810-4161	NONE	PUBLIC CHARITY	20th Reunion Gift 2010-2013	250,000

FORM 990-PF, PART XV. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Polans Dance Theatre 1501 SW Taylor Portland, OR 97205	NONE	PUBLIC CHARITY	3 -Year Capacity Building Grant 2010-2012	100,000
Polans Dance Theatre 1501 SW Taylor Portland, OR 97205	NONE	PUBLIC CHARITY	3-Year Grant for Dancer, Artistic Director and Guest Artist Fees 2012-2014	75,000
Polans Dance Theatre 1501 SW Taylor Portland, OR 97205	NONE	PUBLIC CHARITY	Restricted Gift to Dancer Salanes and Artistic Director's fee for "i Change"	35,500
Riverkeeper 20 Secor Road Ossining, NY 10562	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Robin Hood Foundation 826 Broadway, 9th Floor New York, NY 10003	NONE	PUBLIC CHARITY	Sandy Relief Fund	333,334
Rosie' Theater Kids, Inc 445 West 45th Street New York, NY 10036	NONE	PUBLIC CHARITY	A+ Tutoring Program and General Operating Expenses for 2012	300,000
World Science Festival 475 River Side Drive, Suite 950 New York, NY 10115	NONE	PUBLIC CHARITY	Healthy Bodies, Health Minds Program 2011-2012	25,000
The Yard P O Box 405 Chilmark, MA 02535-0405	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000
				<u>5,271,967</u>

**THE LESLIE AND DANIEL ZIFF FOUNDATION  
APPROVED FUTURE PAYMENTS  
AS OF 12/31/12**

COMMITMENT PERIOD	CHARITABLE ORGANIZATION NAME AND ADDRESS	STATUS	PURPOSE OF GRANT	YEAR PLEDGED	AMOUNT PLEDGED	PRIOR YEARS PAYMENTS	CURRENT YEAR PAYMENTS	BALANCE
4 Years	Phillips Academy 180 Main Street Andover, MA 01810-4161	Public Charity	General Support	2010	1,000,000	500,000	250,000	250,000
5 Years	Northside Center for Child Development, Inc 1301 Fifth Avenue New York, NY 10029	Public Charity	African Art and Culture After School Program	2011	150,000	30,000	30,000	90,000
2 Years	Girls Preparatory Charter School of New York 291 Broadway, Suite 1202 New York, NY 10007	Public Charity	General Support	2012	500,000	-	175,000	325,000
3 Years	Polaris Dance Company 1501 SW Taylor Portland, OR 97205	Public Charity	3-year Grant for Dancer, Artistic Director and Guest Artist Fees	2012	225,000	-	75,000	150,000
3 Years	CEC Stuyvesant Cove Inc 37 West 26th Street, Suite 209 New York, NY 10010	Public Charity	In Support of "Green Design Lab" Curriculum in NYC Public Schools	2012	750,000	-	350,000	400,000
TOTAL					<u>2,625,000</u>	<u>530,000</u>	<u>880,000</u>	<u>1,215,000</u>

**THE LESLIE AND DANIEL ZIFF FOUNDATION**  
**12/31/12**

**SUBSTANTIAL CONTRACTION CALCULATION**

Fair Market Value of Net Assets @ 1/1/12 per Tax Return	10,031,102
	x <u>25%</u>
1/4 of FMV of Net Assets @ 1/1/12	<u>2,507,776</u>
Charitable Distributions During 2012	* <b>5,271,967</b>

**Determination:**

- \* Since total distributions in tax year exceeded 25% of the FMV of net assets at the beginning of the year, it represents a substantial contraction. An attachment to the return is necessary on this regard.

**Notes:**

1. According to the general instructions T of Form 990-PF, the term substantial contraction includes any partial liquidation or any other significant disposition of assets. However, this does not include transfers for full and adequate consideration or distributions of current income.
2. A significant disposition of assets does not include any disposition for a tax year if the total of the dispositions for the tax year is less than 25% of the fair market value of the net assets of the organization at the beginning of the tax year. In other words, a distribution of 25% of the fair market value of the net assets at the beginning of the tax year, constitute a Substantial Contraction and should be reported and explained in an attached statement to the return.