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

2012

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning 11/1/12 and ending 12/31/12

Name of foundation
**SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
31 BLOOMINGDALE DRIVE

City or town, state, and ZIP code
SCARSDALE, NY 10583

A Employer identification number
26-0814762

B Telephone number
917-363-4919

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

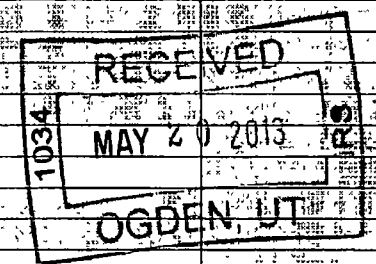
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 5,865,978. (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	6,784,520.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,382.	14,382.		STATEMENT 1
	4 Dividends and interest from securities	801.	801.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	41,730.			
	b Gross sales price for all assets on line 6a	760,156.			
	7 Capital gain net income (from Part IV, line 2)		41,730.		
	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	1,965.	1,965.		STATEMENT 3	
12 Total. Add lines 1 through 11	6,843,398.	58,878.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72,500.	21,750.		50,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	959.	288.		671.
	b Accounting fees STMT 5	2,500.	750.		1,750.
	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 6	1,535.	0.		1,535.
	24 Total operating and administrative expenses. Add lines 13 through 23	77,494.	22,788.		54,706.
	25 Contributions, gifts, grants paid	948,770.			948,770.
26 Total expenses and disbursements. Add lines 24 and 25	1,026,264.	22,788.		1,003,476.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,817,134.				
b Net investment income (if negative, enter -0-)		36,090.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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	26,442.	14,634.	14,634.
	2 Savings and temporary cash investments	4,769.	3,703,663.	3,703,663.
	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 7	0.	253,100.	249,806.
	c Investments - corporate bonds STMT 8	0.	1,876,948.	1,897,875.
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 Total assets (to be completed by all filers)	31,211.	5,848,345.	5,865,978.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	31,211.	5,848,345.		
30 Total net assets or fund balances	31,211.	5,848,345.		
31 Total liabilities and net assets/fund balances	31,211.	5,848,345.		

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	31,211.
2 Enter amount from Part I, line 27a	2	5,817,134.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,848,345.
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	5,848,345.

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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 STATEMENTS				
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	760,156.	718,426.	41,730.	
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			41,730.	
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	41,730.
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	4,000.	22,145.	.180628
2010	322.	12,754.	.025247
2009	1,072.		
2008	310.		
2007	0.		
2	Total of line 1, column (d)		.205875
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		.041175
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		2,194,434.
5	Multiply line 4 by line 3		90,356.
6	Enter 1% of net investment income (1% of Part I, line 27b)		361.
7	Add lines 5 and 6		90,717.
8	Enter qualifying distributions from Part XII, line 4		1,003,476.

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.

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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)	
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	1 361.
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	3 361.
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-	5 361.
6	Credits/Payments:	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a
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 0.
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	9 361.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
b	X	
9		X
10	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SALO AIZENBERG</u> Telephone no. ▶ <u>917-363-4919</u> Located at ▶ <u>31 BLOOMINGDALE DRIVE, SCARSDALE, NY</u> ZIP+4 ▶ <u>10583</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>	15		
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		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 <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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) <u>N/A</u>	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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

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

Yes No

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

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

6b

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
SALO AIZENBERG 31 BLOOMINGDALE DR SCARSDALE, NY 10583	DIRECTOR/SECRETARY 5.00	35,000.	0.	0.
ARTHUR FELDMAN 554 HANSELL ROAD WYNNEWOOD, PA 19096	DIRECTOR/TREASURER 2.00	12,500.	0.	0.
AMNON SITCHIN 12691 CORAL LAKES DRIVE BOYNTON BEACH, FL 33437	DIRECTOR/VICE PRES. 2.00	12,500.	0.	0.
JANET SITCHIN 5337 NW 113TH PLACE MIAMI, FL 33178	DIRECTOR/ASST. TREASURER 2.00	12,500.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

1	Amount
N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶ 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	764,919.
b	Average of monthly cash balances	1b	1,462,933.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,227,852.
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	2,227,852.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,194,434.
6	Minimum investment return. Enter 5% of line 5	6	109,722.

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	109,722.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	361.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,361.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,361.
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	109,361.

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	1,003,476.
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	Surtability 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	1,003,476.
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	361.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,003,115.

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
1 Distributable amount for 2012 from Part XI, line 7				109,361.
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				
b From 2008				
c From 2009	1,066.			
d From 2010				
e From 2011	2,893.			
f Total of lines 3a through e	3,959.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,003,476.				
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				109,361.
e Remaining amount distributed out of corpus	894,115.			
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:	898,074.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	898,074.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009	1,066.			
c Excess from 2010				
d Excess from 2011	2,893.			
e Excess from 2012	894,115.			

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SITCHIN FOUNDATION INC.

Form 990-PF (2012)

C/O SALO AIZENBERG

26-0814762

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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:

a "Assets" alternative test - enter:

(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a					
2b					
2c					
2d					
2e					
3a(1)					
3a(2)					
3b					
3c(1)					
3c(2)					
3c(3)					
3c(4)					

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:

SALO AIZENBERG, 917-363-4919
31 BLOOMINGDALE DRIVE, SCARSDALE, NY 10583

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

LETTER REQUEST WITH DESCRIPTION OF USE OF FUNDS

c Any submission deadlines:

NONE

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

NONE

SITCHIN FOUNDATION INC.

Form 990-PF (2012)

C/O SALO AIZENBERG

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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				
AISH SOUTH FLORIDA 4010 N 46TH AVE HOLLYWOOD, FL 33021		PUBLIC CHARITY	UNRESTRICTED	36,000.
BETH EL SYNAGOGUE CENTER 1324 NORTH AVENUE NEW ROCHELLE, NY 10804		PUBLIC CHARITY	UNRESTRICTED	3,600.
CAMP RAMAH BERKSHIRES 25 ROCKWOOD PLACE ENGLEWOOD, NJ 07631		PUBLIC CHARITY	UNRESTRICTED	12,230.
CAMP RAMAH BERKSHIRES CAMP IMPROVEMENTS 25 ROCKWOOD PLACE ENGLEWOOD, NJ 07631		PUBLIC CHARITY	UNRESTRICTED	500.
CAMP RAMAH NYACK BUILDING FUND 303 CHRISTIAN HERALD ROAD VALLEY COTTAGE, NY 10960		PUBLIC CHARITY	UNRESTRICTED	200.
Total	SEE CONTINUATION SHEET(S)			948,770.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG

Employer identification number

26-0814762

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG

Employer identification number

26-0814762

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF ZECHARIA SITCHIN 31 BLOOMINGDALE DRIVE SCARSDALE, NY 10583	\$ <u>6,784,520.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

**SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG**

Employer identification number

26-0814762

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization SITCHIN FOUNDATION INC. C/O SALO AIZENBERG	Employer identification number 26-0814762
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 11000 BANK OF AMERICA CORPNOTE 04.75000% 08/15/20		04/16/12	10/24/12
b 15000 BANK OF AMER CORP INTERNOTES 5.250% 11/15/2		05/02/12	11/15/12
c 8000 BANK AMER CORP SUB INTNTS BE 5.40000% 03/15/		05/02/12	06/15/12
d 12000 CHESAPEAKE MIDSTREAM PARTNERS 6.12500% 07/1		04/24/12	09/04/12
e 38000 CHESAPEAKE MIDSTREAM PARTNERS 6.12500% 07/1		04/27/12	09/04/12
f 30000 CONCHO RES INC SR NT 5.50000% 10/01/2022		04/16/12	10/12/12
g 20000 GENWORTH FINL INC NT 07.70000% 06/15/2020CA		05/10/12	12/28/12
h 25000 GENWORTH FINL INC NT 07.62500% 09/24/2021MA		05/02/12	12/28/12
i 30000 GOLDMAN SACHS GRP INC MTN BE 5.00000% 05/15		05/02/12	11/08/12
j 40000 HCA INC SR SECD 5.87500% 03/15/2022		04/16/12	07/02/12
k 25000 INTERNATIONAL LEASE FIN CORP 6.25000% 05/15		04/16/12	06/20/12
l 25000 INTERNATIONAL LEASE FIN CORP 5.87500% 04/01		05/02/12	09/12/12
m 15000 JEFFERIES GROUP INC NOTE CALL MAKE WHOLE06.		05/10/12	09/04/12
n 25000 JEFFERIES GROUP INC NOTE 05.12500% 04/13/20		04/16/12	10/05/12
o 25000 MDC HOLDINGS INC NOTE 05.62500% 02/01/2020M		05/18/12	09/17/12

(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 11,695.		10,688.	1,007.
b 15,000.		14,955.	45.
c 8,000.		7,988.	12.
d 12,528.		11,615.	913.
e 39,672.		37,315.	2,357.
f 31,320.		29,655.	1,665.
g 22,090.		20,184.	1,906.
h 27,613.		25,018.	2,595.
i 31,808.		29,804.	2,004.
j 41,841.		40,187.	1,654.
k 25,527.		24,713.	814.
l 26,320.		24,838.	1,482.
m 15,987.		15,050.	937.
n 25,670.		24,551.	1,119.
o 26,258.		24,760.	1,498.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,007.
b			45.
c			12.
d			913.
e			2,357.
f			1,665.
g			1,906.
h			2,595.
i			2,004.
j			1,654.
k			814.
l			1,482.
m			937.
n			1,119.
o			1,498.

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 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 25000 MDC HOLDINGS INC NOTE 05.62500% 02/01/2020M		04/16/12	09/12/12
b 15000 MDC HOLDINGS INC NOTE 05.62500% 02/01/2020M		05/18/12	09/12/12
c 30000 METROPCS WIRELESS INC 06.62500% 11/15/2020C		07/26/12	10/03/12
d 40000 METROPCS WIRELESS INC 06.62500% 11/15/2020C		04/16/12	05/10/12
e 25000 MORGAN STANLEY BOND 05.50000% 07/28/2021		04/16/12	07/19/12
f 3000 PEABODY ENERGY CORP NOTE 06.50000% 09/15/202		06/21/12	12/28/12
g 17000 PEABODY ENERGY CORP NOTE 06.50000% 09/15/20		06/21/12	12/28/12
h 25000 PLAINS EXPL& PRODTN CO 6.12500% 06/15/2019S		10/05/12	12/06/12
i 9000 PLAINS EXPL& PRODTN CO 6.12500% 06/15/2019SR		10/11/12	12/06/12
j 15000 PLAINS EXPL& PRODTN CO 6.12500% 06/15/2019S		06/21/12	09/07/12
k 25000 RYLAND GROUP INC NOTE 06.62500% 05/01/2020C		06/21/12	11/26/12
l 15000 SPRINT NEXTEL CORP BD 6.000% 12/01/2016 MAK		07/02/12	10/24/12
m 18000 TELECOM ITALIA CAP GTD SR NT 4.95000% 09/30		06/22/12	10/10/12
n 50000 TELECOM ITALIA CAP BOND CALL MAKE WHOLE 5.2		05/18/12	09/12/12
o 25000 TELECOM ITALIA CAP BOND CALL MAKE WHOLE 5.2		05/23/12	09/12/12

(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 26,310.		25,114.	1,196.
b 15,786.		14,856.	930.
c 32,843.		29,952.	2,891.
d 40,260.		39,611.	649.
e 25,690.		24,066.	1,624.
f 3,213.		3,060.	153.
g 18,145.		17,339.	806.
h 27,288.		25,269.	2,019.
i 9,824.		9,108.	716.
j 15,810.		15,007.	803.
k 27,038.		25,132.	1,906.
l 16,017.		14,561.	1,456.
m 18,738.		17,973.	765.
n 51,255.		50,100.	1,155.
o 27,443.		24,941.	2,502.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,196.
b			930.
c			2,891.
d			649.
e			1,624.
f			153.
g			806.
h			2,019.
i			716.
j			803.
k			1,906.
l			1,456.
m			765.
n			1,155.
o			2,502.

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 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 0000 TELEFONICA EMISIONESSAU NOTE 05.46200% 02/16		09/12/12	12/19/12
b 1000 UNITED STATES STL CORP NEW 7.50000% 03/15/20		05/23/12	06/08/12
c			
d			
e			
f			
g			
h			
i			
j			
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 42,224.		40,020.	2,204.
b 943.		996.	<53.>
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,204.
b			<53.>
c			
d			
e			
f			
g			
h			
i			
j			
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	41,730.
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

SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG

26-0814762

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAMP RAMAH- SPECIAL NEEDS RIDE 303 CHRISTIAN HERALD ROAD VALLEY COTTAGE, NY 10960		PUBLIC CHARITY	UNRESTRICTED	100.
CHILDREN'S TUMOR FOUNDATION 120 WALL STREET NEW YORK, NY 10005		PUBLIC CHARITY	UNRESTRICTED	250.
CORAL LAKES CANCER RESEARCH CHAPTER 12658 B CRYSTAL POINTE DR BOYNTON BEACH, FL 33437		PUBLIC CHARITY	UNRESTRICTED	1,000.
COMMUNITY ASSC FOR JEWISH AT RISK CEMETERIES ONE BARKER AVENUE #260 WHITE PLAINS, NY 10601		PUBLIC CHARITY	UNRESTRICTED	500.
DISABLED AMERICAN VETERANS P.O. BOX 14301 CINCINNATI, OH 45250		PUBLIC CHARITY	UNRESTRICTED	1,000.
FEMALE HEBREW BENEVOLENT SOCIETY 2125 DELANCEY PLACE PHILADELPHIA, PA 19103		PUBLIC CHARITY	UNRESTRICTED	500.
FLORIDA BREAST CANCER FOUNDATION 11900 BISCAYNE BLVD., SUITE 806 NORTH MIAMI, FL 33181		PUBLIC CHARITY	UNRESTRICTED	1,000.
FRIENDS OF ISRAELI DISABLED VETERANS 1133 BROADWAY, SUITE 232 NEW YORK, NY 10010		PUBLIC CHARITY	UNRESTRICTED	1,000.
FRIENDS OF THE IDF 8177 W. GLADES ROAD, SUITE 208 BOCA RATON, FL 33434		PUBLIC CHARITY	UNRESTRICTED	380,000.
HAZON, INC 125 MAIDEN LANE #8B NEW YORK, NY 10038		PUBLIC CHARITY	UNRESTRICTED	300.
Total from continuation sheets				896,240.

SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG

26-0814762

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HILLEL FOUNDATION /RACHEL SIMON PROJECT 2901 CAMPUS ROAD BROOKLYN, NY 11210		PUBLIC CHARITY	UNRESTRICTED	100.
JACK M. BARRACK HEBREW ACADEMY 272 S. BYRN MAWR AVE BRYN MAWR, PA 19010		PUBLIC CHARITY	UNRESTRICTED	200,000.
JEWISH PUBLICATION SOCIETY 2100 ARCH STREET 2ND FLOOR PHILADELPHIA, PA 19103		PUBLIC CHARITY	UNRESTRICTED	12,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC CHARITY	UNRESTRICTED	50,000.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE #310 WHITE PLAINS, NY 10605		PUBLIC CHARITY	UNRESTRICTED	200.
NATIONAL RAMAH COMMISSION 3080 BROADWAY NEW YORK, NY 10027		PUBLIC CHARITY	UNRESTRICTED	100.
NORTH SUBURBAN SYNAGOGUE BETH EL 1175 SHERIDAN ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	UNRESTRICTED	10,000.
SANCTUARY FOR FAMILIES PO BOX 1406 WALL STREET STATION NEW YORK, NY 10268		PUBLIC CHARITY	UNRESTRICTED	1,730.
SEATTLE CHILDREN'S PLAYGROUND 1745 24TH AVENUE SOUTH SEATTLE, WA 98144		PUBLIC CHARITY	UNRESTRICTED	150,000.
SOLOMON SCHECHTER SCHOOL METRO CHICAGO 3210 DUNDEE ROAD NORTHBROOK, IL 60062		PUBLIC CHARITY	UNRESTRICTED	10,000.
Total from continuation sheets				

SITCHIN FOUNDATION INC.
C/O SALO AIZENBERG

26-0814762

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOLOMON SCHECHTER SCHOOL OF WEST 555 W HARTSDALE AVENUE HARTSDALE, NY 10530		PUBLIC CHARITY	UNRESTRICTED	72,500.
TEMPLE BETH HILLEL BETH EL 1001 REMINGTON ROAD WYNNWOOD, PA 19096		PUBLIC CHARITY	UNRESTRICTED	1,000.
TEMPLE ISRAEL CENTER 280 OLD MAMARONECK ROAD WHITE PLAINS, NY 10605		PUBLIC CHARITY	UNRESTRICTED	500.
THE HEBREW FREE BURIAL ASSOCIATION 224 W35TH STREET #300 NEW YORK, NY 10001		PUBLIC CHARITY	UNRESTRICTED	1,000.
THE USO P.O. BOX 96322 WASHINGTON, DC 20090		PUBLIC CHARITY	UNRESTRICTED	1,000.
UJA FEDERATION 130 E59TH STREET NEW YORK, NY 10022		PUBLIC CHARITY	UNRESTRICTED	360.
WALK TO CURE DIABETES/JRDF 26 BROADWAY NEW YORK, NY 10004		PUBLIC CHARITY	UNRESTRICTED	100.
Total from continuation sheets				

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

SOURCE	AMOUNT
BANK OF AMERICA	3.
FIDELITY	51,155.
FIDELITY ACCRUED INTEREST PAID	<36,776.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,382.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	801.	0.	801.
TOTAL TO FM 990-PF, PART I, LN 4	801.	0.	801.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOOK ROYALTY	1,965.	1,965.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,965.	1,965.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREENBERG TRAURIG	959.	288.		671.
TO FM 990-PF, PG 1, LN 16A	959.	288.		671.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARCUM, LLP	2,500.	750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	2,500.	750.		1,750.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	300.	0.		300.
BUSINESS REGISTRATION FEES	25.	0.		25.
WEBSITE EXPENSE	402.	0.		402.
IRS CERTIFICATION FEE	85.	0.		85.
DIRECTOR LIABILTY INSURANCE	723.	0.		723.
TO FORM 990-PF, PG 1, LN 23	1,535.	0.		1,535.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COPORATE STOCK	253,100.	249,806.
TOTAL TO FORM 990-PF, PART II, LINE 10B	253,100.	249,806.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,876,948.	1,897,875.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,876,948.	1,897,875.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 9

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF ZECHARIA SITCHIN

31 BLOOMINGDALE DRIVE
SCARSDALE, NY 10583