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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

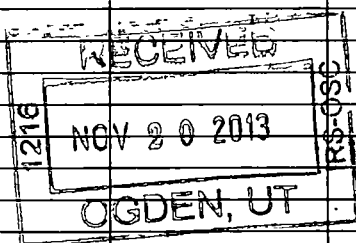
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation Empire State Foundation		A Employer identification number 30-0456687	
Number and street (or P O box number if mail is not delivered to street address) 100A Broadway		Room/suite 227	B Telephone number (see instructions)
City or town, state, and ZIP code Brooklyn, NY 11249		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply.		D 1. Foreign organizations, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,523,825		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		(Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	677,905			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	59,213	59,213		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	187,488			
b Gross sales price for all assets on line 6a 226,807				
7 Capital gain net income (from Part IV, line 2)		187,488		
8 Net short-term capital gain			187,488	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	924,606	246,701	187,488	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STM108	1,400			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STM110	438			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STM103	407			
24 Total operating and administrative expenses. Add lines 13 through 23	2,245	0		0
25 Contributions, gifts, grants paid	619,187			619,187
26 Total expenses and disbursements. Add lines 24 and 25	621,432	0		619,187
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	303,174			
b Net investment income (if negative, enter -0-)		246,701		
c Adjusted net income (if negative, enter -0-)			187,488	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		820,651	1,109,889	1,109,889
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STM118.			400,000	413,936	413,936
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,220,651	1,523,825	1,523,825
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 (attach schedule)				
	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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,220,651	1,523,825	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)			1,220,651	1,523,825	
31	Total liabilities and net assets/fund balances (see instructions)			1,220,651	1,523,825	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,220,651
2	Enter amount from Part I, line 27a	2	303,174
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,523,825
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,523,825

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	Life Insurance	P	2012-01-09	2012-11-28
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 226,807		39,319	187,488	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				187,488
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 }			2 187,488
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3 187,488

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 nonchantable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	425,626		
2010	314,523	43,094	7.298533
2009	217,150	606,299	0.358157
2008	489,828	355,027	1.379692
2007	3,200		
2 Total of line 1, column (d)			2 9.036382
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 1.807276
4 Enter the net value of nonchantable-use assets for 2012 from Part X, line 5			4 400,863
5 Multiply line 4 by line 3			5 724,470
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,467
7 Add lines 5 and 6			7 726,937
8 Enter qualifying distributions from Part XII, line 4			8 619,187

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total amount owed is 4,934.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes 'Yes' and 'No' columns.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of Telephone no. Located at ZIP+4
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
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Samuel Schwartz PO Box 1230 Monsey, NY 10952	Trustee	0	0	0
Bernard Schwartz PO Box 1230 Monsey, NY 10952	Trustee	0	0	0

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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 Sponsors children to attend private school and provide needy individuals with food and shelter	619,187
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	

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	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	406,968
d	Total (add lines 1a, b, and c)	1d	406,968
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	406,968
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,105
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	400,863
6	Minimum investment return. Enter 5% of line 5	6	20,043

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	20,043
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,934
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,934
3	Distributable amount before adjustments Subtract line 2c from line 1	3	15,109
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,109
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,109

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	619,187
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	619,187
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	619,187

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7			0	15,109
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,075			
b From 2008	472,085			
c From 2009	186,851			
d From 2010	312,533			
e From 2011	426,064			
f Total of lines 3a through e	1,399,608			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 619,187				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				15,109
e Remaining amount distributed out of corpus	604,078			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,003,686			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,075			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,001,611			
10 Analysis of line 9:				
a Excess from 2008	472,085			
b Excess from 2009	186,851			
c Excess from 2010	312,533			
d Excess from 2011	426,064			
e Excess from 2012	604,078			

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

1a 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)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), b (85% of line 2a), c (Qualifying distributions from Part XII), 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), 3 (Alternative tests: Assets, Endowment, Support).

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))
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.
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

<p>Recipient Name and address (home or business)</p>	<p>If recipient is an individual show any relationship to any foundation manager or substantial contributor</p>	<p>Foundation status of recipient</p>	<p>Purpose of grant or contribution</p>	<p>Amount</p>
<p>a Paid during the year See Attached List</p>	<p>None</p>	<p>Exempt</p>	<p>See Attached List</p>	<p>619,187</p>
<p>Total ▶ 3a</p>				<p>619,187</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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)?

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Firm's name, Firm's address, Firm's EIN, Phone no, PTIN.

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 Empire State Foundation	Employer identification number 30-0456687
--	---

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 foundation

Check 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).

Name of organization Empire State Foundation	Employer identification number 30-0456687
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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	NY Commercial Financial 100 Broadway Brooklyn, NY 11211	\$ 350,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Samuel Schwartz PO Box 1151 Monsey, NY 10952	\$ 70,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Berish Brauner 123 South 8 Brooklyn, NY 11211	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Erika Schwartz 105 Hewes Street Brooklyn, NY 11211	\$ 100,000	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)

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

Empire State Foundation

30-0456687

**Form 990PF, Part II, Line 13
Investments: Other Schedule**

Statement #118

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
Investments	<u>400,000</u>	<u>413,936</u>	<u>413,936</u>
Total	<u><u>400,000</u></u>	<u><u>413,936</u></u>	<u><u>413,936</u></u>

Federal Supporting Statements

2012 PG 01

Your Social Security Number

30-0456687

Name(s) as shown on return

Empire State Foundation

Statement #103

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Fees	250	0	0	0
Office	157	0	0	0
Totals	<u>407</u>	<u>0</u>	<u>0</u>	<u>0</u>

PG 01

Statement #108

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Accounting Fees	1,400	0	0	0
Totals	<u>1,400</u>	<u>0</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2012 PG 01

Your Social Security Number

30-0456687

Statement #110

Name(s) as shown on return

Empire State Foundation

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Excise Tax	438	0	0	0
Totals	438	0	0	0

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

Your Social Security Number

Empire State Foundation

30-0456687

Form 990PF, Part XV, Line 2
 Application Submission Information

990APP

Grant Program

Applicant Name
 Samuel Schwartz

Address
 100A Broadway Suite 227 Brooklyn NY 11249

Telephone

Email Address

Form & Content
 Organization or letter of recommendation from a organization

Submission Deadline
 None

Restrictions on Award
 None

EMPIRE STATE FOUNDATION

CHARITABLE CONTRIBUTIONS

FORM 990-PF

PART XV

Am Chay	\$	100.00
Asra Kadisha	\$	500.00
Bais Chuna	\$	550.00
Bais Haartzky Inc.	\$	1,500.00
Bais Hayotzer	\$	100.00
Bais Krula	\$	7,200.00
Bais Ruchel D'satmar	\$	8,000.00
Bais Sheindel	\$	125.00
Bais Shmiel	\$	1,000.00
Bais Yaakov	\$	500.00
Beer Miriam Charitable Foundation	\$	29,450.00
Beer Yitzchok	\$	5,300.00
Bikur Cholim	\$	400.00
Binyan Olam	\$	180.00
Binyan Yerushlaim	\$	1,500.00
Bnei Shimon Yisroel D'Shopron	\$	550.00
Bnei Yessoscher	\$	800.00
Bnos Yerushalayim	\$	750.00
Chayim Vchesed Inc.	\$	10,840.00
Chevra Osai Tzdokoh Vchesed Dsatmar Inc.	\$	9,570.00
Chevra Tomche Shabos	\$	1,780.00
Cio Of Argentino	\$	420.00
Cong Atzei Chaim	\$	5,500.00
Cong Bais Amrom	\$	360.00
Cong Beth David	\$	1,200.00
Cong Beth Medrash Chemed	\$	100.00
Cong Tolath Yakov	\$	800.00
Cong. Ateret Yeshuah Inc.	\$	2,025.00
Cong. Avnei Shlomo	\$	250.00
Cong. Bais Usher Mordchay	\$	500.00
Cong. Bais Yosef Tzvi Inc.	\$	2,850.00
Cong. Beis Nusen	\$	13,500.00
Cong. Beth Aharon D hadas	\$	6,230.00
Cong. Binyan David	\$	2,940.00
Cong. Binyan Tzvi	\$	250.00
Cong. Bnai Yoel Inc.	\$	120.00
Cong. Chasdie Ahavas Yisroel	\$	100.00
Cong. Chasidai Breslev	\$	250.00
Cong. Divrai Scmuel	\$	100.00
Cong. Ezras Yisroel	\$	200.00
Cong. Givas Pinchas	\$	500.00

Cong. Kahal Bais Usher Mordchi	\$	1,000.00
Cong. Keren Ezer	\$	2,000.00
Cong. Khal Rav Sholom	\$	500.00
Cong. Kol Yakov	\$	360.00
Cong. Kolliel Kinyen Torah	\$	360.00
Cong. Minchas yosef	\$	100.00
Cong. Mkoir Chaim	\$	350.00
Cong. Nachlas Moshe	\$	3,750.00
Cong. Ohel Torah	\$	1,170.00
Cong. Ohr Mair	\$	250.00
Cong. Rabeinu Yoel	\$	200.00
Cong. Sarah Bohoel	\$	31,250.00
Cong. Sedilkov	\$	250.00
Cong. Sharei Chesed	\$	100.00
Cong. Sharei Ezra Inc	\$	1,500.00
Cong. Siach Yutzchok	\$	500.00
Cong. Simchas Nesein	\$	700.00
Cong. Talmud Torah Breslev	\$	1,360.00
Cong. Tehilas Yoel	\$	250.00
Cong. Tiferes Yechezkel	\$	1,500.00
Cong. Toldos Adam	\$	630.00
Cong. Toldos Aharon	\$	460.00
Cong. Torah Tmima	\$	500.00
Cong. Toras Emachu	\$	180.00
Cong. V'yoel Moshe	\$	29,482.00
Cong. Yetev Lev D'Satmer	\$	82,560.00
Cong. Zichron Yoel Inc.	\$	250.00
Derech Pkidachv	\$	13,200.00
Eim Beyisroel	\$	2,900.00
Eizer Lbachurim	\$	250.00
Esras Yisroel	\$	620.00
G.M.H.	\$	500.00
Gemach Mordcha Tzvi	\$	360.00
Gemach Shmiel Zanvel	\$	7,700.00
Gemach Tehillas Yoel	\$	250.00
H.Y. Taimon	\$	1,690.00
Habein Yakir	\$	360.00
Hatzolah of Williamsburg	\$	360.00
Hisachdus Avreichem Of Khal V'Yoel Moshe D'satmar Monroe	\$	100.00
Hisachdus Avreichem Of Yetev Lev	\$	6,250.00
Ish Al Digloy	\$	500.00
Keren Chasanim	\$	150.00
Keren Eluzer	\$	260.00
Keren Ezer	\$	23,480.00
Keren Hatzolah	\$	2,600.00
Keren Marbe Chochme	\$	750.00
Keren Yagdil Torah	\$	250.00

Keren Yesomim Mekor Chaim	\$	300.00
Kipas Chasdei SZ	\$	1,120.00
Kol Simcha	\$	12,000.00
Kollel Atzei Chaim	\$	120.00
Kollel Avreichim UTA	\$	3,400.00
Kollel Mesifta	\$	2,500.00
Kollel Metzionim	\$	500.00
Kollel Shari Limud	\$	10,100.00
Kollel Vyoel Moshe Dsatmer	\$	7,250.00
Kollel Vyoel Moshe of Boro Park	\$	30,500.00
Kollel Williamsburg	\$	540.00
Kollel Yetev Lev D'Jerusalem	\$	9,000.00
Kollel Zichron Joseph	\$	1,000.00
Kollel Zichron Menacham	\$	860.00
Kupas Ezra	\$	6,050.00
Lomdei Torah Dchasidi Belz Machnifka	\$	250.00
Machneh Rav Tov	\$	22,900.00
Menuchas Hanefesh Dseagate	\$	100.00
Mercaz Kiriv	\$	3,000.00
Mesivta Nachlas Yakov Vien	\$	100.00
Mesivta Vyoel Moshe	\$	500.00
Mivtzar Hatorah	\$	3,500.00
Mosdos Chinuch Hayushen	\$	500.00
Mosdos Ramou	\$	1,500.00
Mosdos Satmer Bnei Brak	\$	2,500.00
Mosdos Vayoel Moshe Hasfardi	\$	10,720.00
Mosdos V'yoel Moshe	\$	13,360.00
Mosdos Yetev Lev of Antwerp	\$	250.00
Nevei Hachesed	\$	560.00
Oholai Yisroel	\$	250.00
Ohr Leishurim	\$	9,000.00
Ora Veshimcha	\$	360.00
Paila Yoetz	\$	500.00
Rov Chased	\$	33,280.00
Shari Tztoka Vchesed	\$	1,000.00
T.T. Nachlas Chaim Tashbar	\$	100.00
Talmud Torah D'Breslev	\$	750.00
Talmud Torah Tzfas	\$	180.00
Toldos Avrohom Yitzchok	\$	100.00
Torah V'chesed	\$	750.00
Toras Menachem	\$	4,600.00
Tov V'chesed	\$	12,160.00
Ubocharto Bachaim Funds Inc.	\$	2,000.00
United Mosdos Torah Veyirah	\$	400.00
United Talmudical Academy	\$	27,475.00
United Talmudical Seminary	\$	26,130.00
Yeshiva Toras Moshe	\$	1,250.00

Yetev Lev D'Jerusalem

\$ 10,990.00

Total

\$ 619,187.00

Purpose

House of Worship
Religious Institutions
Help for the indigent