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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: ROY LICHTENSTEIN FOUNDATION. A Employer identification number: 91-1898350. B Telephone number: (212) 255-4570. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 129,387,022. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	-5,763	80,931	80,931	
	2 Savings and temporary cash investments	1,567,184	1,173,691	1,173,691	
	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 page 15 of the 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	57,060	42,577	42,577	
	10a Investments—U S and state government obligations (attach schedule)	2,513,952 <input type="checkbox"/>	1,948,113	2,151,071	
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)	1,313,692 <input type="checkbox"/>	933,010	957,650	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ 412,223 Less accumulated depreciation (attach schedule) ▶ _____ 301,857	52,572 <input type="checkbox"/>	110,366	110,366	
15 Other assets (describe ▶ _____)	<input type="checkbox"/> 46,315,525 <input type="checkbox"/>	<input type="checkbox"/> 47,638,625 <input type="checkbox"/>	<input type="checkbox"/> 124,870,736		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	51,814,222	51,927,313	129,387,022		
Liabilities	17 Accounts payable and accrued expenses	18,386	11,487		
	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 ▶ _____)	<input type="checkbox"/> 11,418 <input type="checkbox"/>	<input type="checkbox"/> 3,735		
23 Total liabilities (add lines 17 through 22)	29,804	15,222			
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	51,784,418	51,912,091		
30 Total net assets or fund balances (see page 17 of the instructions)	51,784,418	51,912,091			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	51,814,222	51,927,313			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	51,784,418
2	Enter amount from Part I, line 27a	2	160,122
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	51,944,540
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	32,449
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,912,091

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)
1 a	\$134,000 US TREASURY NOTE 4.875%	P	2004-08-09	2012-05-15
b	\$126,000 US TREASURY NOTE 4.875%	P	2005-05-26	2012-02-15
c	\$375,000 FNMA BENCHMARK NOTES 4.375%	P	2005-01-26	2012-09-17
d	\$275,000 US TREASURY NOTE 4.0%	P	2005-05-26	2012-11-15
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	134,000		134,000	0
b	126,000		126,000	0
c	375,000		375,000	0
d	275,000		275,000	0
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) 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			0
b			0
c			0
d			0
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	0
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	0

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,010,242	5,828,196	0.344917
2010	1,841,275	6,932,681	0.265593
2009	1,854,680	7,551,708	0.245597
2008	1,625,830	9,528,626	0.170626
2007	1,417,926	10,894,910	0.130146

2	Total of line 1, column (d).	2	1.156879
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.231376
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,797,444
5	Multiply line 4 by line 3.	5	1,341,389
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	749
7	Add lines 5 and 6.	7	1,342,138
8	Enter qualifying distributions from Part XII, line 4.	8	2,225,776

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 page 18 of the 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	749
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	749
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	749
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	749
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	749
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	16
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16
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 type="checkbox"/>	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address LICHTENSTEINFOUNDATION.ORG	13	Yes	
14	The books are in care of THE FOUNDATION Telephone no (212) 255-4570 Located at 739 WASHINGTON STREET NEW YORK NY ZIP+4 100142042			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
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	No
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 20___, 20___, 20___, 20___		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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
See Additional Data Table				

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
CLARE P BELL C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 32 00	127,365	12,737	0
ANDREA THIEL C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 40 00	122,442	10,244	0
JUSTIN BRANCATO C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 32 00	96,549	7,655	0
EVAN RYER C/O LICHTENSTEIN FDTN 739 WASHINGTON NEW YORK, NY 10014	STAFF 40 00	78,379	5,838	0

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
CLEARY GOTTLIEB STEEN & HAMILTON LLP ONE LIBERTY PLAZA NEW YORK, NY 10006	LEGAL FEES	110,856
KEVIN RYAN C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	PHOTOGRAPHIC SERVICES	66,944
AVIS BERMAN C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	ORAL HISTORY PROJECT	62,332
GOLDGLIT & COMPANY LLP 499 SEVENTH AVENUE NEW YORK, NY 10018	ACCOUNTING FEES	57,802
SHELLEY LEE C/O LICHTENSTEIN FDTN 739 WASHINGTO ST NEW YORK, NY 10014	SHUNK-KENDER COPYRIGHT MANAGEMENT	50,000
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 ORAL HISTORY PROJECT-RECORDED INTERVIEWS WITH R LICHTENSTEIN ACQUAINTANCES, FAMILY, COLLECTORS, FRIENDS AND STAFF MEMBERS	64,046
2 CREATION OF CATALOGUE RAISONNE - MULTI VOLUME AND ELECTRONIC COMPREHENSIVE CATALOGUE DOCUMENTING ALL KNOWN ARTWORKS OF ROY LICHTENSTEIN	426,797
3 EXHIBITIONS OF ARTWORK OWNED BY THE ROY LICHTENSTEIN FOUNDATION -2012 AND 2013 EXHIBITIONS IN NEW YORK, ILLINOIS, AND WASHINGTON, DC	138,585
4 CATALOGING AND ARCHIVING PHOTOGRAPHIC MATERIAL PRODUCED BY HARRY SHUNK & JANOS KENDER TO PRESERVE & EXPAND NOT ONLY THE ARTISTIC LEGACY OF ROY LICHTENSTEIN BUT ALSO INFORMATION ABOUT THE ART & ARTISTS OF HIS TIME	119,986

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 page 24 of the instructions 3 _____ _____		
Total. Add lines 1 through 3.		0

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	4,345,259
b	Average of monthly cash balances.	1b	1,540,471
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,885,730
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	5,885,730
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	88,286
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,797,444
6	Minimum investment return. Enter 5% of line 5.	6	289,872

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,225,776
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,225,776
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	749
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,225,027

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
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	1,422,368			
b From 2008.	1,628,921			
c From 2009.	1,856,290			
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	4,907,579			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
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.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,907,579			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	1,422,368			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,485,211			
10 Analysis of line 9				
a Excess from 2008.	1,628,921			
b Excess from 2009.	1,856,290			
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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. 1998-10-05

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	74,855	77,881	143,458	377,585	673,779
b 85% of line 2a	63,627	66,199	121,939	320,947	572,712
c Qualifying distributions from Part XII, line 4 for each year listed	2,225,776	2,036,800	1,842,644	1,856,290	7,961,510
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,225,776	2,036,800	1,842,644	1,856,290	7,961,510
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	193,248	194,273	231,089	251,723	870,333
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization 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))

DOROTHY LICHTENSTEIN

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 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	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
Name and address (home or business)				
a <i>Paid during the year</i> INTERNATIONAL FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE SUITE 935 NEW YORK, NY 10110	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000
SOLOMON R GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,500
THE BROOKLYN MUSEUM 200 EASTERN PARKWAY BROOKLYN, NY 11238	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,500
THE MORGAN LIBRARY MUSEUM 225 MADISON AVENUE NEW YORK, NY 10016	NONE	PUBLIC FOUNDATION	PROMOTE THE ARTS THROUGH EDUCATION & RESEARCH	2,000
Total				9,000
b <i>Approved for future payment</i>				
Total				0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

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? Yes No

b If "Yes," complete the following schedule 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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name STEVEN P GOLDGLIT Preparer's Signature STEVEN P GOLDGLIT Date 2013-06-20 Check if self-employed PTIN P00092091 Firm's name GOLDGLIT & COMPANY LLP Firm's address 499 SEVENTH AVENUE - 14 SOUTH NEW YORK, NY 10018 Firm's EIN 32-0047135 Phone no (212) 868-7200

Form 990PF Part VIII Line 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
DOROTHY LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	PRESIDENT 5 00	0	0	0
CASSANDRA LOZANO C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	MANAGING DIRECTOR 20 00	115,000	11,500	0
DAVID H LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5 00	0	0	0
MITCHELL W LICHTENSTEIN C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	VICE PRESIDENT 5 00	0	0	0
WILLIAM JOHN COWART C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	EXECUTIVE DIRECTOR 40 00	325,000	32,500	0
STEVEN P GOLDGLIT C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	TREASURER 5 00	0	0	0
RUTH FINE C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	BOARD CHAIRMAN 5 00	0	0	0
LESLIE B SAMUELS C/O LICHTENSTEIN FDTN 739 WASHINGTON STREET NEW YORK, NY 10014	BOARD MEMBER 1 00	0	0	0
ELIZABETH BAKER 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0
MARIA MORRIS HAMBURG 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0
MICHAEL LOBEL 739 WASHINGTON STREET NEW YORK, NY 10014	DIRECTOR 5 00	0	0	0

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

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
ROY LICHTENSTEIN FOUNDATION

Employer identification number

91-1898350

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 33¹/₃% 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
ROY LICHTENSTEIN FOUNDATION

Employer identification number
91-1898350

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	DOROTHY LICHTENSTEIN C/O GOLDGLIT COMPANY 499 7TH AVENUE NEWYORK, NY 10018	\$ 2,346,100	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
ROY LICHTENSTEIN FOUNDATION

Employer identification number
91-1898350

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
ROY LICHTENSTEIN FOUNDATION

Employer identification number
91-1898350

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. See instructions.) ▶ \$
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
_____ _____	_____ _____

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return ROY LICHTENSTEIN FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 91-1898350
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	272

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	23,250
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		33,750	3 0	HY	S/L	5,625
b 5-year property		See Add'l Data				
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	35,057
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No
24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first)
(b) Date placed in service
(c) Business/investment use percentage
(d) Cost or other basis
(e) Basis for depreciation (business/investment use only)
(f) Recovery period
(g) Method/Convention
(h) Depreciation/deduction
(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)
26 Property used more than 50% in a qualified business use
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal(noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?
(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6
Yes No Yes No Yes No Yes No Yes No Yes No

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)
43 Amortization of costs that began before your 2012 tax year
44 Total. Add amounts in column (f) See the instructions for where to report

Additional Data

Software ID:

Software Version:

EIN: 91-1898350

Name: ROY LICHTENSTEIN FOUNDATION

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System:

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b 5-year property		2,040	5 0	HY	S/L	204
b 5-year property		1,648	5 0	HY	S/L	165
b 5-year property		2,982	5 0	HY	S/L	298
b 5-year property		1,740	5 0	HY	S/L	174
b 5-year property		3,314	5 0	HY	S/L	331
b 5-year property		3,376	5 0	HY	S/L	338
b 5-year property		44,000	5 0	HY	S/L	4,400

TY 2012 Accounting Fees Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	57,802	2,890	2,890	54,912

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	1999-08-19	17,846	17,846	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2000-07-01	11,151	11,151	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2001-07-01	23,134	23,134	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2001-07-01	8,127	8,127	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2003-11-25	3,196	3,196	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2004-06-30	2,786	2,786	SL	5 000000000000	0	0	0	
OFFICE EQUIPMENT	2005-06-30	8,855	8,223	SL	7 000000000000	632	0	0	
COMPUTER EQUIPMENT	2006-06-14	2,060	2,060	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-06-27	3,742	3,742	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-05-10	1,156	1,156	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-09-08	5,292	5,292	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-10-03	3,195	3,195	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2006-11-09	1,972	1,972	SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2007-01-12	3,422	3,078	SL	5 000000000000	344	0	0	
COMPUTER EQUIPMENT	2007-02-01	3,733	3,361	SL	5 000000000000	372	0	0	
COMPUTER EQUIPMENT	2007-03-30	3,611	3,249	SL	5 000000000000	362	0	0	
COMPUTER EQUIPMENT	2007-03-01	21,072	18,963	SL	5 000000000000	2,109	0	0	
COMPUTER EQUIPMENT	2007-05-03	4,080	3,808	SL	5 000000000000	272	0	0	
COMPUTER EQUIPMENT	2007-05-31	3,502	3,150	SL	5 000000000000	352	0	0	
COMPUTER EQUIPMENT	2007-07-12	3,039	2,736	SL	5 000000000000	303	0	0	
COMPUTER EQUIPMENT	2007-08-03	3,203	2,884	SL	5 000000000000	319	0	0	
COMPUTER EQUIPMENT	2007-08-30	2,726	2,453	SL	5 000000000000	273	0	0	
COMPUTER EQUIPMENT	2007-10-04	3,415	3,074	SL	5 000000000000	341	0	0	
COMPUTER EQUIPMENT	2007-11-01	3,855	3,470	SL	5 000000000000	385	0	0	
COMPUTER EQUIPMENT	2007-11-29	2,806	2,525	SL	5 000000000000	281	0	0	
FURNITURE & FIXTURES	2007-04-26	1,703	1,094	SL	7 000000000000	243	0	0	
COMPUTER EQUIPMENT	2008-09-05	3,625	1,267	SL	5 000000000000	362	0	0	
OFFICE EQUIPMENT	2008-11-06	411	102	SL	7 000000000000	29	0	0	
COMPUTER EQUIPMENT	2008-01-03	18,837	6,594	SL	5 000000000000	1,884	0	0	
COMPUTER EQUIPMENT	2008-02-04	3,201	1,120	SL	5 000000000000	320	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2008-03-06	1,715	599	SL	5 000000000000	171	0	0	
COMPUTER EQUIPMENT	2008-04-03	10,159	3,556	SL	5 000000000000	1,016	0	0	
COMPUTER EQUIPMENT	2008-05-01	4,561	1,596	SL	5 000000000000	456	0	0	
COMPUTER EQUIPMENT	2008-06-05	5,581	1,953	SL	5 000000000000	558	0	0	
COMPUTER EQUIPMENT	2008-06-11	14,800	5,180	SL	5 000000000000	1,480	0	0	
COMPUTER EQUIPMENT	2008-06-26	6,000	2,100	SL	5 000000000000	600	0	0	
COMPUTER EQUIPMENT	2008-07-03	4,998	1,750	SL	5 000000000000	500	0	0	
COMPUTER EQUIPMENT	2008-07-30	8,091	2,832	SL	5 000000000000	809	0	0	
COMPUTER EQUIPMENT	2008-10-02	8,324	2,912	SL	5 000000000000	832	0	0	
COMPUTER EQUIPMENT	2008-12-04	9,510	3,329	SL	5 000000000000	951	0	0	
FURNITURE & FIXTURES	2009-12-03	1,598	242	SL	7 000000000000	114	0	0	
FURNITURE & FIXTURES	2010-08-05	7,685	1,647	SL	7 000000000000	1,098	0	0	
FURNITURE & FIXTURES	2010-09-02	4,576	981	SL	7 000000000000	654	0	0	
STORAGE CABINETS	2010-12-16	9,000	1,929	SL	7 000000000000	1,286	0	0	
COMPUTER EQUIPMENT	2010-01-16	1,637	491	SL	5 000000000000	327	0	0	
COMPUTER EQUIPMENT	2010-02-08	1,786	536	SL	5 000000000000	357	0	0	
COMPUTER EQUIPMENT	2010-06-17	5,638	1,692	SL	5 000000000000	1,128	0	0	
COMPUTER EQUIPMENT	2010-07-14	5,634	1,690	SL	5 000000000000	1,127	0	0	
COMPUTER EQUIPMENT	2010-08-31	1,059	318	SL	5 000000000000	212	0	0	
COMPUTER EQUIPMENT	2010-09-09	2,010	603	SL	5 000000000000	402	0	0	
COMPUTER EQUIPMENT	2010-11-09	1,303	391	SL	5 000000000000	261	0	0	
COMPUTER EQUIPMENT	2011-04-13	4,523		SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2011-05-10	1,524		SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2011-06-30	4,943		SL	5 000000000000	0	0	0	
STORAGE UNITS	2011-02-10	9,750		SL	7 000000000000	0	0	0	
OFFICE FURNITURE	2011-06-09	1,534		SL	7 000000000000	0	0	0	
COMPUTER EQUIPMENT	2011-12-09	2,681		SL	5 000000000000	0	0	0	
COMPUTER EQUIPMENT	2012-03-09	2,040		SL	5 000000000000	204	0	0	
COMPUTER EQUIPMENT	2012-04-10	1,648		SL	5 000000000000	165	0	0	
COMPUTER EQUIPMENT	2012-07-09	2,982		SL	5 000000000000	298	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2012-08-28	1,740		SL	5 000000000000	174	0	0	
COMPUTER EQUIPMENT	2012-11-20	3,314		SL	5 000000000000	331	0	0	
COMPUTER EQUIPMENT	2012-12-11	3,376		SL	5 000000000000	338	0	0	
SHIPPING EQUIPMENT	2012-09-04	44,000		SL	5 000000000000	4,400	0	0	
COMPUTER SOFTWARE	2012-05-14	33,750		SL	3 000000000000	5,625	0	0	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US GOVERNMENT BONDS	933,010	957,650

**TY 2012 Investments Government
Obligations Schedule**

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

**US Government Securities - End of
Year Book Value:** 1,948,113

**US Government Securities - End of
Year Fair Market Value:** 2,151,071

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Land, Etc. Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	17,846	17,846	0	
COMPUTER EQUIPMENT	11,151	11,151	0	
COMPUTER EQUIPMENT	23,134	23,134	0	
OFFICE EQUIPMENT	8,127	8,127	0	
OFFICE EQUIPMENT	3,196	3,196	0	
COMPUTER EQUIPMENT	2,786	2,786	0	
OFFICE EQUIPMENT	8,855	8,855	0	
COMPUTER EQUIPMENT	2,060	2,060	0	
COMPUTER EQUIPMENT	3,742	3,742	0	
COMPUTER EQUIPMENT	1,156	1,156	0	
COMPUTER EQUIPMENT	5,292	5,292	0	
COMPUTER EQUIPMENT	3,195	3,195	0	
COMPUTER EQUIPMENT	1,972	1,972	0	
COMPUTER EQUIPMENT	3,422	3,422	0	
COMPUTER EQUIPMENT	3,733	3,733	0	
COMPUTER EQUIPMENT	3,611	3,611	0	
COMPUTER EQUIPMENT	21,072	21,072	0	
COMPUTER EQUIPMENT	4,080	4,080	0	
COMPUTER EQUIPMENT	3,502	3,502	0	
COMPUTER EQUIPMENT	3,039	3,039	0	
COMPUTER EQUIPMENT	3,203	3,203	0	
COMPUTER EQUIPMENT	2,726	2,726	0	
COMPUTER EQUIPMENT	3,415	3,415	0	
COMPUTER EQUIPMENT	3,855	3,855	0	
COMPUTER EQUIPMENT	2,806	2,806	0	
FURNITURE & FIXTURES	1,703	1,337	366	
COMPUTER EQUIPMENT	3,625	3,442	183	
OFFICE EQUIPMENT	411	337	74	
COMPUTER EQUIPMENT	18,837	17,897	940	
COMPUTER EQUIPMENT	3,201	3,041	160	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,715	1,628	87	
COMPUTER EQUIPMENT	10,159	9,652	507	
COMPUTER EQUIPMENT	4,561	4,333	228	
COMPUTER EQUIPMENT	5,581	5,302	279	
COMPUTER EQUIPMENT	14,800	14,060	740	
COMPUTER EQUIPMENT	6,000	5,700	300	
COMPUTER EQUIPMENT	4,998	4,749	249	
COMPUTER EQUIPMENT	8,091	7,687	404	
COMPUTER EQUIPMENT	8,324	7,906	418	
COMPUTER EQUIPMENT	9,510	9,035	475	
FURNITURE & FIXTURES	1,598	1,155	443	
FURNITURE & FIXTURES	7,685	2,745	4,940	
FURNITURE & FIXTURES	4,576	1,635	2,941	
STORAGE CABINETS	9,000	3,215	5,785	
COMPUTER EQUIPMENT	1,637	818	819	
COMPUTER EQUIPMENT	1,786	893	893	
COMPUTER EQUIPMENT	5,638	2,820	2,818	
COMPUTER EQUIPMENT	5,634	2,817	2,817	
COMPUTER EQUIPMENT	1,059	530	529	
COMPUTER EQUIPMENT	2,010	1,005	1,005	
COMPUTER EQUIPMENT	1,303	652	651	
COMPUTER EQUIPMENT	4,523	4,523	0	
COMPUTER EQUIPMENT	1,524	1,524	0	
COMPUTER EQUIPMENT	4,943	4,943	0	
STORAGE UNITS	9,750	9,750	0	
OFFICE FURNITURE	1,534	1,534	0	
COMPUTER EQUIPMENT	2,681	2,681	0	
COMPUTER EQUIPMENT	2,040	204	1,836	
COMPUTER EQUIPMENT	1,648	165	1,483	
COMPUTER EQUIPMENT	2,982	298	2,684	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,740	174	1,566	
COMPUTER EQUIPMENT	3,314	331	2,983	
COMPUTER EQUIPMENT	3,376	338	3,038	
SHIPPING EQUIPMENT	44,000	4,400	39,600	
COMPUTER SOFTWARE	33,750	5,625	28,125	

TY 2012 Legal Fees Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES ASSOCIATED WITH COPYRIGHT ISSUES	110,856	5,543	5,543	105,313

TY 2012 Other Assets Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK OWNED BY ROY LICHTENSTEIN FOUNDATION-PER ATTACHED	43,315,525	44,350,125	100,055,937
ROY LICHTENSTEIN ARCHIVE	1,000,000	1,000,000	1,000,000
SHUNK-KENDER ARCHIVE-PER ATTACHED	2,000,000	2,200,000	23,726,299
SECURITY DEPOSIT	0	88,500	88,500

TY 2012 Other Decreases Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Amount
NET LOSS ON SALES OF SECURITIES	32,449

TY 2012 Other Expenses Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	17,267	863	863	16,404
OUTSIDE SERVICES	207,432	0	0	207,432
INSURANCE	317,061	0	0	317,061
TELEPHONE & UTILITIES	3,253	163	163	3,090
PHOTOGRAPHY	64,357	0	0	64,357
EQUIPMENT RENTAL	14,986	749	749	14,237
COMPUTER EXPENSES	52,079	2,604	2,604	49,475
DUES, FEES & SUBSCRIPTIONS	6,309	631	631	5,678
REPAIRS & MAINTENANCE	1,811	0	0	1,811
POSTAGE & SHIPPING	63,166	3,158	3,158	60,008
CONSERVATION, FRAMING & STORAGE	118,227	0	0	118,227
ARCHIVE EXPENSES	23,437	0	0	23,437

TY 2012 Other Income Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	6,449	6,449	6,449

TY 2012 Other Liabilities Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	425	3,735
RETIREMENT PLAN PAYABLE	10,993	0

TY 2012 Other Professional Fees Schedule**Name:** ROY LICHTENSTEIN FOUNDATION**EIN:** 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACTUARIAL FEES	1,555	108	108	1,447
APPRAISAL FEES	13,371	0	0	13,371

TY 2012 Taxes Schedule

Name: ROY LICHTENSTEIN FOUNDATION

EIN: 91-1898350

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	62,639	2,821	2,821	59,818
DELAWARE ANNUAL REPORT	25	0	0	25