Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 2/01 **, 2012, and ending** 1/31 , 2013

THE LEON AND TOBY COOPERMAN
FAMILY FOUNDATION
C/O GITTELMAN & CO PC, PO BOX 2369
CLIFTON, NJ 07015-2369

A Employer identification number
13-3102941

B Telephone number (see the instructions)
(973) 778-8885

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $

J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	41,503,245.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	11,754,483.	11,754,483.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	3,695,963.	~~Statement 1~~		
b Gross sales price for all assets on line 6a 13,700,932.				
7 Capital gain net income (from Part IV, line 2)		3,630,971.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 2	3,096,557.	4,109,197.		
12 **Total.** Add lines 1 through 11	60,050,248.	19,494,651.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest	178,117.	178,117.		
18 Taxes (attach schedule)(see instrs) See Stm 3	254,106.	1,638.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	419,755.	419,326.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	851,978.	599,081.		
25 Contributions, gifts, grants paid Part XV	8,990,576.			8,990,576.
26 **Total expenses and disbursements.** Add lines 24 and 25	9,842,554.	599,081.	0.	8,990,576.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	50,207,694.			
b **Net investment income** (if negative, enter -0-)		18,895,570.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions.

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	22,437.	82,363.	
	2	Savings and temporary cash investments	2,699,164.	158,590.	
	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 sch) ►			
		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)	144,432,624.	196,191,656.	
	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)			
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)	72,315.		
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	147,226,540.	196,432,609.	0.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	110,681,844.	155,055,463.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	36,544,696.	41,377,146.	
	30	**Total net assets or fund balances** (see instructions)	147,226,540.	196,432,609.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	147,226,540.	196,432,609.	

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	147,226,540.
2	Enter amount from Part I, line 27a	2	50,207,694.
3	Other increases not included in line 2 (itemize) ► See Statement 5	3	176,036.
4	Add lines 1, 2, and 3	4	197,610,270.
5	Decreases not included in line 2 (itemize) ► See Statement 6	5	1,177,661.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	196,432,609.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	See Statement 7			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	3,630,971.
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 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 (column (b) divided by column (c))
2011	6,929,820.	147,484,147.	0.046987
2010	5,200,251.	104,965,701.	0.049542
2009	4,049,983.	77,023,952.	0.052581
2008	5,728,837.	108,688,606.	0.052709
2007	6,730,780.	149,383,618.	0.045057

2	**Total** of line 1, column (d)	2	0.246876
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	0.049375
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	174,151,599.
5	Multiply line 4 by line 3	5	8,598,735.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	188,956.
7	Add lines 5 and 6	7	8,787,691.
8	Enter qualifying distributions from Part XII, line 4	8	8,990,576.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	188,956.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	188,956.
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	188,956.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — **6 a** 246,000.		
b	Exempt foreign organizations – tax withheld at source — **6 b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6 c**		
d	Backup withholding erroneously withheld — **6 d**		
7	Total credits and payments. Add lines 6a through 6d	7	246,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	57,028.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 57,028. **Refunded** ►	11	0.

Part VII-A **Statements Regarding Activities**

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► GITTELMAN & COMPANY, P.C. Telephone no ► (973) 778-8885

Located at ► 300 COLFAX AVENUE CLIFTON NJ ZIP + 4 ► 07013

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	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.

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ 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)		2 b	N/A	
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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

5 a 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)? **5 b** N/A

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? N/A ☐ **Yes** ☐ **No**

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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? **6 b** X

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7 b**

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 Statement 8		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 ►		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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
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 N/A	
2	
All other program-related investments See 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		1 a	175,356,366.
b	Average of monthly cash balances		1 b	1,447,288.
c	Fair market value of all other assets (see instructions)		1 c	
d	**Total** (add lines 1a, b, and c)		1 d	176,803,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	176,803,654.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	2,652,055.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	174,151,599.
6	**Minimum investment return.** Enter 5% of line 5		6	8,707,580.

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	8,707,580.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a 188,956.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c	Add lines 2a and 2b		2 c	188,956.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,518,624.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	8,518,624.
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	8,518,624.

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	1 a	8,990,576.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,990,576.
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	188,956.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,801,620.

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					8,518,624.
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					
b From 2008	494,028.				
c From 2009	338,219.				
d From 2010	86,794.				
e From 2011					
f Total of lines 3a through e		919,041.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 8,990,576.					
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					8,518,624.
e Remaining amount distributed out of corpus		471,952.			
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		1,390,993.			
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)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,390,993.			
10 Analysis of line 9					
a Excess from 2008	494,028.				
b Excess from 2009	338,219.				
c Excess from 2010	86,794.				
d Excess from 2011					
e Excess from 2012	471,952.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test – enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Statement 9

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

None

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

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

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

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE CONTRIBUTIONS LIST SEE ATTACHED VARIOUS, NJ 07015	NONE	N/A	VARIOUS	8,990,576.
Total			► 3a	8,990,576.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	11,754,483.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900099	64,992.	18	3,492,612.	138,359.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 11		-1,012,640.		4,109,197.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-947,648.		19,356,292.	138,359.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 18,547,003.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date: 7/12/2013	Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mark I. Gittelman, CPA	Mark I. Gittelman, CPA	7/8/13		P00059708

Firm's name ▶ Gittelman & Company P.C.

Firm's EIN ▶ 22-2377538

Firm's address ▶ P.O. Box 2369
Clifton, NJ 07015-2369

Phone no (973) 778-8885

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 THE LEON AND TOBY COOPERMAN FAMILY FOUNDATION

Employer identification number 13-3102941

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).

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 2 of **Part I**

Name of organization
THE LEON AND TOBY COOPERMAN

Employer identification number
13-3102941

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 10,290,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 3,039,496.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 4,114,375.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 16,065,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 955,374.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 3,530,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 2 of 2 of **Part 1**

Name of organization	Employer identification number
THE LEON AND TOBY COOPERMAN	13-3102941

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	LEON COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	$ 3,508,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

THE LEON AND TOBY COOPERMAN

Employer identification number

13-3102941

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
1	1,000,000 shares KKR	$ 10,290,000.	11/28/12
2	52,064 shares ADP	$ 3,039,496.	9/17/12
3	125,000 shares Atlas Energy	$ 4,114,375.	12/26/12
4	1,500,000 shares KKR Financial Holdings	$ 16,065,000.	12/20/12
5	158,700 shares Arbor Realty	$ 955,374.	12/28/12
6	100,000 shares Linn Energy	$ 3,530,500.	12/28/13

Name of organization

THE LEON AND TOBY COOPERMAN

Employer identification number

13-3102941

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
7	100,000 shares Linn Energy	$ 3,508,500.	12/31/12

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

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

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

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

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

Name of organization
THE LEON AND TOBY COOPERMAN

Employer identification number
13-3102941

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 total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

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
	N/A		

(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

To: Mark Gittelman

The Leon and Toby Cooperman Family Foundation Contributions for the Year 2/1/12-1/31/13

Check Cleared	Check No.	Date	Organization	Contribution Amount
x	3131	2/1/12	Congregation B'Nai Jeshurun Short Hills, NJ	202,622.00
x	3132	2/1/12	Conservation International Arlington VA	100,000.00
x	3133	2/1/12	Jewish Community Foundation of MetroWest NJ Whippany, NJ	1,000,000.00
x	3134	2/1/12	Damon Runyon Cancer Research Foundation New York, NY	200,000.00
x	3135	2/1/12	Damon Runyon Cancer Research Foundation New York, NY	205,835.00
x	3136	2/1/12	The Museum of Modern Art New York, NY	25,000.00
x	3137	2/1/12	Robin Hood Foundation New York, NY	250,000.00
x	3138	2/1/12	NYU Langone Medical Center New York, NY	1,000.00
x	3139	2/1/12	Wild Salmon Center Portland, OR	10,000.00
x	3140	2/1/12	The Bachmann-Strauss Dystonia & Parkinson Foundation New York, NY	1,000.00
x	3141	2/1/12	Friends of Israel Defense Forces (FIDF) Boca Raton, FL	20,000.00
x	3142	2/1/12	Newark History Society Newark, NJ "Newark Archives Pilot Project"	2,500.00
x	3143	2/1/12	United Way of Millburn-Short Hills Millburn, NJ	1,000.00
x	3144	2/1/12	USC Shoah Foundation Institute Los Angeles, CA	5,000.00
x	3145	2/1/12	New Jersey Symphony Orchestra Newark, NJ	1,000.00
x	3146	2/1/12	The Baruch College Fund New York, NY	1,000.00
x	3147	2/8/12	Memorial Sloan Kettering Neuro-Oncology Research Fund New York, NY	500.00
x	3148	2/8/12	Harvard Business School Club of New York (HBSCNY) New York, NY	2,500.00
x	3149	2/8/12	Lincoln Center for the Performing Arts	500.00

			New York, NY	
X	3150	2/8/12	United Jewish Appeal of MetroWest New Jersey Whippany, NJ	5,000.00
X	3151	2/8/12	The Boys & Girls Clubs of Newark Newark, NJ	25,000.00
X	3152	2/8/12	Fordham Founder's Presidential Scholarship Fund New York, NY	2,500.00
X	3153	2/8/12	RAJE (The Russian American Jewish Experience) Brooklyn, NY	5,000.00
X	3154	2/11/12	The New York Public Library New York, NY	8,400.00
X	3155	2/11/12	Jewish Federation of South Palm Beach County Boca Raton, FL	5,000.00
X	3156	2/27/12	St. Baldrick's Foundation Monrovia, CA	500.00
X	3157	2/27/12	Israel Sports Exchange Parsippany, NJ	10,000.00
X	3158	2/27/12	Harlem Children's Zone New York, NY	25,000.00
X	3159	2/27/12	Jewish Family Service of MetroWest (JFS Florham Park, NJ	1,000.00
X	3160	2/29/12	Columbia Business School New York, NY	25,000.00
X	3161	3/6/12	University of Massachusetts Lowell Lowell, MA	5,000.00
X	3162	3/6/12	St. Baldrick's Foundation Monrovia, CA	500.00
X	3163	3/19/12	JerusalemOnlineU.com New York, NY	5,000.00
X	3164	3/22/12	Boston College Tribute Dinner Chestnut Hill, MA	10,000.00
X	3165	3/24/12	Creative Alternative of New York New York, NY	500.00
X	3166	3/24/12	UJA-Federation of New York New York, NY	1,000.00
X	3167	3/28/12	Seton Hall University South Orange, NJ	5,000.00
X	3168	4/3/12	Burr and Burton Academy Manchester, VT	10,000.00
X	3169	4/3/12	Arthur I. Meyer Jewish Academy West Palm Beach, FL	5,000.00
X	3170	4/9/12	Rachel Coalition Florham Park, NJ	1,000.00
This voided – rewritten to Adolph & Rose Levis JCC – Chk #3172	3171	4/9/12	Phyllis & Harvey Sandler Center for Jewish Life Enhancement - $1800.	0.00

X	3172	4/9/12	Adolph & Rose Levis JCC Boca Raton, FL	1,800.00
X	3173	4/9/12	International Rescue Committee New York, NY	25,000.00
X	3174	4/9/12	NJ Seeds Newark, NJ	500.00
X	3175	4/9/12	Trickle Up New York, NY	500.00
X	3176	4/9/12	Eagles' Wings Clarence, NY	1,000.00
X	3177	4/9/12	The Jewish Museum New York, NY	10,000.00
X	3178	4/9/12	Hunter College Foundation, Inc. New York, NY	2,500.00
X	3179	4/9/12	UJA of Metrowest NJ Whippany, NJ	82,000.00
X	3180	4/9/12	The Foundation for Diabetes Research Livingston, NJ	500.00
X	3181	4/9/12	New Jersey Performing Arts Center Newark, NJ	258,200.00
X	3182	4/9/12	Conservation International Arlington, VA	100,000.00
X	3183	4/9/12	Hands on Tzedakah (HOT) Boca Raton, FL	1,000.00
X	3184	4/10/12	Simon Wiesenthal Center New York, NY	5,000.00
X	3185	4/10/12	Seeds of Peace New York, NY	1,000.00
X	3186	4/16/12	Community Impact New York, NY	500.00
X	3187	4/16/12	American Conference on Diversity New Brunswick, NJ	5,000.00
X	3188	4/18/12	BuildOn Stamford, CT	25,000.00
X	3189	4/23/12	Crohn's & Colitis Foundation of America (CCFA) Manalapan, NJ	400.00
X	3190	4/24/12	Horace Mann School Bronx, NY	5,000.00
X	3191	4/27/12	Asian Relief Inc. Annapolis MD	250.00
X	3192	4/28/12	Harlem Village Academies New York, NY	1,000.00
X	3193	4/28/12	Harlem RBI New York, NY	1,000.00
X	3194	4/28/12	The Actors Fund New York, NY	2,500.00
X	3195	4/28/12	Greater New York Councils, Boy Scouts of America New York, NY	2,280.00

X	3196	5/15/12	American Associates, Ben-Gurion University of the Negev New York, NY	10,000.00
X	3197	5/15/12	JASA (Jewish Association Serving the Aging) New York, NY	500.00
X	3198	5/15/12	SMBC Foundation (St. Barnabas Medical Center Foundation) West Orange, NJ	1,000.00
X	3199	5/15/12	Boys Town Jerusalem Roseland, NJ	6,000.00
X	3200	5/15/12	The Bachmann-Strauss Dystonia & Parkinson Foundation, Inc. New York, NY	5,000.00
X	3201	5/16/12	Columbia Business School New York, NY	1,000,000.00
X	3202	5/16/12	Jewish Community Foundation of MetroWest New Jersey Whippany NJ	945,000.00
X	3203	5/21/12	Mental Health Association of Essex County Montclair, NJ	250.00
X	3204	5/26/12	Damon Runyon Cancer Research Foundation New York, NY	63,000.00
X	3205	5/26/12	American Friends of the Jaffa Institute New York, NY	2,500.00
X	3206	5/26/12	A Better Chance New York, NY	1,000.00
X	3207	6/4/12	New Jersey Division of Consumer Affairs $30.00	0.00
X	3208	6/4/12	Cure Breast Cancer Foundation, Inc. Clifton, NJ	500.00
X	3209	6/4/12	The Keystone Center Keystone, CO	1,000.00
X	3210	6/4/12	American Friends of the Israel Museum New York, NY	3,000.00
X	3211	6/4/12	The Speyer Legacy School New York, NY	1,000.00
X	3212	6/11/12	Jewish Community House of Bensonhurst Brooklyn, NY	1,000.00
X	3213	6/11/12	The New York Academy of Medicine New York, NY	500.00
X	3214	6/12/12	Jewish Federation of South Palm Beach County Boca Raton, FL	5,000.00
X	3215	6/12/12	Jewish National Fund New York, NY	250.00
X	3216	6/26/12	JESPY House South Orange, NJ	500.00
X	3217	7/2/12	iMentor New York, NY	1,000.00
X	3218	7/5/12	Council for Opportunity in Education	10,000.00

			Washington, DC	
X	3219	7/16/12	Yale University New Haven, CT	5,000.00
X	3220	7/19/12	Rush Philanthropic Arts Foundation New York, NY	2,000.00
X	3221	7/20/12	Young Audiences, Inc. New York, NY	10,000.00
X	3222	7/24/12	American Jewish Committee New York, NY	25,000.00
X	3223	8/15/12	Museum of Jewish Heritage New York, NY	360.00
X	3224	8/15/12	Lymphoma Research Foundation New York, NY	5,000.00
X	3225	8/15/12	Aish Center New York, NY	1,000.00
X	3226	8/20/12	Columbus Citizens Foundation, Inc. New York, NY	3,000.00
X	3227	8/27/12	York Street Project Jersey City, NJ	500.00
X	3228	8/27/12	K9's 4COPs Houston, TX	1,000.00
X	3229	8/27/12	Yale University New Have, CT	5,000.00
X	3230	9/4/12	Damon Runyon Cancer Research Foundation New York, NY	400,000.00
X	3231	9/4/12	Jewish Community Foundation of Metrowest NJ Whippany, NJ	1,000,000.00
X	3232	9/4/12	Manchester Community Library, dba Mark Skinner Library Manchester VT	100,000.00
X	3233	9/12/12	Success Academy Charter Schools New York, NY	1,000.00
X	3234	9/15/12	AJCongress New York, NY	1,000.00
X	3235	9/19/12	Facing History and Ourselves New York, NY	5,000.00
X	3236	9/27/12	United Way of Hudson Country Maplewood, NJ	5,000.00
X	3237	9/27/12	New Jersey Heroes Mendham, NJ	25,000.00
X	3238	10/2/12	United States Holocaust Memorial Museum New York, NY	2,500.00
X	3239	10/9/12	New York Public Radio New York, NY	1,000.00
X	3240	10/9/12	NYU Steinhardt New York, NY	10,000.00
X	3241	10/10/12	The Marine Corps Law Enforcement Foundation New York, NY	2,500.00

X	3242	10/22/12	The Jewish Foundation for the Righteous New York, NY	1,000.00
X	3243	10/24/12	YMCA of Newark and Vicinity Newark, NJ	500.00
X	3244	10/26/12	New-York Historical Society New York, NY	1,000.00
X	3245	11/21/12	American Red Cross Fairfield, NJ	100,000.00
X	3246	11/21/12	Network for Teaching Entrepreneurship Philadelphia, PA	2,500.00
X	3247	11/21/12	Portfolios with Purpose New York, NY	10,000.00
X	3248	11/21/12	Harold Grinspoon Foundation – PJ Library West Springfield, MA	100,000.00
X	3249	11/26/12	Yale University New Haven, CT	10,000.00
X	3250	11/26/12	National Foundation for Facial Reconstructions New York, NY	250.00
X	3251	11/26/12	Prep for Prep New York, NY	1,000.00
X	3252	11/26/12	Crohn's & Colitis Foundation of America (CCFA) 12,500 New York NY; 12,500 Manalapan NJ	25,000.00
X	3253	11/26/12	Lawyers for Children, Inc. New York, NY	1,000.00
X	3254	11/28/12	Athelas Therapeutic Riding, Inc. Otego, NY	5,000.00
X	3255	12/1/12	The Andy Bovin Memorial Fund Summit, NJ	500.00
X	3256	12/1/12	United Way of Millburn-Short Hills Millburn, NJ	1,000.00
X	3257	12/4/12	Imagination Production, Inc. New York, NY	100,000.00
X	3258	12/4/12	American Friends of Magen David Adom Palm Beach Gardens, FL	500.00
X	3259	12/4/12	Wall Street Synagogue New York, NY	100.00
X	3260	12/8/12	Citizens Committee for Children of New York New York, NY	250.00
X	3261	12/8/12	KIPP NY, Inc. New York, NY	5,000.00
X	3262	12/8/12	Lymphoma Research Foundation New York, NY	300.00
X	3263	12/8/12	Jewish Federation of South Palm Beach County Boca Raton, FL	5,000.00

X	3264	12/17/12	Congregation B'Nai Jeshuran Short Hills, NJ	32,032.13
X	3265	12/17/12	Congregation B'Nai Jeshuran Short Hills, NJ	202,747.00
X	3266	1/3/13	Boca Raton Regional Hospital Foundation Boca Raton, FL	20,000.00
Stop payment made on 1/17/13 as buildOn did not receive. Check 3281 reissued	3267	1/3/13	buildOn Stamford, CT ($25,000)	0.00
X	3268	1/3/13	Columbia Business School New York, NY	1,000,000.00
X	3269	1/3/13	Conservation International Arlington, VA	200,000.00
X	3270	1/3/13	Friends of Israel Defense Forces Boca Raton, FL	20,000.00
X	3271	1/3/13	Hunts Point Alliance for Children Bronx, NY	25,000.00
Stop payment made 1/18/13; Check 3282 reissued.	3272	1/3/13	New Jersey Performing Arts Center Newark, NJ ($200,000)	0.00
X	3273	1/3/13	USC Shoah Foundation Institute Los Angeles, CA	5,000.00
X	3274	1/3/13	Manchester Community Library, dba Mark Skinner Library Manchester, VT	100,000.00
X	3275	1/3/13	Harold Grinspoon Foundation – PJ Library West Springfield, MA	100,000.00
X	3276	1/3/13	American Jewish Committee New York, NY	25,000.00
X	3277	1/3/13	Columbia Business School New York, NY	5,000.00
X	3278	12/18/12	Aish Ha Torah New York, NY	250.00
X	3279	12/22/12	Guild Hall East Hampton, NY	25,000.00
X	3280	1/14/13	Robin Hood Foundation New York, NY	250,000.00
X	3281	1/18/13	buildOn Stamford, CT	25,000.00
X	3282	1/18/31	New Jersey Performing Arts Center Newark, NJ	200,000.00
TOTAL				$8,990,576.13

Total Charitable Contributions Made From 2/1/12 through 1/31/13 - $8,990,576.13

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description: KKR FINANCIAL HOLDINGS
Date Acquired: Various
How Acquired: Purchase
Date Sold: Various
To Whom Sold:
Gross Sales Price: 15,598.
Cost or Other Basis: 0.
Basis Method: Cost
Gain (Loss) 15,598.

Description: KKR FINANCIAL HOLDINGS
Date Acquired: Various
How Acquired: Purchase
Date Sold: Various
To Whom Sold:
Gross Sales Price: 49,394.
Cost or Other Basis: 0.
Basis Method: Cost
Gain (Loss) 49,394.

Total $ 64,992.

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ACCRETION	$ 302,816.	$ 302,816.	
ATLAS ENERGY LP	-112,355.		
ATLAS PIPELINE PARTNERS	-160,713.	-2.	
ATLAS RESOURCE PARTNERS L	163.		
CROSSTEX ENERGY LP	-22,361.	12.	
ELLINGTON FINANCIAL LLC	137,052.	137,052.	
INCOME FROM JANA	52,575.	52,575.	
KKR FINANCIAL HOLDINGS	33,626.	-138,209.	
KODIAK	320.	320.	
LINN ENERGY	-663,309.		
MISCELLANEOUS FEE INCOME	40,317.	40,317.	
OAKTREE CAPITAL GROUP LLC	-133.	-133.	
OMEGA CHARITABLE PARTNERS	3,364,041.	3,683,281.	
STAR ASIA SPV LLC	127,510.	29,326.	
TEEKAY LNG PARTNERS	-2,992.	1,842.	
Total	$ 3,096,557.	$ 4,109,197.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CURRENT YEAR ESTIMATES	$ 246,000.			
FOREIGN TAXES	1,608.	$ 1,608.		
NJ TAXES	30.	30.		
PRIOR YEAR TAXES	6,468.			
Total	$ 254,106.	$ 1,638.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CHARITABLE CONTRIBUTIONS FROM K1	$ 53.	$ 53.		
DEPLETION	6,320.	6,320.		
NONDEDUCTIBLE EXPENSES	429.			
PORTFOLIO DEDUCTIONS	164,791.	164,791.		
SECTION 59(E)(2) EXPENSES	248,162.	248,162.		
Total	$ 419,755.	$ 419,326.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

PRIOR PERIOD ADJUSTMENT	$ 176,036.
Total	$ 176,036.

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED APPRECIATION ON DONATED SECURITIES	$ 1,177,661.
Total	$ 1,177,661.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1000000 ATLAS PIPLINE PARTNERS	Purchased	1/26/2009	2/03/2012
2	2000000 KEMPER CORPORATION 6%, 5/15/17	Purchased	3/24/2009	3/01/2012
3	.86 ATLAS RESOURCE PARTNERS LP CMN	Purchased	2/18/2011	3/14/2012
4	485000 CENVEO INC 7.875%, 12/1/13	Purchased	3/01/2011	3/28/2012
5	1000000 CHARTER COMM OPT LLC/CAP STEP 4/30/12	Purchased	3/20/2006	4/30/2012
6	17064 AUTOMATIC DATA PROCESSING INC CMN	Purchased	9/15/2011	9/26/2012
7	3882 OAKTREE CAPITAL GROUP LLC CMN	Purchased	8/15/2012	1/03/2013
8	5000 AUTOMATIC DATA PROCESSING INC CMN	Purchased	Various	1/09/2013
9	COBALT OFFSHORE FUND LMT	Purchased	Various	Various
10	JANA	Purchased	Various	Various
11	ATLAS PIPELINE PARTNERS LP	Purchased	Various	Various
12	ATLAS ENERGY LP	Purchased	Various	Various
13	ATLAS PIPELINE PARTNERS LP	Purchased	Various	Various
14	ATLAS ENERGY LP	Purchased	Various	Various
15	NET SECTION 1231 FROM PASSTHROUGHS	Purchased	Various	Various
16	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
17	KKR FINANCIAL HOLDINGS	Purchased	Various	Various
18	OMEGA CHARITABLE PARTNERSHIP LP	Purchased	Various	Various
19	OMEGA CHARITABLE PARTNERSHIP LP	Purchased	Various	Various
20	OAKTREE CAPITAL GROUP LLC CMN	Purchased	Various	Various
21	OAKTREE CAPITAL GROUP LLC CMN	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	1072500.		759,566.	312,934.				$ 312,934.
2	2105000.		1465916.	639,084.				639,084.
3	24.		0.	24.				24.
4	486,213.		474,625.	11,588.				11,588.
5	1000000.		1005000.	-5,000.				-5,000.
6	990,876.		852,517.	138,359.				138,359.
7	176,552.		152,325.	24,227.				24,227.
8	294,622.		64,097.	230,525.				230,525.
9	3319280.		2582795.	736,485.				736,485.
10	3565388.		2623489.	941,899.				941,899.
11	0.		3,315.	-3,315.				-3,315.
12	0.		532.	-532.				-532.
13	505.		0.	505.				505.
14	324.		0.	324.				324.
15	0.		20,792.	-20,792.				-20,792.
16	7,442.		0.	7,442.				7,442.
17	20,275.		0.	20,275.				20,275.
18	176,886.		0.	176,886.				176,886.
19	394,462.		0.	394,462.				394,462.
20	1,093.		0.	1,093.				1,093.
21	24,498.		0.	24,498.				24,498.
							Total	$ 3630971.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
LEON G. COOPERMAN 17024 BROOKWOOD DRIVE BOCA RATON, FL 33496	Trustee 0	$ 0.	$ 0.	$ 0.
TOBY F. COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
MICHAEL S. COOPERMAN PO BOX 230 MANCHESTER, VT 05255	Trustee 0	0.	0.	0.
WAYNE M. COOPERMAN 56 LAKE ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
JODI COOPERMAN 56 LAKE ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 9
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

LEON G. COOPERMAN
TOBY F. COOPERMAN

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	LEON AND TOBY COOPERMAN FAMILY FOUNDATIO
Name:	LEON COOPERMAN
Care Of:	GITTELMAN & COMPANY
Street Address:	PO BOX 2369
City, State, Zip Code:	CLIFTON, NJ 07015
Telephone:	
E-Mail Address:	
Form and Content:	WRITTEN SPECIFYING PURPOSE
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

Statement 11
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Business Code	(B) Unrelated Business Amount	(C) Exclusion Code	(D) Excluded Amount	(E) Related or Exempt Function
ACCRETION			14	$ 302,816.	
ATLAS ENERGY LP	211110	$ -112,355.	14		
ATLAS PIPELINE PARTNERS	211110	-160,711.	14	-2.	
ATLAS RESOURCE PARTNERS L	211110	163.			
CROSSTEX ENERGY LP	211110	-22,373.	1	12.	
ELLINGTON FINANCIAL LLC			1	137,052.	
INCOME FROM JANA			1	52,575.	
INCOME-COBALT			14		
KKR FINANCIAL HOLDINGS			15		
KKR FINANCIAL HOLDINGS	900000	171,835.	14	-138,209.	
KODIAK			14	320.	
LINN ENERGY	211110	-663,309.	14		
MISCELLANEOUS FEE INCOME			14	40,317.	
OAKTREE CAPITAL GROUP LLC			1	-133.	
OID			14		
OMEGA CHARITABLE PARTNERS	211110	-319,240.	1	3,683,281.	
STAR ASIA SPV LLC			1		
STAR ASIA SPV LLC	531390	98,184.	16	29,326.	
TAX REFUND			1		
TEEKAY LNG PARTNERS	211110	-4,834.	14	1,842.	
Total		$ -1012640.		$ 4,109,197.	$ 0.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

►**File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LEON AND TOBY COOPERMAN FAMILY FOUNDATION	Employer identification number (EIN) or 13-3102941
	Number, street, and room or suite number If a P O box, see instructions C/O GITTELMAN & CO PC, PO BOX 2369	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLIFTON, NJ 07015-2369	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GITTELMAN & COMPANY, P.C.

Telephone No ► (973) 778-8885 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 9/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20 ____ or

► ☒ tax year beginning 2/01 , 20 12 , and ending 1/31 , 20 13 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3 a**	$ 188,956.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3 b**	$ 246,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3 c**	$ 0.

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