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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

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP
% MR JOSEPH S STEINBERG

A Employer identification number
13-7002791

Number and street (or P O box number if mail is not delivered to street address) Room/suite
315 PARK AVENUE SOUTH 20TH FLR
Suite

B Telephone number (see instructions)

City or town, state, and ZIP code
NEW YORK, NY 100103607

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 48,657,291

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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 (attach schedule)	3,126,500			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	2,361,783	2,355,084		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,877,650			
	b	Gross sales price for all assets on line 6a 15,438,610				
	7	Capital gain net income (from Part IV, line 2)		1,877,650		
	8	Net short-term capital gain			163,458	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-153,718	-153,718		
	12	**Total.** Add lines 1 through 11	7,212,220	4,079,021	163,458	
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 schedule)	10,000	0	0	0
	c	Other professional fees (attach schedule)	232,839	232,839		
	17	Interest	9,866	9,866		
	18	Taxes (attach schedule) (see instructions)	93,453	13,842		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,815			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	351,973	256,547	0	0
	25	Contributions, gifts, grants paid	4,066,338			4,066,338
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,418,311	256,547	0	4,066,338
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,793,909			
	b	**Net investment income** (if negative, enter -0-)		3,822,474		
	c	**Adjusted net income** (if negative, enter -0-)			163,458	

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	5,336,591	2,078,975	2,078,975
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,864,799	12,769,764	12,222,012
	c	Investments—corporate bonds (attach schedule)	24,198,630	29,344,185	28,105,496
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,813,848	5,319,400	6,250,808
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	47,213,868	49,512,324	48,657,291
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	47,213,868	49,512,324	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	47,213,868	49,512,324	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	47,213,868	49,512,324	

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	47,213,868
2	Enter amount from Part I, line 27a	2	2,793,909
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	50,007,777
5	Decreases not included in line 2 (itemize) ▶	5	495,453
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	49,512,324

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	1,877,650
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	163,458

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	3,656,584	43,026,164	0 084985
2010	3,764,468	41,635,329	0 090415
2009	3,145,114	39,778,915	0 079065
2008	3,613,461	44,189,002	0 081773
2007	3,583,693	47,455,657	0 075517

2	**Total** of line 1, column (d)	2	0 411755
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 082351
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	44,934,603
5	Multiply line 4 by line 3	5	3,700,409
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,225
7	Add lines 5 and 6	7	3,738,634
8	Enter qualifying distributions from Part XII, line 4	8	4,066,338

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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			1	38,225
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	
3	Add lines 1 and 2			3	38,225
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	38,225
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	78,861		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	103,861
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	65,636
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 65,636	**Refunded** ▶		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?	1a		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)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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?	13	Yes	

Website address ▶

14 The books are in care of ▶MR JOSEPH S STEINBERG Telephone no ▶(212) 460-1943

Located at ▶315 PARK AVE SOUTH NEW YORK NY ZIP +4 ▶10010

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			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		No

See 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 |

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? ☐ **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**

			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 page 20 of the instructions)?	1b		

Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐

			Yes	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? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No

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? ☐ **Yes** ☑ **No**

			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.)*	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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	7b		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
JOSEPH STEINBERG 84 REMSEN STREET BROOKLYN,NY 11201	TRUSTEE 5 0	0	0	0
DIANE STEINBERG 84 REMSEN STREET BROOKLYN,NY 11201	TRUSTEE 5 0	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

Total number of other employees paid over $50,000. ▶

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	41,990,135
b	Average of monthly cash balances	1b	3,628,751
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	45,618,886
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	45,618,886
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	684,283
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,934,603
6	**Minimum investment return.** Enter 5% of line 5	6	2,246,730

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	2,246,730
2a	Tax on investment income for 2012 from Part VI, line 5	2a	38,225		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	38,225
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,208,505
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,208,505
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	2,208,505

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	4,066,338
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,066,338
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	38,225
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,028,113

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				2,208,505
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 1,526,634				
b From 2008. 1,422,809				
c From 2009. 1,184,830				
d From 2010. 1,755,328				
e From 2011. 1,555,742				
f Total of lines 3a through e.	7,445,343			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,066,338				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				2,208,505
e Remaining amount distributed out of corpus	1,857,833			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,303,176			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	1,526,634			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,776,542			
10 Analysis of line 9				
a Excess from 2008. . . . 1,422,809				
b Excess from 2009. . . . 1,184,830				
c Excess from 2010. . . . 1,755,328				
d Excess from 2011. . . . 1,555,742				
e Excess from 2012. . . . 1,857,833				

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

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

b Check box to indicate whether the organization 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**
2a 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 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))

See Additional Data Table

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 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 Additional Data Table				
Total . . . . ▶ **3a**				4,066,338
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	5	
4 Dividends and interest from securities. . . .			14	2,355,084	
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.			14	0	
8 Gain or (loss) from sales of assets other than inventory			18	1,877,650	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				4,232,739	

13 Total. Add line 12, columns (b), (d), and (e). 13 4,232,739

(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)

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	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

(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

****** | 2014-04-30 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	KENNETH M ROSENBERG CPA PC		Firm's EIN	
Firm's address	80 NEPTUNE AVENUE WOODMERE, NY 11598		Phone no (516) 374-5400	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JP MORGAN 0038		2011-02-18	2012-12-04
JP MORGAN 0038		2011-01-04	2012-12-04
JP MORGAN 9437		2012-07-01	2012-12-30
JP MORGAN 9437		2012-07-01	2012-12-31
JP MORGAN 9437		2011-01-01	2012-12-31
JP MORGAN 60308		2012-07-01	2012-12-31
JP MORGAN 60308		2011-01-01	2012-12-31
JP MORGAN 0038		2012-10-17	2013-03-22
JP MORGAN 0038		2011-09-16	2013-03-22
JP MORGAN 0038		2005-02-02	2013-04-08
JP MORGAN 9437		2013-05-23	2013-06-27
JP MORGAN 9437		2013-01-01	2013-06-30
JP MORGAN 9437		2007-12-04	2013-06-30
JP MORGAN 60308		2013-01-01	2013-06-30
JP MORGAN 60308		2012-01-01	2013-06-30
TRICO BOND/DEEP OCEAN HLDNGS		2011-07-11	2012-10-10
CBM FUND		2009-01-01	2013-05-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
131,545		154,952	-23,407
158,321		177,033	-18,712
210,021		211,690	-1,669
140,879		144,879	-4,000
2,977,204		2,927,374	49,830
1,049,177		865,543	183,634
2,872,086		2,667,364	204,722
380,625		363,603	17,022
242,268		298,550	-56,282
700,384		534,423	165,961
1,200,000		1,217,324	-17,324
413,815		408,945	4,870
706,503		699,377	7,126
921,548		793,727	127,821
1,188,483		874,640	313,843
176,093		221,536	-45,443
1,830,139		1,000,000	830,139

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-23,407
			-18,712
			-1,669
			-4,000
			49,830
			183,634
			204,722
			17,022
			-56,282
			165,961
			-17,324
			4,870
			7,126
			127,821
			313,843
			-45,443
			830,139

Form 990PF Part XV Line 1a - 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).

MR JOSEPH STEINBERG IS A TRUSTEE O
1992 CHARITABLE TRUST MR STEINBER
THE TOTAL CONTRIBUTIONS IN PRIOR YE
WERE MADE BY MR STEINBERG MR STEI
ADVISORS MANAGE THE INVESTMENTS FOR

Form 990PF Part XV Line 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*				
NEW YORK UNIVERSITY 5 WASHINGTON SQUARE NORTH NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	450,000
CONGREGATION MT SINAI 250 CADMAN PLAZA WEST BROOKLYN HEIGHTS, NY 11201	NONE	501(C)(3)	CHARITABLE	46,000
ST ANN CENTER WAREHOUSE 70 WASHINGTON STREET BROOKLYN, NY 11201	NONE	501(C)(3)	CHARITABLE	188,256
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217	NONE	501(C)(3)	CHARITABLE	234,749
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS, NY 10605	NONE	501(C)(3)	CHARITABLE	25,000
CORO NY LEADERSHIP CTR 42 BROADWAY NEW YORK, NY 10004	NONE	501(C)(3)	CHARITABLE	5,000
BROOKLYN BOTANIC GARDEN 1000 WASHINGTON AVE BROOKLYN, NY 11225	NONE	501(C)(3)	CHARITABLE	359,794
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	CHARITABLE	99,750
YIVO 15 WEST 16TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	CHARITABLE	75,000
COMMUNITY WORKS 55 WEST END AVENUE NEW YORK, NY 10023	NONE	501(C)(3)	CHARITABLE	1,000
AMERICAN JEWISH HISTORICAL SOCIETY 162 WEST 56TH STREET SUITE 405 NEW YORK, NY 10019	NONE	501(C)(3)	CHARITABLE	10,000
TELLURIDE FILM FESTIVAL 800 JAMES STREET BERKELEY, CA 94710	NONE	501(C)(3)	CHARITABLE	14,000
UNIVERSITY OF MIAMI 1320 SDIXIE HIGHWAY CORAL GABLES, FL 33124	NONE	501(C)(3)	CHARITABLE	50,000
SOUTH FORK NATURAL HISTORY MUSUEM PO BOX 455 BRIDGEHAMPTON, NY 11932	NONE	501(C)(3)	CHARITABLE	20,000
THE EYE BANK FOR SIGHT RESTORATION 120 WALL STREET NEW YORK, NY 10005	NONE	501(C)(3)	CHARITABLE	528

Form 990PF Part XV Line 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*				
POLYTECHNIC INSTITUTE OF NY 6 METROTECH CTR BROOKLYN, NY 11201	NONE	501(C)(3)	CHARITABLE	151,000
CEI-PEA 28 W 44TH STREET NEW YORK, NY 10036	NONE	501(C)(3)	CHARITABLE	2,000
RED HOOK INITIATIVE 767 HICKS STREET BROOKLYN, NY 11231	NONE	501(C)(3)	CHARITABLE	50,000
HANNAH SENESH COMMUNITY DAY SCHOOL 215 PACIFIC ST BROOKLYN, NY 11201	NONE	501(C)(3)	CHARITABLE	18,000
SAN ELIJO LAGOON CONSERVANCY 2049 SAN ELIJO AVE CARDIFFBYTHESEA, CA 92007	NONE	501(C)(3)	CHARITABLE	25,000
HUBBS-SEA WORLD RESEARCH 2595 INGRAHAM STREET SAN DIEGO, CA 92109	NONE	501(C)(3)	CHARITABLE	50,000
CITY CENTER 55TH STREET 130 WEST 56TH ST NEW YORK, NY 10019	NONE	501(C)(3)	CHARITABLE	249,568
NYC OPERA 75 BROAD STREET NEW YORK, NY 10004	NONE	501(C)(3)	CHARITABLE	12,500
AMERICAN-ISRAEL CULTURAL FOUNDATION 1140 BROADWAY 304 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	5,000
ST JOSEPH HS 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE	501(C)(3)	CHARITABLE	5,550
BLUE HILL TROUPE PO BOX 286800 NEW YORK, NY 10128	NONE	501(C)(3)	CHARITABLE	500
UJA-FEDERATION OF NY 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	501(C)(3)	CHARITABLE	100,000
GIRL SCOUT COUNCIL 43 WEST 23RD STREET NEW YORK, NY 10010	NONE	501(C)(3)	CHARITABLE	2,000
WHEATON COLLEGE 26 E MAIN STREET NORTON, MA 02766	NONE	501(C)(3)	CHARITABLE	100,000
AMERICAN FRIENDS OF SHALVA 315 5TH AVE NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	50,000

Form 990PF Part XV Line 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*				
SOUTH BAY COMMUNITY SERVICES 430 F STREET CHULA VISTA,CA 91910	NONE	501(C)(3)	CHARITABLE	434
THE CIESLA FOUNDATION 5005 LINNEAN AVE NW WASHINGTON,DC 20008	NONE	501(C)(3)	CHARITABLE	5,000
CONSERVATION INT'L 2011 CRYSTAL DRIVE ARLINGTON,VA 22202	NONE	501(C)(3)	CHARITABLE	50,000
WRITOPIA LAB 155 WEST 81ST ST A NEW YORK,NY 10004	NONE	501(C)(3)	CHARITABLE	2,000
THE NEW YORK POPS 333 WEST 52ND STREET NEW YORK,NY 10019	NONE	501(C)(3)	CHARITABLE	12,800
COMPUTER 2 KIDS 8324 MIRAMAR MALL SAN DIEGO,CA 92121	NONE	501(C)(3)	CHARITABLE	5,000
LBD ENTERPRISES 209 PINE STREET DEERFIELD,IL 60015	NONE	501(C)(3)	CHARITABLE	300
CENTRO PRIMO LEVI 15 WEST 16TH STREET NEW YORK,NY 10011	NONE	501(C)(3)	CHARITABLE	25,000
BROOKLYN YOUTH SPORTS CLUB 9 WYCKOFF STREET BROOKLYN,NY 11201	NONE	501(C)(3)	CHARITABLE	10,000
FRIENDS OF HEBREW LANGUAGE ACADEMY 6 EAST 39TH STREET NEW YORK,NY 10016	NONE	501(C)(3)	CHARITABLE	50,000
PROJECT EZRA 465 GRAND STREET NEW YORK,NY 10002	NONE	501(C)(3)	CHARITABLE	1,800
FRIENDS OF YEMIN ORDE 12230 WILKINS AVE ROCKVILLE,MD 20852	NONE	501(C)(3)	CHARITABLE	1,000
STREET SQUASH 40 WEST 116TH STREET NEW YORK,NY 10026	NONE	501(C)(3)	CHARITABLE	1,000
CENTER FOR ARTS EDUCATION 520 8TH AVE NEW YORK,NY 10018	NONE	501(C)(3)	CHARITABLE	1,000
VDAY 303 PARK AVE SOUTH NEW YORK,NY 10010	NONE	501(C)(3)	CHARITABLE	1,000

Form 990PF Part XV Line 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*				
BROOKLYN KINDERGARTEN SOCIETY 57 WILLOUGHBY STREET NEW YORK, NY 11201	NONE	501(C)(3)	CHARITABLE	1,000
WNET 825 8TH AVENUE NEW YORK, NY 10019	NONE	501(C)(3)	CHARITABLE	150,000
DANSPACE PROJECT 131 EAST 10TH STREET NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	9,169
MADISON SQUARE PARK CONSERVANCY 11 MADISON AVE MEW YORK, NY 10010	NONE	501(C)(3)	CHARITABLE	15,474
BROOKLYN CHILDRENS MUSUEM 145 BROOKLYN AVE BROOKLYN, NY 11213	NONE	501(C)(3)	CHARITABLE	17,942
HEART OF BROOKLYN 789 WASHINGTON AVE BROOKLYN, NY 11238	NONE	501(C)(3)	CHARITABLE	1,000
JEWISH COMMUNAL FUND 575 MADISON AVE NEW YORK, NY 10022	NONE	501(C)(3)	CHARITABLE	1,030,000
HEIGHTS AND HILL 160 MONTAGUE STREET BROOKLYN, NY 11201	NONE	501(C)(3)	CHARITABLE	2,500
NY WIFT 6 EAST 39TH STREET NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	2,500
US SKI AND SNOWBOARD FOUNDATION 1 VICTORY LANE PARK CITY, UT 84060	NONE	501(C)(3)	CHARITABLE	8,500
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	501(C)(3)	CHARITABLE	500
POLY PREP COUNTRY DAY SCHOOL 9216 7TH AVE BROOKLYN, NY 11228	NONE	501(C)(3)	CHARITABLE	211,563
MARYLAND PUBLIC TELEVISION 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117	NONE	501(C)(3)	CHARTIBALE EXPENSES PAID FOR MPTV PROGRAM JEWISH COOKING IN AMERICA	40,661
CONGREGATION AMI 26115 MUREAU ROAD CALABASAS, CA 91302	NONE	501(C)(3)	CHARITABLE	500
FOUNDATION FOR WOMENS WELLNESS 251 EAST 33RD STREET NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	500

Form 990PF Part XV Line 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*				
THE ACTING COMPANY PO BOX 898 NEW YORK,NY 10108	NONE	501(C)(3)	CHARITABLE	7,000
4KIDS OF SOUTH FLORIDA 827 SSTATE RR 7 N LAUDERDALE,FL 33068	NONE	501(C)(3)	CHARITABLE	1,000
Total . . . . ▶ **3a**				4,066,338

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491134023044

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP	13-7002791

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

Employer identification number
13-7002791

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	JOSEPH S STEINBERG 84 REMSEN STREET BROOKLYN, NY 11201	$ 3,126,500	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP	13-7002791

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	LEUCADIA NATIONAL CORP 130,000 SHARES	$ 3,126,500	2012-12-20

(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
JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

Employer identification number
13-7002791

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

TY 2012 Accounting Fees Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREPARATION	10,000	0		

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

TY 2012 Depreciation Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

TY 2012 Investments Corporate Bonds Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE 59437	18,404,894	17,001,422
JP MORGAN CHASE 60308	10,939,291	11,104,074
JP MORGAN CHASE	0	0

TY 2012 Investments Corporate Stock Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Name of Stock	End of Year Book Value	End of Year Fair Market Value
V3 REALTY FUND	1,000,000	1,072,786
CONGRESSIONAL EFFECT FUND	1,017,682	959,725
CBM PARTNERS FUND	0	0
CRIMSON WINE GROUP	220,578	281,160
DEEP OCEAN HOLDINGS	0	0
LEUCADIA COMMON	7,491,923	8,652,600
HARRY & DAVID COMMON	84,975	0
JORDAN INDUSTRIES	2,954,606	1,255,741

TY 2012 Investments - Other Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992
CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PALISADES VENTURES LP	AT COST	489,776	405,514
ASSOCIATED PARTNERS LP	AT COST	735,329	1,178,827
SEAMANS GLOBAL INCOME	AT COST	0	0
CM EQUITY PARTNERSHIP LP	AT COST	39,648	52,506
NEW CENTURY LP	AT COST	1,523,913	1,163,088
PSS PE LP	AT COST	500,000	500,000
CM EQUITY A-TEK	AT COST	100,000	100,000
CENTERBRIDGE PARTNERS	AT COST	538,582	980,315
ACACIA PARTNERS	AT COST	942,459	1,162,135
CENTERBRIDGE CAPITAL PRTNRS II	AT COST	229,993	455,579
CARL MARKS STRTGC OPP.FUND II	AT COST	219,700	252,844

TY 2012 Land, Etc. Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

TY 2012 Other Decreases Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Description	Amount
BOOK VERSUS TAX DIFFERENCES	495,453

TY 2012 Other Expenses Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	5,815			

TY 2012 Other Income Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME FROM K-1'S	-153,718	-153,718	

TY 2012 Other Professional Fees Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM K-1 OTHER DEDUCTIONS	98,846	98,846		
INVESTMENT FEES	124,620	124,620		
BANK CUSTODIAL FEES	9,373	9,373		

TY 2012 Taxes Schedule

Name: JOSEPH S & DIANE H STEINBERG 1992 CHARITABLE TRUST C/O LEUCADIA NAT'L CORP

EIN: 13-7002791

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEW YORK DEPT OF LAW	750			
INTERNAL REVENUE SERVICE-INVST	78,861			
CT CORP FEE	0			
FOREIGN TAXES PER K-1	10,856	10,856		
STATE TAXES-INVESTMENT	0			
FOREIGN TAXES PAID-INVESTMENT	2,986	2,986		