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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

THE JOE & SANDY SAMBERG FOUNDATION, INC.
4 ANN LANE
RYE, NY 10580

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)

► \$ 1,580,464.

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)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	733.	733.		
	4 Dividends and interest from securities	44,913.	44,913.		
	5 a Gross rents b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	246,917.			
	7 Capital gain net income (from Part IV, line 2)	65,412.	65,412.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	111,058.	111,058.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
OPERATING AND EXPENSES	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule) b Accounting fees (attach sch) See St 1 c Other prof fees (attach sch)	4,331.	1,083.		
	17 Interest AUG 28 2013 IRS-OS				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) (and depletion)				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 2	508.			
	24 Total operating and administrative expenses. Add lines 13 through 23	4,839.	1,083.		
	25 Contributions, gifts, grants paid Part XV	159,619.			159,619.
	26 Total expenses and disbursements. Add lines 24 and 25	164,458.	1,083.	0.	159,619.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-53,400.	109,975.	0.	

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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			
	2	Savings and temporary cash investments	502,939.	586,131.	586,131.
	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) Statement 3	1,164,717.	994,333.	994,333.
	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				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,667,656.	1,580,464.	1,580,464.	
LIABILITIES	17	Accounts payable and accrued expenses	4,000.	4,000.	
	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)	4,000.	4,000.		
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>		
	24	Unrestricted	1,663,656.	1,576,464.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input type="checkbox"/>		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,663,656.	1,576,464.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,667,656.	1,580,464.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,663,656.
2	Enter amount from Part I, line 27a	2	-53,400.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,610,256.
5	Decreases not included in line 2 (itemize)	5	33,792.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,576,464.

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)
1 a 25000 TIVO INC			P	6/10/08	9/14/12
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 246,917.		181,505.	65,412.		
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			65,412.		
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	65,412.	
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	192,088.	1,711,818.	0.112213
2010	164,254.	1,812,187.	0.090639
2009	293,685.	1,985,681.	0.147901
2008	166,368.	1,982,830.	0.083904
2007	126,830.	2,054,651.	0.061728

2 Total of line 1, column (d)	2	0.496385
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	0.099277
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,619,941.
5 Multiply line 4 by line 3	5	160,823.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,100.
7 Add lines 5 and 6	7	161,923.
8 Enter qualifying distributions from Part XII, line 4	8	159,619.

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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b .	1 2,200.
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 2,200.
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 2,200.
6	Credits/Payments:	
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 1,205.
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 1,205.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 995.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded 11

Part VII A Statements Regarding Activities

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?

	Yes	No
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)?

		X
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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

		X
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c Did the foundation file **Form 1120-POL** for this year?

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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

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(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

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e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

		X
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If 'Yes,' attach a detailed description of the activities

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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

		X
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

		X
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b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

		N/A
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

		X
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If 'Yes,' attach the statement required by General Instruction T

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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?

--	--	--

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

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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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NY

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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

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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

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address... ► N/A	13	X	
14	The books are in care of ► ROBERT MICHAELSON Located at ► 501 EAST 79TH ST, APT 17C NEW YORK NY	Telephone no. ► 212-452-7828	ZIP + 4 ► 10075	
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	N/A ► 15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	16	Yes X	No

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a-(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
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)): At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	2 a	
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 __		2 c	
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3 a	
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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

(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 Yes No Yes No 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)?

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?

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
SANDRA SAMBERG 4 ANN LANE RYE, NY 10580	President 5.00	0.	0.	0.
JOSEPH SAMBERG 4 ANN LANE RYE, NY 10580	Vice Pres 5.00	0.	0.	0.
ROBERT MICHAELSON 501 EAST 79TH ST, APT 17C NEW YORK, NY 10075	Director 5.00	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

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

3 Five highest-paid independent contractors for professional services (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	N/A	
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.

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

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

1a	1,037,354.
1b	607,256.
1c	
1d	1,644,610.
1e	0.
2	0.
3	1,644,610.
4	24,669.
5	1,619,941.
6	80,997.

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

1	80,997.
2a	2,200.
2b	
2c	2,200.
3	78,797.
4	
5	78,797.
6	
7	78,797.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	159,619.
1b	
2	
3a	
3b	
4	159,619.
5	
6	159,619.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				78,797.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only				
b Total for prior years. 20 20 20		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 25,015.				
b From 2008 68,464.				
c From 2009 195,167.				
d From 2010 75,126.				
e From 2011 107,287.				
f Total of lines 3a through e 471,059.				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 159,619.			0.	
a Applied to 2011, but not more than line 2a				
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				78,797.
e Remaining amount distributed out of corpus 80,822.				
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 5 551,881.				
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) 25,015.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a .. 526,866.				
10 Analysis of line 9:				
a Excess from 2008 68,464.				
b Excess from 2009 195,167.				
c Excess from 2010 75,126.				
d Excess from 2011 107,287.				
e Excess from 2012 80,822.				

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon:							
a	'Assets' alternative test – enter:							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	'Support' alternative test – enter:							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

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 5

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:

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
<i>a Paid during the year</i> See Statement 6				
Total			► 3a	159,619.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A | Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	733.	
4 Dividends and interest from securities			14	44,913.	
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			18	65,412.	
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)				111,058.	
13 Total. Add line 12, columns (b), (d), and (e)			13		111,058.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
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			

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
N/A		

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.

Sign
Here


Linda B. Sander

18/18/13

→ President

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Albert Coster, CPA	Albert Coster, CPA	8/9/13		P00296210
	Firm's name ▶ Baldessari & Coster, LLP	Firm's EIN ▶ 11-3518786			
Firm's address ▶ 84 Covert Ave Stewart Manor, NY 11530				Phone no	(516) 326-2582

BAA

Form 990-PF (2012)

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

8/09/13

09:39AM

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 4,331.	\$ 1,083.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS FILING FEE	\$ 250.			
OFFICE EXPENSES	23.			
REGISTERED AGENT FEE	235.			
Total	\$ 508.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
DIVX INC	Mkt Val	\$ 0.	\$ 0.
TIVO INC	Mkt Val	0.	0.
GOLDMAN SACHS CORE FIXED INCOME FUND	Mkt Val	623,697.	623,697.
GOLDMAN SACHS HIGH YIELD FUND	Mkt Val	370,636.	370,636.
	Total	\$ 994,333.	\$ 994,333.

Statement 4
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED LOSS ON INVESTMENTS			
		Total \$ 33,792.	

Statement 5
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

SANDRA SAMBERG
JOSEPH SAMBERG

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

8/09/13

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Statement 6
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
UNIV OF PENNSYLVANIA-PENN NURSING 3451 WALNUT ST PHILADELPHIA, PA 19104	NONE	EXEMPT	CHARITABLE	\$ 12,500.
RYE FREE READING ROOM 1061 BOSTON POST RD RYE, NY 10580	NONE	EXEMPT	CHARITABLE	1,000.
RYE YMCA 21 LOCUST AVE RYE, NY 10580	NONE	EXEMPT	CHARITABLE	7,800.
OAK LANE CHILD CARE CENTER 49 MEMORIAL DR CHAPPAQUA, NY 10514	NONE	EXEMPT	CHARITABLE	300.
FJC-NATAN 520 EIGHTH AVE NEW YORK, NY 10018	NONE	EXEMPT	CHARITABLE	55,767.
OPEN DOOR FAMILY MEDICAL CENTER 165 MAIN ST OSSINING, NY 10562	NONE	EXEMPT	CHARITABLE	1,000.
RYE YOUTH COUNCIL 21 LOCUST AVE RYE, NY 10580	NONE	EXEMPT	CHARITABLE	1,000.
NORTHERN WESTCHESTER HOSPITAL 400 E MAIN ST MOUNT KISCO, NY 10549	NONE	EXEMPT	CHARITABLE	5,500.
RYE FIRE DEPARTMENT PO BOX 1 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	750.
FRED GABLER HELPING HAND CAMP FUND 18 DUNMORE RD NEW CITY, NY 10956	NONE	EXEMPT	CHARITABLE	3,000.
PORT CHESTER CARVER CENTER 400 WESTCHESTER AVE PORT CHESTER, NY 10573	NONE	EXEMPT	CHARITABLE	2,500.
NEW HEIGHTS YOUTH, INC. 2576 BROADWAY NEW YORK, NY 10025	NONE	EXEMPT	CHARITABLE	20,000.

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
OSSINING CHILDREN'S CENTER 90-92 S HIGHLAND AVE OSSINING, NY 10562	NONE	EXEMPT	CHARITABLE	\$ 1,000.
ROOM TO GROW/GROUNDSPRING.ORG 54 W 21ST ST NEW YORK, NY 10010	NONE	EXEMPT	CHARITABLE	1,000.
RYE POLICE ASSOCIATION PO BOX 246 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	750.
PAN MASS CHALLENGE 77 4TH AVE NEEDHAM, MA 02494	NONE	EXEMPT	CHARITABLE	250.
AVON WALK FOR BREAST CANCER PO BOX 1073 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	100.
PARENT PROJECT-MUSCULAR DYSTROPHY 158 LINWOOD PLAZA FORT LEE, NJ 07024	NONE	EXEMPT	CHARITABLE	150.
CORNELL UNIVERSITY 130 E SENECA ST ITHACA, NY 14850	NONE	EXEMPT	CHARITABLE	15,000.
KIDS SPACE 21 LOCUST AVE RYE, NY 10580	NONE	EXEMPT	CHARITABLE	50.
UNIV OF PENNSYLVANIA-PA GAZETTE 3910 CHESTNUT ST PHILADELPHIA, PA 19104	NONE	EXEMPT	CHARITABLE	100.
GREYSTON FOUNDATION 21 PARK AVE YONKERS, NY 10703	NONE	EXEMPT	CHARITABLE	250.
RONALD McDONALD HOUSE OF NEW YORK 405 E 73RD ST NEW YORK, NY 10021	NONE	EXEMPT	CHARITABLE	100.
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE, NY 10570	NONE	EXEMPT	CHARITABLE	1,500.

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
FIRSTGIVING.COM 34 FARNSWORTH STREET, THIRD FLOOR BOSTON, MA 02210	NONE	EXEMPT	CHARITABLE	\$ 302.
GILDAS CLUB WESTCHESTER 80 MAPLE AVENUE WHITE PLAINS, NY 10601	NONE	EXEMPT	CHARITABLE	250.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	EXEMPT	CHARITABLE	250.
NATIONAL MS SOCIETY 733 THIRD AVE, 3RD FLOOR NEW YORK, NY 10017	NONE	EXEMPT	CHARITABLE	500.
PCRRBEMS 417 ELLENDALE AVE PORT CHESTER, NY 10573	NONE	EXEMPT	CHARITABLE	750.
THE RYE ARTS CENTER 51 MILTON RD RYE, NY 10580	NONE	EXEMPT	CHARITABLE	400.
LIGHTHOUSE INTERNATIONAL 111 EAST 59TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE	250.
SPRYE PO BOX 748 RYE, NY 10580	NONE	EXEMPT	CHARITABLE	100.
INCARNATION CHILDREN'S CENTER 142 AUDUBON AVENUE NEW YORK, NY 10032	NONE	EXEMPT	CHARITABLE	500.
PROJECT MORRY 900 DOBBS FERRY ROAD WHITE PLAINS, NY 10607	NONE	EXEMPT	CHARITABLE	1,000.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE	EXEMPT	CHARITABLE	1,000.
A BROADER WAY FOUNDATION 215 PARK AVENUE SOUTH, SUITE 1403 NEW YORK, NY 10003	NONE	EXEMPT	CHARITABLE	1,000.

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
HARLEM RBI 333 EAST 100TH STREET NEW YORK, NY 10029	NONE	EXEMPT	CHARITABLE	\$ 1,000.
NEW YORK NATIVITY 44 2ND AVE NEW YORK, NY 10003	NONE	EXEMPT	CHARITABLE	750.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE, SUITE 4600 BOSTON, MA 02110	NONE	EXEMPT	CHARITABLE	100.
ARBOR BROTHERS INC 299 E 11ST, SUITE 4B NEW YORK, NY 10003	NONE	EXEMPT	CHARITABLE	10,000.
PLAY SMART 4934 W BAY WAY DRIVE TAMPA, FL 33629	NONE	EXEMPT	CHARITABLE	500.
THE BELLE ISLE CONSERVANCY 8109 EAST JEFFERSON DETROIT, MI 48214	NONE	EXEMPT	CHARITABLE	250.
HEART AND SOUL CHARITABLE FUND 1157 LEXINGTON AVENUE NEW YORK, NY 10075	NONE	EXEMPT	CHARITABLE	200.
TACONIC OPERA 9 STACEY COURT PEEKSKILL, NY 10566	NONE	EXEMPT	CHARITABLE	100.
THE VOLUNTEER CENTER OF THE UNITED WAY 220 WHITE PLAINS ROAD, 2ND FLOOR TARRYTOWN, NY 10591	NONE	EXEMPT	CHARITABLE	75.
ECAD PO BOX 251 DOBBS FERRY, NY 10522	NONE	EXEMPT	CHARITABLE	100.
AQUINAS HOUSING CORP 1945 VYSE AVENUE BRONX, NY 10460	NONE	EXEMPT	CHARITABLE	200.
THE BREAST CANCER ALLIANCE 48 MAPLE AVENUE GREENWICH, CT 06830	NONE	EXEMPT	CHARITABLE	250.

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

26-0469459

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
LUNGEVITY FOUNDATION 218 S. WABASH AVENUE, SUITE 540 CHICAGO, IL 60604	NONE	EXEMPT	CHARITABLE	\$ 50.
LETS GET READY 50 BROADWAY, 25TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	CHARITABLE	1,000.
MACCABI USA 1926 ARCH STREET 4R PHILADELPHIA, PA 19103	NONE	EXEMPT	CHARITABLE	500.
REVERSE THE COURSE FOUNDATION PO BOX 447 HARRISON, NY 10528	NONE	EXEMPT	CHARITABLE	100.
SALESIAN SISTERS 135 S REGENT STREET PORTCHESTER, NY 10573	NONE	EXEMPT	CHARITABLE	1,000.
ST JUDES CHILDRENS 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	EXEMPT	CHARITABLE	50.
THE IRONMAN FOUNDATION 2701 NORTH ROCKY POINT DRIVE TAMPA, FL 33607	NONE	EXEMPT	CHARITABLE	50.
HILLEL AT UNIVERSITY OF PENN 215 SOUTH 39TH STREET PHILADELPHIA, PA 19104	NONE	EXEMPT	CHARITABLE	250.
WILLIAMSBURG NORTHSIDE ASSOCIATION 152 N 5TH STREET BROOKLYN , NY 11211	NONE	EXEMPT	CHARITABLE	500.
UP 2 US 520 8TH AVENUE, 2ND FLOOR NEW YORK, NY 10018	NONE	EXEMPT	CHARITABLE	1,000.
SOUL CYCLE CHARITY RIDE 266 MADISON STREET GREENWICH, CT 06830	NONE	EXEMPT	CHARITABLE	200.
EPIDEMIC ANSWERS PO BOX 191 WEST SIMSBURY, CT 06092	NONE	EXEMPT	CHARITABLE	100.

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THE JOE & SANDY SAMBERG FOUNDATION, INC.

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GOAL 377 FIFTH STREET BROOKLYN, NY 11215	NONE	EXEMPT	CHARITABLE	\$ 100.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	EXEMPT	CHARITABLE	3,500.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	EXEMPT	CHARITABLE	25.

Total \$ 159,619.