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

	131	١
	1	



	NO STATUTE ISSUE	JAI
		2017
1		CANNED JAN 2 2 2017
		CANNED

in:	ernal	Note The foundation may be		eturn to satisfy state repoi	ting requirements.	Open to ottome inspection
		arondar your zonz or tax your beginning ===	1, 2012	, and ending	NOV 30, 201 A Employer identification	
		ie of foundation ICHARD & KAREN LEFRAK CHAR	A Employer wentingant	is number		
		OUNDATION, INC.	11-299467	8		
		ber and street (or P.O. box number if mail is not delivered to street ad	ldress)	Room/suite	B Telephone number	
		007 N ORANGE STREET		210	302-656-2	390
(or town, state, and ZIP code			C If exemption application is	pending, check here
		ILMINGTON, DE 19801				
G	Ch	heck all that apply Initial return	Initial return of a fo	rmer public charity	D 1 Foreign organization	ns, check here
		Final return	X Amended return		2 Foreign organizations no check here and attach	neeting the 85% tesi,
_		Address change	Name change		check here and attach	computation
H	Ch	heck type of organization X Section 501(c)(3) exer		tion	E If private foundation si under section 507(b)(- 1
<u> </u>		Section 4947(a)(1) nonexempt charitable trust Ot ir market value of all assets at end of year J Accounting	ther taxable private founda a method X Cash	Accrual	1 ` ^ `	
'		- I	er (specify)	Accidat	F If the foundation is in a under section 507(b)(- I I
	▶ \$			pasis.)		X-17
Ī		Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for charitable purposes
,		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	(cash basis only)
: -		1 Contributions, gifts, grants, etc., received	6,004,690.		N/A	
5		2 Check if the foundation is not required to attach Schi B Inverestion savings and temporary				
	ŀ	3 cash investments	89,814.	89,786.		STATEMENT 1
	- 1	4 Dividends and interest from securities 5a Gross rents	07,014.	05,700.		DIIII DIIDII I
		b Net rental income or (loss)				
	_]	6a Net gain or (loss) from sale of assets not on line 10	3,076,348.			
	ã	b Gross sales price for all assets on line 6a 10,546,489.				
	Revenue	7 Capital gain net income (from Part IV, line 2)		3,076,348.		
	"	8 Net short-term capita gara TUTE UNIT				
	ļ	9 Income modifications RECEIVED				
		102 and allowances	-			
		e Grees profit or (loss)	\			
		TPR BRANCH	152,568.	152,568		STATEMENT 2
		12 Total Add lines 1 through DGDEN	9,323,420.	3,318,702		
		13 Compensation of officers, directors, trustees, etc	0.	0 .	·	0.
	Ì	14 Other employee salaries and wages				
	اي	15 Pension plans, employee benefits	2,655.	1,328	-	1,327.
	nse	16a Legal fees STMT 3	2,033.	1,320		1,527
	Expense	b Accounting fees c Other professional fees				
		i –				
	atì	18 Taxes STMT 4	20,391.	20,366		25.
	Administrative	19 Depreciation and depletion	165,681.	165,681	•	
7	ᇍ	20 Occupancy				
	۲	21 Travel, conferences, and meetings			_	
)	100	22 Printing and publications	71 204	20 7/15		31,035.
0	밁	23 Other expenses STMT 5	71,294.	38,745	•	31,033.
	era	24 Total operating and administrative expenses Add lines 13 through 23	260,021.	226,120	.	32,387.
		25 Contributions, gifts, grants paid	2,519,900.			2-,-51-9-,-900
) L		26 Total expenses and disbursements				
		Add lines 24 and 25	2,779,921.	226,120	•	2,552,287.
į į		27 Subtract line 26 from line 12:				
§		a Excess of revenue over expenses and disbursements	6,543,499.	3,092,582		-
o		b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		3,032,302	· N/A	
_		o Adjusted net income (in negative, enter -0-)		<u></u>		

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

FOUNDATION, INC.

11-2994678

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Part II Balance Sheets Attached schedules and amounts in the description solved by the foreign and of year amounts only	Beginning of year	End of	year
Part.II Balance Sheets Attached schedules and amounts in the description column should be for end of year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1 Cash - non-interest-bearing	725,923.		
2 Savings and temporary cash investments		2,891,081.	2,891,889.
3 Accounts receivable ►			
Less: allowance for doubtful accounts	1	- 1	1 10 VII VII VII
4 Pledges receivable			
Less, allowance for doubtful accounts	† -· · · · · · · · · · · · · · · ·		
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other	· · · · · · · · · · · · · · · · · · ·		
i			
disqualified persons			
7 Other notes and loans receivable	 		
Less. allowance for doubtful accounts	 		
8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10 Investments ILS and state government obligations.			
9 Prepaid expenses and deferred charges			
10a myesimenis - 0 3 and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
. 11 Investments land, buildings, and equipment basis			
Less accumulated depreciation			
12 Investments - mortgage loans			
13 Investments - other STMT 6	820,463.	5,166,585.	5,398,065.
14 Land, buildings, and equipment, basis			
Less accumulated depreciation			
15 Other assets (describe ► STATEMENT 7)	100.	14,469.	14,469.
16 Total assets (to be completed by all filers)	1,546,486.	8,072,135.	8,304,423.
17 Accounts payable and accrued expenses		···	
18 Grants payable			
40. Defended annual			
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable			
21 Mortgages and other notes payable			
22 Other liabilities (describe)			
22 Other habilities (describe)	-		1
On Tablitabilities (add bress 17 through 99)	0.	0.	
23 Total liabilities (add lines 17 through 22)	 		
Foundations that follow SFAS 117, check here	i		
and complete lines 24 through 26 and lines 30 and 31			
24 Unrestricted	<u> </u>		
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
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 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	1,546,486.	8,072,135.	
30 Total net assets or fund balances	1,546,486.	8,072,135.	
31 Total liabilities and net assets/fund balances	1,546,486.	8,072,135.	
Part III Analysis of Changes in Net Assets or Fund	Ralances		
Part III Analysis of Changes in Net Assets or Fund	Dulai ICC3		
Total net assets or fund balances at beginning of year - Part II, column (a), lir	ie 30		
(must agree with end-of-year figure reported on prior year's return)	· 		1,546,486
2 Enter amount from Part I, line 27a		2	6,543,499
3 Other increases not included in line 2 (itemize)		3	0
Add lines 1, 2, and 3	 	4	8,089,985
5 Decreases not included in line 2 (itemize) NON-DEDUCTIBLE	E GRANTS	5	17,850
		6	8,072,135.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II,	corarini (u), inic 30		Form 990-PF (2012)

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Part IV Capital Gains and	Losses for Tax on Invest	ment Income					
	e kind(s) of property sold (e g , real e se, or common stock, 200 shs. MLC		` P - Pı	acquired urchase onation	(c) Date a (mo., da		(d) Date sold (mo , day, yr)
1a	A MINIMA		ļ				
	ATEMENTS		<u> </u>				
d							
e							
	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		···· — <u>-</u>		ain or (loss (f) minus	
a							
b							 -
<u>c</u>							
e 10,546,489.		7,470,1	41				3,076,348.
Complete only for assets showing gain	un column (h) and owned by the four		31.		I) Gains (Ci	ol (h) gain	
Compare only for assets showing gan	(j) Adjusted basis	(k) Excess of col (i)			l (k), but n	ot less tha	n -0-) or
(i) F M V as of 12/31/69	as of 12/31/69	over col (j), if any	}		Losses	(from col ((h))
a							
b							
С							
d							
e							3,076,348.
2 Capital gain net income or (net capital l	oss) $\begin{cases} \text{If gain, also enter in Part} \\ \text{If (loss), enter -0- in Part} \end{cases}$	t I, line 7 t I, line 7	} _ 2	2			3,076,348.
3 Net short-term capital gain or (loss) as	•	-					
If gain, also enter in Part I, line 8, colun			} [27 / 7	
If (loss), enter -0- in Part I, line 8 Part V. Qualification Unde	- Santian 4040/a) far Bad	wood Toy on No	1 1 2 1 2 2	3		<u>N/A</u>	<u> </u>
				timent in	come		
(For optional use by domestic private foun	dations subject to the section 4940(a	tax on net investment	income.)				
If section 4940(d)(2) applies, leave this pa	rt blank						
Was the foundation liable for the section 4	0.42 tay on the distributable amount o	f any year in the hase n	eriod2				Yes X No
If "Yes," the foundation does not qualify un			Ci lou ·				1C3 [AZ] NO
1 Enter the appropriate amount in each of			entries				
(a)	(b)	-	(c)			Dietri	(d) bution ratio
Base periód years Calendar year (or tax year beginning in)	Adjusted qualifying distribution	ns Net value of r	oncharita	ble-use assets	;	(col (b) dr	vided by col (c))
2011	3,604,2	20.	2,1	L97,078	3.		1.640461
2010	2,941,9			729,234			1.077935
2009	2,791,0			190,500			1.120685
2008	1,385,7			399,928			.729359
2007	1,350,8	57.	3,4	187,00	L.		.387398
							4 055020
2 Total of line 1, column (d)		01.5 - 1.41			2		4.955838
3 Average distribution ratio for the 5-yea		2 by 5, or by the number	er of years		1		001160
the foundation has been in existence if	iess than 5 years				3	 -	.991168
4 Enter the net value of noncharitable-us	e assets for 2012 from Part X, line 5				4		8,217,804.
5 Multiply line 4 by line 3					5		8,145,224.
6 Enter 1% of net investment income (19	% of Part I, line 27b)						30_,_926
						}	0 455 1-5
7 Add lines 5 and 6					7		8,176,150.
8 Enter qualifying distributions from Pari	: XII, line 4				8		2,552,287.
If line 8 is equal to or greater than line See the Part VI instructions	,	d complete that part us	ıng a 1% 1	ax rate		•	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or		- SOO in		ction	age 4
	4340	- see in	ısıru	CHOI	13)
• 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)			٠.		Γ ^
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🛄 and enter 1%	1	 	<u> </u>	L,8	54.
of Part I, line 27b	ļ				
f c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) $m J$					
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		6.	1,8	52.
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		6:	1,8	<u>52.</u>
6 Credits/Payments					
a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 3,118	<u>.</u>				
b Exempt foreign organizations - tax withheld at source 6b					
c Tax paid with application for extension of time to file (Form 8868) 6c 16,500	<u>.</u>				
d Backup withholding erroneously withheld 6d 6d					
7 Total credits and payments Add lines 6a through 6d O.R. OVERPAYMENT <1,668	• > 7		1	7,9	50.
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 SEE STATEMENT 8	9		4	3,9	02.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	- 10	T			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	- 11				
Part VII-A Statements Regarding Activities					
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervi	ne in			Yes	No
any political campaign?			1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)	?	[1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publi		ſ			
distributed by the foundation in connection with the activities					
c Did the foundation file Form 1120-POL for this year?			1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		Ī			
).			2	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	_	ĺ			
managers ▶ \$ 0.		ļ			,
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
If "Yes," attach a detailed description of the activities					
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporatio	n, or				ĺ
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		Х
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	1	N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		^	5		X
If "Yes," attach the statement required by General Instruction T					
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				1.	Ĩ.
By language in the governing instrument, or					ĺ
By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state legislation.	tate law				
remain in the governing instrument?			6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year?			7	X	
If "Yes," complete Part II, col. (c), and Part XV				· .	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			١ .	الم	
DE					
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		ļ	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for	calendar			L	
year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		X
10 Did any persons become substantial contributors during the tax year? If "Ves," attach a schedule listing their names and addresses			-10-		-X-
			~ 000	DE	(2010)

-orm	RICHARD & KAREN LEFRAK CHARITABLE 990-PF (2012) FOUNDATION, INC.	11-2994	678	ı	Page 5
	irt VII-A Statements Regarding Activities (continued)				
	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		х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory p If "Yes," attach statement (see instructions)	rivileges?	12		х
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 ► THE LEFRAK TRUST COMPANY Located at ► 1007 N. ORANGE STREET, WILMINGTON, DE	>302-65 ZIP+4 ▶19		390	
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		/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?		16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country.				
Pa	art 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)			ļ	1
	(1) Engage in the one or exemple, or reasons as breaking as breaking	es X No		1	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		1		
	a dioquamica porcon	es <u>X</u> No			1
		es X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	es 🗶 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)?	es 🗶 No		1	
	(6) Agree to pay money or property to a government official? (Exception Check "No"			i	
	if the foundation agreed to make a grant to or to employ the official for a period after]		i
	termination of government service, if terminating within 90 days)	es X No	ŀ		1
	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		ļ	ŀ	
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶□	<u> </u>	 	
	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			Ì	1
			1c		X
_	before the first day of the tax year beginning in 2012?		-		1
	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?	ng 'es X No	,		
	If "Yes," list the years				
	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect				1
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attack	1			.
	statement - see instructions.)	N/A	2b		
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Form 4720, to determine if the foundation had excess business holdings in 2012.)

had not been removed from jeopardy before the first day of the tax year beginning in 2012?

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

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X

3b

Yes X No

N/A

during the year?

orm 990-PF (2012) FOUNDATION, INC.	····		11-29946	78	Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ued)		
5a During the year did the foundation pay or incur any amount to					
(i) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Ye	s X No	[
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire				
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		Ye	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	described in section			Ì	
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No]
(5) Provide for any purpose other than religious, charitable, scientific, literary, of	or educational purposes, or f				
the prevention of cruelty to children or animals?		Ye	s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	er the exceptions described i	n Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instruc		•	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check he	•				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from		ined			1
expenditure responsibility for the grant?		I/A	s No		
If "Yes," attach the statement required by Regulations section 53.4945		., ==			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	• •				
a personal benefit contract?	ay promisino on	☐ Ve	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a pe	ersonal henefit contract?			6b	x
If "Yes" to 6b, file Form 8870	Signal Delicit contract.		 		
7a At any time during the tax year, was the foundation a party to a prohibited tax sl	adtor transaction?		es X No		1
b If "Yes," did the foundation receive any proceeds or have any net income attribu		16		7b	├
Information About Officers Directors Tructs		nogore Highly		70	——
Part VIII Paid Employees, and Contractors	es, roundation wia	magers, nigniy	,		
List all officers, directors, trustees, foundation managers and their controls.	compensation.		···		
	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Exp	ense
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	(e) Exp account allowa	, other
RICHARD S. LEFRAK	to position	Cinter 0-)	compensation	anowa	
10 E. 73RD STREET					
NEW YORK, NY 10021	0.00	0.	ο.		0.
TORK, NI 10021			<u> </u>		••
·		 			
					
				İ	
		 		·	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1) If none	enter "NONE "	L		
2 Compensation of the highest-paid employees (other than those inc	(b) Title, and average	enter NONE.	(d) Contributions to	(e) Ex	nense
(a) Name and address of each employee paid more than \$50,000	(D) Title, and a toluge	1	employee benefit plans	accoun	l, other
	hours per week	(c) Compensation	and deferred		
MONTE	hours per week devoted to position	(c) Compensation	and deferred compensation	allowa	inces
NONE	hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	'hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	'hours per week devoted to position	(c) Compensation	and deferred		Inces
NONE	'hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	hours per week devoted to position	(c) Compensation	and deferred		inces
NONE	hours per week devoted to position	(c) Compensation	and deferred		inces

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

KICHARD & KAKBA BBI KM CHMITIME		
Form 990:PF (2012) FOUNDATION, INC.		994678 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, ente	r "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	<u> </u>	▶ (
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis	stical information such as the	F
number of organizations and other beneficiaries served, conferences convened, research papers pro-		Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1N/A		
2		
All other program-related investments. See instructions		

Form **990-PF** (2012)

Total, Add lines 1 through 3

11-2994678

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P	art,X Minimum Investment Return (All domestic foundations must complete this part. Foreign to	oundations, s	ee instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	6,210,128.
	Average of monthly cash balances	1b	2,132,820.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,342,948.
	Reduction claimed for blockage or other factors reported on lines 1a and		
		0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,342,948.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,144.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,217,804.
6	Minimum investment return. Enter 5% of line 5	6	410,890.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundation foreign organizations check here and do not complete this part)	s and certain	
1	Minimum investment return from Part X, line 6	1	410,890.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 2a 61,85.	2.	
þ	Income tax for 2012. (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	61,852.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,038.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	349,038.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	349,038.
P	art XII Qualifying Distributions (see instructions)		-
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		_
а	Expenses, contributions, gifts, etc total from Part 1, column (d), line 26	1a	2,552,287.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,552,287
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,552,287
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundat	ion 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
Distributable amount for 2012	! from Part XI,		.,		_
line 7					349,038.
2 Undistributed income, if any, as of	the end of 2012				
a Enter amount for 2011 only				0.	
b Total for prior years			_		
3 Excess distributions carryove	r if any to 2012		0.		
	225,544.				
a From 2007 1, b From 2008 1,	294,924.				
	666,946.				
	805,475.				
	494,366.				
f Total of lines 3a through e	232,000	11,487,255.			
4 Qualifying distributions for 20)12 from				
Part XII, line $4 \triangleright \$ 2$,					
a Applied to 2011, but not more				0.	
b Applied to undistributed inco	Г				
years (Election required - see		Ì	0.		
c Treated as distributions out o	· •				
(Election required - see instru	ictions)	0.			
d Applied to 2012 distributable	amount				349,038.
e Remaining amount distribute	d out of corpus	2,203,249.			
5 Excess distributions carryover app (If an amount appears in column (comust be shown in column (a))		0.			0.
6 Enter the net total of each coundicated below:	olumn as				
a Corpus Add lines 3f, 4c, and 4e 5	Subtract line 5	13,690,504.			
b Prior years' undistributed inc					
line 4b from line 2b			0.		
c Enter the amount of prior year	ars'				
undistributed income for whi					
deficiency has been issued, on the section 4942(a) tax has been to the section 4942(b) tax has been issued.					
assessed	, oo p. o		0.		
d Subtract line 6c from line 6b	Taxable		_		
amount - see instructions			0.		
e Undistributed income for 20	11. Subtract line				
4a from line 2a. Taxable amo				0.	
f Undistributed income for 20					
lines 4d and 5 from line 1 Th	nis amount must				0.
be distributed in 2013					
7 Amounts treated as distribut corpus to satisfy requirement					
section 170(b)(1)(F) or 4942	,	0.			
8 Excess distributions carryov					
not applied on line 5 or line 7		1,225,544.			
9 Excess distributions carryo					
Subtract lines 7 and 8 from		12,464,960.			
10 Analysis of line 9.					- 4
a Excess from 2008 1	,294,924.				
b Excess from 2009 2	,666,946.]			
	,805,475.]			
	,494,366.]	!		
e Excess from 2012 2	,203,249.	<u> </u>	<u>i</u>		Form 990-PF (2012)
					Form MMU-PP (2012)

RICHARD & KAREN LEFRAK CHARITABLE 11-2994678 Page 10 FOUNDATION, INC. Form 990-PF (2012) 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 $\int 4942(i)(3)$ or 4942(1)(5) Prior 3 years Tax year 2 a Enter the lesser of the adjusted net (a) 2012 **(b)** 2011 (c) 2010 (d) 2009 (e) Total 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 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) b "Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) (3) Largest amount of support from an exempt organization (4) Gross investment income Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) 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)) RICHARD S. LEFRAK bilist 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 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.

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

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

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c Any submission deadlines

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FOUNDATION, INC.

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Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to Recipient Foundation Purpose of grant or Amount status of contribution any foundation manager or substantial contributor Name and address (home or business) recipient a Paid during the year RELIGIOUS, CHARITABLE, NONE BOTTOMLESS CLOSET SCIENTIFIC, LITERARY 15 PENN PLAZA, LEVEL B, SUITE 40, NEW YORK, NY 10001 OR EDUCATIONAL PURPOSES 100. RELIGIOUS, CHARITABLE, MOUNT HOLYOKE COLLEGE NONE SCIENTIFIC, LITERARY 50 COLLEGE STREET OR EDUCATIONAL SOUTH HADLEY MA 01075 PURPOSES 2,500. NONE RELIGIOUS, CHARITABLE, THE SOCIETY OF MSKCC SCIENTIFIC, LITERARY 1233 YORK AVENUE B101 OR EDUCATIONAL NEW YORK, NY 10065 PURPOSES 1,000. RELIGIOUS, CHARITABLE, NEW YORK THEATRE BALLET NONE SCIENTIFIC, LITERARY C/O MK EVENT STUDIO, 111 CHERRY OR EDUCATIONAL STREET, SUITE 205 NEW CANAAN, CT PURPOSES 10,000. THE MILKEN INSTITUTE (FASTERCURES) NONE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY 1250 FOURTH STREET, 2ND FLOOR SANTA MONICA, CA 90401 OR EDUCATIONAL PURPOSES 1,000. SEE CONTINUATION SHEET(S) 2,519,900. ➤ 3a Total **b** Approved for future payment NONE Total

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Part XVI-A Analysis of Income-Producing Activities

Program service revenue Program service revenue	nter gross amounts unless otherwise indicated	Unrelate	Unrelated business income		by section 512, 513, or 514	(e)
Trougram serves revenue		(a) Business	` '			Related or exempt
p Fees and contracts from poverment agencies 2 Permetership dues and assessments 3 Interests on aswaps and temporary clach investments 4 Dividence and elevers from securities 5 Net remain ancome or (less) from real estater a clack-framedop property b Not deeth-framedop property 7 Other investment income 5 Carn or (less) from personal property 9 Net more income or (less) from personal property 10 Carne profile (less) from special events 14 152,568. 5 Carn or (less) from special events 16 Carn or (less) from special events 17 Other investment income 18 3,076,348. 18 3,076,348. 19 Net microme or (less) from special events 19 Net microme or (less) from special events 10 Cross profile (less) from special events 10 Cross profile (less) from special events 11 Subtoal Add columns (b), (d), and (e) 12 Subtoal Add columns (b), (d), and (e) 13 Total Add the less of 3 instructions to verify calculations) Part XVI-B Petal Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below here each activity for which income is reported in column (e) of Part XVI-A contributed simportanity to the accomplishment of the foundation's exempt purposes (other than by providing funds for such surposes)		code			-	
Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on sevings and temporary cash investments 4 Debt-financial income or (loss) from real estate: 5 Net rental income or (loss) from generally 5 Net rental income or (loss) from generally 7 Other investment income 5 Star or (loss) from sales of assets other than swelloy 9 Net income or (loss) from sales of inventory 10 Gross profit or (loss) from sales of inventory 10 Gross profit or (loss) from sales of inventory 10 Gross profit or (loss) from sales of inventory 11 Substitute Add columns (b), (d), and (e) 12 Substitute Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 15 Total Add line 12, columns (b), (d), and (e) 16 Sea worksheet in line 13 estructions to verify calculations to the Accomplishment of Exempt Purposes Line 80. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed emportantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)		-				
Tess and contracts from government agencies Wherebeship dues and assessments Increased in a sample and separation securities Debt-instruction or (ces) from real estate: Debt-instruction or (ces) from sales of assets other than unverting: The sample of the sales of assets other than unverting: Standard or (ces) from sales of assets other than unverting: Description or (ces) from sales of assets other than unverting: Standard or (ces) from sales of assets other than unverting: Standard or (ces) from sales of assets other than unverting: Standard or (ces) from sales of inventory: Description of (ces) from sales of inventory: Standard or (ces) from sales of inventory: Standard Add columns (c), (d), and (e): Standard Add columns (c), (d), and (e): The sales of the sales of inventory: Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes 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 bunds for such purposes)	<u></u>	-				
Pees and contracts from government agencies 2 Membership dues and assessments 3 Memership assessments 4 Develores and miterial from securities 5 Net renal income or (ces) from real estate 5 Net renal income or (ces) from personal property 6 Act renal income or (ces) from sease of assets other than income or (ces) from sales of whentory 7 Other investment income 8 Gran or (less) from sales of assets other than income or (ces) from sales of whentory 10 Gross profit or (tes) from sales of whentory 11 Total Add time 12, columns (b), (d), and (e) 12 Subtobli Add columns (b), (d), and (e) 13 Total Add time 12, columns (b), (d), and (e) 15 Relationship of Activities to the Accomplishment of Exempt Purposes Line No. The Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. The Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes		_		+		
g Fees and contracts from government agencies Membership dues and assessments I minest to in awings and temporary cash investments 4 Dividends and interest from securities 5 Net remail income or (loss) from real estate: a Deb-Linanced property 6 Net rental income or (less) from personal property 7 Other investment income 1 1 152,568. 8 Can or (less) from sales of assets other 1 1 152,568. 9 Net rendament of (loss) from special events 6 Cash price (loss) from special events 9 Net income or (loss) from special events 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1				+		
2 Membership dues and assessments 4 Dividents and inferest from securities 5 Not retarial income or (loss) from real estate* a Debt-financed property 5 Not debt-financed property 6 Not retarial income or (loss) from personal property 7 Officer investment income 8 Casar or (loss) from special events 6 Casar or (loss) from special events 6 Cars profit or (loss) from special events 9 Net income or (loss) from special events 6 Cars profit or (loss) from special events 9 Net income or (loss) from special events 1 R 3 , 076 , 348 . 1 R 3 , 076 , 348 . 1 R 3 , 076 , 348 .	e	_				·
2 Membership dues and assessments						
a Interest on savings and temporary cash mestimates 4 Dividents and interest from securities 5 Net rental income of (loss) from real estate a Debt-frience property 9 Not debt-frienced property 9 Not dest-friended property 9 Not debt-friended property 9 Not make of assets other 14 152,568. 3 Can or (loss) from sales of assets other 18 3,076,348. 9 Net income or (loss) from special events 9 Not income 19 Not incom						
Investments 14	•					
4 Dividends and interest from securities 5 Net retail income or (loss) from real estate: a Debt-financed property b Not debt-financed property 6 Net retail anome or (loss) from personal property 7 Other investment income 6 Garn or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 1 Other revenue a b c d d d do columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) 8 Test XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Y 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 ourposes (other than by providing funds for such purposes)				1		
5 Net rental income or (ioss) from real estate: a Debt-frianced property b Not debt-frianced property c Net rental income or (ioss) from personal property 7 Other anvestment income 8 Carn or (ioss) from special events 9 Net income or (ioss) from special events 0 Gross profit or (ioss) from special events 1 14 152,568. 8 Carn or (ioss) from sales of sasets other from invertions 1 18 3,076,348. 9 Net income or (ioss) from special events 0 Gross profit or (ioss) from special events 0 Gross profit or (ioss) from special events 0 Line Young to the free from the first order of the free from the first order of the free from the first order o		-		111	89 814	
a Deb-Imanced property b Not deb-Imanced property 6 Not rental income or floss) from personal property 7 Other investment income 8 Gan or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of assets other than inventory 1 Other revenue 9 Net income or (loss) from sales of inventory 1 Other revenue 9 Usubital Add columns (b), (d), and (e) 1 See worksheet in line 13 microticus to verify calculations) Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No.		ļ		+	05,014.	
b Not debi-financed property 6 Not remain income or (loss) from personal property 7 Other investment income 8 Gan or (loss) from sales of assets other than inventory 9 Not income or (loss) from special events 0 Gross profit or (loss) from special events 0 Gross profit or (loss) from special events 0 Gross profit or (loss) from special events 1 B 3, 076, 348. 1 B 3, 076, 348. 1 C 152, 568. 8 C 168. 8 C 168. 9 Not income or (loss) from special events 1 C 152, 568. 9 Not income or (loss) from special events 1 C 152, 568. 1 C 152,	·			+ +		
6 Net rental ancome or (loss) from personal property 7 Other investment income 8 Gan or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 1 Other revenue a b c d d e s a San or (loss) from sales of inventory 1 18 3,076,348. 1 18 3,076,348. 1 18 3,076,348. 9 Net income or (loss) from sales of inventory 1 Other revenue a b c d d c s solution of the revenue a s 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)				+		·
property 7 Other mestiment income 8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 1 Other revenue 2				++		· · · -—-
7 Other investment income 8 Gain or (loss) from sales of assets other than investory 9 Net income or (loss) from special events 0 Gross profit or (loss) from sales of inventory 1 Dither revenue a b c c d d e e 22 Subtotal Add columns (b), (d), and (e)						
8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from special events 0 Gross profit or (loss) from sales of inventory 1 Other revenue 2	· · · ·			114	152.568	
than inventory 9 Net income or (loss) from special events 0 Gross prior or (loss) from special events 10 Origos prior or (loss) from sales of inventory 11 Other revenue 2 Bubbial Add columns (b), (d), and (e) 2 Subbial Add columns (b), (d), and (e) 3 Total Add lime 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) PART XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. V 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)				+	132,300.	
9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue 2				1.8	3.076.348.	
10 Gross profit or (loss) from sales of inventory 11 Other revenue 2	_	-		+	3,0,0,0	
10 Other revenue a b c d e 12 Subtotal Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations) Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. V 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)		 		+		· · · · · · · · · · · · · · · · · · ·
a b c c d d d d d columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 3 70tal Add line 12, columns (b), (d), and (e) 13 3 , 318, 730. 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)						
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Subtotal Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) 3 Total Add 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)		-		 		
ge		-				
e	· · · · · · · · · · · · · · · · · · ·	-		+		
12 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 13 Total Add 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)		-		+		
Total Add line 12, columns (b), (d), and (e) (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)		-	0		3,318,730.	0
Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes		1				3,318,730
Explain below how each 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))				
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)			omplishment of F		Purnoses	
the foundation's exempt purposes (other than by providing funds for such purposes) the foundation's exempt purposes (other than by providing funds for such purposes) the foundation's exempt purposes (other than by providing funds for such purposes)	<u> </u>					
				-A contribut	ted importantly to the accomp	olishment of
	the foundation's exempt purposes (other th	an by providing fu	ands for such purposes)			
					<u> </u>	
	<u> </u>					
			# O .		<u></u>	
					 	
						
					·	
			<u> </u>			
						
						
						
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Part XVII			o and Transactions ar	nd Relationships With	Noncharitable
<u>·</u>	Exempt Organi				
	* -		owing with any other organization		Yes No
,	, , ,		n 527, relating to political organiz	ations?	
	from the reporting founda	ition to a noncharitable exemp	of organization of		1a(1) X
(1) Cash	· appata				
(2) Other					1a(2) X
b Other tran		ale exempt organization			1b(1) X
٠,	of assets to a noncharitat	ncharitable exempt organization	n.c.		1b(1) X
• •	al of facilities, equipment, i	· ·	<i>,</i> ,,		1b(3) X
	bursement arrangements	or other assets			1b(4) X
	s or loan guarantees				1b(5) X
	=	mbership or fundraising solic	tations		1b(6) X
		iling lists, other assets, or paid			1c X
_				ays show the fair market value of	the goods, other assets,
	•			in any transaction or sharing arra	
		other assets, or services recei			_
(a)Line no	(b) Amount involved	(c) Name of nonchar	table exempt organization	(d) Description of transfers, trans	sactions, and sharing arrangements
		N/	A		
		· · · · · · · · · · · · · · · · · ·			
	<u> </u>				
				<u> </u>	
	·				
					
				 	
00 la tha face		the officer of with or soluted to	and as mare toy avamat arganiz	ations decombed	
	-	r than section 501(c)(3)) or in	, one or more tax-exempt organiz	ations described	Yes X No
	omplete the following sch		Section 327		165 21 10
U II IES, C	(a) Name of org		(b) Type of organization	(c) Description	of relationship
	N/A		(=) ,,,==== 3:	()	
					
			-		
				···	
	· 				
				statements, and to the best of my know	
Sign	pelief, it is true, correct, and co	mplete Declaration of preparer (oth	er than taxpayer) is based on all informa	ation of which preparer has any knowled	return with the preparer shown below (see instr.)?
Here			₩	PRESIDENT	X Yes No
Šig	nature of officer or trustee		Ate Y	Title	
	Print/Type preparer's na	· · · · · · · · · · · · · · · · · · ·	er Signature	Date Check	IT PTIN
	MARGARET M	[.	İ	self- employe	
Paid	MCGARREY				P00856580
-Preparer-		MINGTON FAMIL	Y OFFICE, INC.	Firm's EIN-I	▶ 20-4677514—
Use Only	l .				·
		00 N. MARKET			
	WI	LMINGTON, DE	19890-1200	Phone no.	302-651-8160
					Form 990-PF (2012)

RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION, INC.

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient WOMEN'S CAMPAIGN INTERNATIONAL NONE RELIGIOUS, CHARITABLE, SCIENTIFIC LITERARY 3701 CHESTNUT STREET, 6TH FLOOR OR EDUCATIONAL PHILADELPHIA, PA 19014 250. PURPOSES RELIGIOUS, CHARITABLE, NONE EUROPEAN SCHOOL OF ECONOMICS SCIENTIFIC LITERARY FOUNDATION OR EDUCATIONAL 725 FIFTH AVENUE, 19TH FLOOR PURPOSES 2,000. NEW YORK, NY 10022 GLADES ACADEMY FOUNDATION, INC. NONE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY ONE NORTH CLEMATIS STREET, #200 OR EDUCATIONAL WEST PALM BEACH, FL 33401 PURPOSES 500. NONE RELIGIOUS, CHARITABLE, NEW MUSIC USA SCIENTIFIC, LITERARY 90 JOHN STREET, SUITE 312 OR EDUCATIONAL NEW YORK, NY 10038 PURPOSES 500. RELIGIOUS, CHARITABLE, NONE NEW YORK PHILHARMONIC SCIENTIFIC, LITERARY 132 WEST 65TH STREET NEW YORK, NY 10023 OR EDUCATIONAL PURPOSES 25,000. NONE RELIGIOUS, CHARITABLE, MARTHA GRAHAM CENTER OF CONTEMPORARY SCIENTIFIC, LITERARY DANCE OR EDUCATIONAL 55 BETHUNE STREET NEW YORK, NY 10014 PURPOSES 250. LINCOLN CENTER FOR THE PERFORMING NONE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY ARTS OR EDUCATIONAL 70 LINCOLN CENTER PLAZA, 9TH FLOOR PURPOSES 22,000. NEW YORK, NY 10023 RELIGIOUS, CHARITABLE, CENTRAL PARK CONSERVANCY NONE SCIENTIFIC, LITERARY 14 EAST 60TH STREET OR EDUCATIONAL NEW YORK, NY 10022 PURPOSES 260. NONE RELIGIOUS, CHARITABLE, CROHN'S & COLITIS FOUNDATION OF SCIENTIFIC LITERARY AMERICA OR EDUCATIONAL 215 PARK AVENUE SOUTH, STE 2014 PURPOSES 1,000. NEW YORK, NY 10003 RELIGIOUS, CHARITABLE, ROUNDABOUT THEATRE COMPANY NONE SCIENTIFIC LITERARY--231- WEST-39TH- STREET, SUITE-1200-OR EDUCATIONAL NEW YORK, NY 10018 PURPOSES 1,000. 2 505 300. Total from continuation sheets

Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to any foundation manager Amount status of contribution . Name and address (home or business) or substantial contributor recipient MARTHA GRAHAM CENTER OF CONTEMPORARY NONE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY DANCE OR EDUCATIONAL 55 BETHUNE STREET PURPOSES 500. NEW YORK, NY 10014 RELIGIOUS, CHARITABLE, NONE. SOUTHAMPTON FRESH AIR HOME SCIENTIFIC, LITERARY 36 BARKERS ISLAND ROAD OR EDUCATIONAL SOUTHAMPTON, NY 11968 PURPOSES 500. RELIGIOUS, CHARITABLE, HENRY STREET SETTLEMENT NONE SCIENTIFIC, LITERARY 215 PARK AVENUE SOUTH, SUITE 2014 OR EDUCATIONAL NEW YORK, NY 10003 PURPOSES 500. NONE RELIGIOUS, CHARITABLE, YAGP SCIENTIFIC, LITERARY 167 PARK STREET, 1ST FLOOR NEW CANAAN, CT 06840 OR EDUCATIONAL PURPOSES 22,300. RELIGIOUS, CHARITABLE, NONE THE SOCIETY OF MSKCC 1233 YORK AVENUE, B101 SCIENTIFIC, LITERARY NEW YORK, NY 10065 OR EDUCATIONAL PURPOSES 22,500. NONE RELIGIOUS, CHARITABLE, THE BREAST CANCER RESEARCH FOUNDATION SCIENTIFIC LITERARY 60 EAST 56TH STREET 8TH FLOOR OR EDUCATIONAL NEW YORK, NY 10022 PURPOSES 5,000. NONE RELIGIOUS, CHARITABLE, CENTRAL PARK CONSERVANCY SCIENTIFIC, LITERARY 14 EAST 60TH STREET OR EDUCATIONAL NEW YORK, NY 10022 PURPOSES 22,000. RELIGIOUS, CHARITABLE, CENTRAL PARK CONSERVANCY NONE SCIENTIFIC, LITERARY 14 EAST 60TH STREET OR EDUCATIONAL NEW YORK, NY 10022 1,000. PURPOSES RELIGIOUS, CHARITABLE, NONE AMERICAN MUSEUM OF NATURAL HISTORY SCIENTIFIC, LITERARY CENTRAL PARK WEST, 79TH STREET OR EDUCATIONAL NEW YORK, NY 10024 PURPOSES 2,000,000. LAUREN'S KIDS NONE RELIGIOUS, CHARITABLE, -18851--NE--29TH-AVENUE,--SUITE-1-01-0= SCIENTIFIC-LITERARY-OR EDUCATIONAL AVENTURA, FL 33180 PURPOSES 5,000. Total from continuation sheets

Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager Foundation Purpose of grant or Amount status of contribution Name and address (home or business) or substantial contributor recipient THE SOCIETY OF MSKCC NONE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY 1233 YORK AVENUE, B101 OR EDUCATIONAL NEW YORK, NY 10065 4,860. PURPOSES RELIGIOUS, CHARITABLE, NONE THE SOCIETY OF MSKCC SCIENTIFIC, LITERARY 1233 YORK AVENUE, B101 OR EDUCATIONAL NEW YORK, NY 10065 PURPOSES 22,500. FIT FOUNDATION NONE RELIGIOUS, CHARITABLE, 236 WEST 27TH STREET, STOREFRONT A100 SCIENTIFIC, LITERARY OR EDUCATIONAL NEW YORK, NY 10001 PURPOSES 2,360. NONE RELIGIOUS, CHARITABLE, FIT FOUNDATION SCIENTIFIC, LITERARY 236 WEST 27TH STREET, STOREFRONT A100 NEW YORK, NY 10001 OR EDUCATIONAL PURPOSES 5,000. RELIGIOUS, CHARITABLE, NONE NEW YORK PHILHARMONIC SCIENTIFIC, LITERARY 132 WEST 65TH STREET NEW YORK, NY 10023 OR EDUCATIONAL PURPOSES 4,600. NONE RELIGIOUS, CHARITABLE, CITY HARVEST, INC. (ON YOUR PLATE SCIENTIFIC LITERARY LUNCHEON) OR EDUCATIONAL 6 EAST 32ND STREET, 5TH FLOOR 250. NEW YORK, NY 10016 PURPOSES THOMAS G. LABRECQUE FOUNDATION NONE RELIGIOUS, CHARITABLE, 1414 PRINCE STREET, SUITE 400 SCIENTIFIC, LITERARY ALEXANDRIA, VA 22314 OR EDUCATIONAL PURPOSES 250. RELIGIOUS, CHARITABLE, INNER-CITY SCHOLARSHIP FUND (OVARIAN NONE SCIENTIFIC, LITERARY CANCER RESEARCH FUND) OR EDUCATIONAL 37 WEST 57TH STREET, 9TH FLOOR PURPOSES 5,000. NEW YORK, NY 10019 RELIGIOUS, CHARITABLE, NONE FOR THE LOVE OF JEMMA (ALS SCIENTIFIC LITERARY ASSOCIATION) DR EDUCATIONAL 62 CLOCK TOWER LANE, WESTBURY, NY PURPOSES 11578 WESTBURY, NY 11578 250. RELIGIOUS, CHARITABLE, NEW YORK PHILHARMONIC NONE 132-WEST-65TH-STREET-SCIENTIFIC LITERARY OR EDUCATIONAL NEW YORK, NY 10023 PURPOSES 1,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient RELIGIOUS, CHARITABLE, RONALD MCDONALD HOUSE OF NEW YORK NONE SCIENTIFIC, LITERARY 650 PARK AVENUE PHA NEW YORK, NY 10061 OR EDUCATIONAL PURPOSES 250. RELIGIOUS, CHARITABLE, PROSTATE CANCER FOUNDATION NONE SCIENTIFIC, LITERARY 1250 FOURTH STREET OR EDUCATIONAL SANTA MONICA, CA 90401 PURPOSES 75,000. SOUTHAMPTON HOSPITAL FOUNDATION NONE RELIGIOUS, CHARITABLE, 240 MEETING HOUSE SCIENTIFIC LITERARY OR EDUCATIONAL SOUTHAMPTON, NY 11968 PURPOSES 25,000. NEW YORK PHILHARMONIC NONE RELIGIOUS, CHARITABLE, SCIENTIFIC LITERARY 132 WEST 65TH STREET NEW YORK, NY 10023 OR EDUCATIONAL PURPOSES 35,000. RELIGIOUS, CHARITABLE, THE MILKEN INSTITUTE (FASTERCURES) NONE SCIENTIFIC, LITERARY 1250 FOURTH STREET, 2ND FLOOR OR EDUCATIONAL SANTA MONICA, CA 90401 PURPOSES 50,000. CENTRAL PARK CONSERVANCY NONE RELIGIOUS, CHARITABLE, 14 EAST 60TH STREET SCIENTIFIC, LITERARY OR EDUCATIONAL NEW YORK, NY 10022 PURPOSES 240. RELIGIOUS, CHARITABLE, THOMAS G. LABRECQUE FOUNDATION NONE SCIENTIFIC, LITERARY 1414 PRINCE STREET, SUITE 400 ALEXANDRIA, VA 22314 OR EDUCATIONAL PURPOSES 2,500. RELIGIOUS, CHARITABLE, THE BREAST CANCER RESEARCH FOUNDATION SCIENTIFIC, LITERARY 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022 OR EDUCATIONAL PURPOSES 950. NONE RELIGIOUS, CHARITABLE, CONGREGATION EMANU-EL SCIENTIFIC, LITERARY 1 EAST 65TH STREET NEW YORK, NY 10065 OR EDUCATIONAL PURPOSES 5,000. AKC HUMANE FUND NONE RELIGIOUS, CHARITABLE, 260-MADISON-AVENUE-SCIENTIFIC,-LITERARY. OR EDUCATIONAL NEW YORK, NY 10016 PURPOSES 2,500. Total from continuation sheets

3 Grants and Contributions Paid During the	fear (Continuation)			
. Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
CENTRAL PARK CONSERVANCY	NONE		RELIGIOUS, CHARITABLE,	
14 EAST 60TH STREET			SCIENTIFIC, LITERARY	
NEW YORK, NY 10022	1		OR EDUCATIONAL	
			PURPOSES	200
MELANOMA RESEARCH ALLIANCE FOUNDATION	NONE		RELIGIOUS, CHARITABLE,	
	NONE		· ' '	
1101 NEW YORK AVENUE, NW, SUITE 620			SCIENTIFIC, LITERARY OR EDUCATIONAL	
WASHINGTON, DC 20005			PURPOSES	1 000
			PURPUSES	1,000
CENTRAL PARK CONSERVANCY	NONE		RELIGIOUS, CHARITABLE,	
14 EAST 60TH STREET			SCIENTIFIC, LITERARY	
NEW YORK NY 10022			OR EDUCATIONAL	
Nam Tokki, NT 10022			PURPOSES	7,500
THE NATIONAL BREAST CANCER COALITION	NONE		RELIGIOUS, CHARITABLE,	
FUND			SCIENTIFIC, LITERARY	
162 WEST 56TH STREET			OR EDUCATIONAL	
NEW YORK, NY 10019	1		PURPOSES	2,030
				·
THE AMERICAN HOSPITAL OF PARIS	NONE		RELIGIOUS, CHARITABLE,	
FOUNDATION			SCIENTIFIC, LITERARY	
150 EAST 58TH STREET			OR EDUCATIONAL	
NEW YORK, NY 10155			PURPOSES	2,000
NEW YORK PHILHARMONIC	NONE		RELIGIOUS, CHARITABLE,	
132 WEST 65TH STREET			SCIENTIFIC, LITERARY	
NEW YORK, NY 10023			OR EDUCATIONAL	
			PURPOSES	33,000
HOPE FOR DEPRESSION RESEARCH	NONE		DELIGIOUS SUADIMADIE	
	NONE		RELIGIOUS, CHARITABLE,	
FOUNDATION 667 MADISON AVENUE, 17TH FLOOR			SCIENTIFIC, LITERARY OR EDUCATIONAL	
			PURPOSES	10 000
NEW YORK, NY 10065			FORFOSES	10,000
PROSTATE CANCER FOUNDATION	NONE		RELIGIOUS, CHARITABLE,	
1250 FOURTH STREET			SCIENTIFIC LITERARY	
SANTA MONICA, CA 90401			OR EDUCATIONAL	
DANTA HONICA, CA 70401			PURPOSES	75,000
			FORFOBES	
			1	
Total from continuation sheets				

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2012

Name of the organization

RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION, INC.

Employer identification number

11-2994678

Organization type (check or	ne)
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	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
	s covered by the General Rule or a Special Rule . (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions
General Rule	
X For an organization contributor Compl	n filing Form 990, 990 EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one ete Parts I and II
Special Rules	
509(a)(1) and 170(l	c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 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%) Form 990, Part VIII, line 1h, or (ii) Form 990 EZ, line 1 Complete Parts I and II
total contributions	c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or cruelty to children or animals. Complete Parts I, II, and III
contributions for u If this box is check purpose Do not co	c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one contributor, during the year, se exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. The ed, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., complete any of the parts unless the General Rule applies to this organization because it received nonexclusively e, etc., contributions of \$5,000 or more during the year
but it must answer "No" on	nat is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990 EZ, or 990 PF), 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 the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
RICHARD & KAREN LEFRAK CHARITABLE
FOUNDATION, INC.

Employer identification number

11-2994678

Part I	Contributors (see instructions) Use duplicate copies of Part I	ıf addıtıonal space ıs needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD S. LEFRAK 10 E 73RD STREET NEW YORK, NY 10021	s 6,004,690.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		s	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Nō.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d)Type of-contribution
223452 12-2		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution) 1990, 990-EZ, or 990-PF) (2012

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Name of organization

Employer identification number

RICHARD & KAREN LEFRAK CHARITABLE FOUNDATION, INC.

11-2994678

(a) No rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	CURITIES		
1			
		<u> </u>	12/14/12
(a)		(c)	
No. rom	(b)	FMV (or estimate)	(d) Date received
Part I	Description of noncash property given	(see instructions)	Date received
-			
(a) No.		(c)	(-N
rom	(b) Description of noncash property given	FMV (or estimate)	(d) Date received
Part I		(see instructions)	
\[\]			
			
		\$	
(a)		(c)	
No.	(b)	FMV (or estimate)	(d)
from Part I	Description of noncash property given	(see instructions)	Date received
_ _			
-		\$	
(a)		(c)	
No. from	(b)	FMV (or estimate)	(d)
Part I	Description of noncash property given	(see instructions)	Date received
		\$	
(a)		(c)	
No. from	Description of noncash property given	FMV (or estimate)	Date received
Part I	Description of notices in property given	(see instructions)	Date received
] —			
_			
Į	<u> </u>		90, 990-EZ, or 990-PF) (

Employer identification number

RICHARD & KAREN LEFRAK CHARITABLE

FC	INU	ΤAC	NOI	T. T	NC.

	TION, INC.		11-2994678			
Part III	Exclusively religious, charitable, etc., indiv year Complete columns (a) through (e) and th	e following line entry. For organization)(7), (8), or (10) organizations that total more than \$1,000 for the ons completing Part III, enter			
	the total of exclusively religious, charitable, etc Use duplicate copies of Part III if additional		the year (Enterthis information once)			
(a) No from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Part I	(b) i ui pose oi giit	(c) 03c 01 gill	(d) Bescription of now gire is need			
-						
	·	(e) Transfer of gift	*			
		(e) Transier of gir	·			
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee			
						
(a) Na						
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Valti						
						
		(e) Transfer of gif	it			
-	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee			
İ						
(a) No.						
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
1						
-						
		(e) Transfer of gif	ft			
	Transferee's name, address, at	nd ZIP + 4	Relationship of transferor to transferee			
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Part I						
		(e) Transfer of git				
-	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee			

CONTINUATION FOR 990-PF, PART IV 11-2994678 PAGE 1 OF 2

Part IV Capital Gains and Los	sses for lax on Investment Income					
	describe the kind(s) of property solution warehouse; or common stock, 20		(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)		
1a RCG OVERSEAS L'	RCG OVERSEAS LTD RAMIUS FUND CLASS I SERIES I					
b RAMIUS FUND CL	ASS I SERIES I	P	01/01/08/10/31/13			
c RAMIUS FUND LE	HMAN SPV	P P	10/31/0810/31/13 05/21/0903/13/13			
d 60,000 BANKUNI'	60,000 BANKUNITED, INC					
e 9,000 BANKUNIT	ED, INC	P	05/21/0903/20/13			
1114,795 BANKUN		P	05/21/0907/08/13			
g JP MORGAN - 90	601		P	VARIOUS VARIOUS		
	GOTON ROYALTY TR		P	VARIOUS 03/28/13		
	N JUAN BASIN ROY	ALTY RUST	P	VARIOUS 04/08/13		
US TREASURY BI		P	VARIOUS VARIOUS			
k US TREASURY BI		P	VARIOUS VARIOUS			
US TREASURY BI		P	VARIOUS VARIOUS			
m US TREASURY BI		P	VARIOUS VARIOUS			
n US TREASURY BI		P	VARIOUS VARIOUS			
0 US TREASURY BI	LL 08/01/13	P	VARIOUS VARIOUS			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		h) Gain or (loss) plus (f) minus (g)			
a 22,936.		19,779.		3,157.		
b 47,040.		51,054.		<4,014.>		
c 84,301.		11,713.		72,588.		
d 1,484,700.		655,007.		829,693.		
e 222,705.		98,251.		124,454.		
j 3,188,708.		1,253,192.		1,935,516.		
g 825,030.		726,870.		98,160.		
h 50,216.		44,212.		6,004.		
113,282.		102,806.		10,476.		
9,994.		9,994.		0.		
k 699,639.		699,558.		81.		
999,492.		999,368.		124.		
m 1,299,236.		1,299,178.		58.		
n 999,395.		999,368.		27.		
0 249,891.		249,873.		18.		
Complete only for assets showing	ng gain in column (h) and owned by			osses (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		s of col (h) gain over col (k), not less than "-0-")		
<u>a</u>				3,157.		
b				<4,014.>		
<u>c</u>				72,588.		
<u>d</u>			- <u></u>	829,693.		
<u>e</u>				124,454.		
<u>f</u>				1,935,516.		
<u>g</u>				98,160.		
<u>h</u>				6,004.		
				10,476.		
				0.		
<u>k</u>				81.		
	ļ		<u> </u>	124.		
m	<u> </u>			58.		
n	 	ļ — — — — — — — — — — — — — — — — — — —		27.		
0						
0.00-1-1-1-1	, If gain, also ente	r in Part I, line 7				
2 Capital gain net income or (net ca	apital ioss) (If (loss), enter "-	r in Part I, line 7 0-" in Part I, line 7 }	2			
	ss) as defined in sections 1222(5) a	nd (6)				
If gain, also enter in Part I, line 8,		P				
If (loss), enter "-0-" in Part I, line	U	ノー	3 (

2

(a) List and 2-story bri	describe the kind(s) of property sold ck warehouse, or common stock, 20	, e.g , real estate, 0 shs. MLC Co	(b) How acquir P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a US TREASURY BIL	LL 01/30/14		P		VARIOUS
b					
С					
d					
e					
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9					
h		· · · · · · · · · · · · · · · · · · ·		+	
<u> </u>					
<u> </u>				_	
<u> </u>				 	
m					
n				 	
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(6	(h) Gain or (loss)) plus (f) minus (g)	
a 249,924.		249,918.			6.
b					
С					
d				<u></u> .	
е					
f			 		
<u>g</u>					
h					
1					
<u> </u>					
k					
m					
n		-			·
0					
	g gain in column (h) and owned by t	he foundation on 12/31/69	(1) !	osses (from col (h))
(ı) 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	Gains (exces bu	ss of col (h) gain ove t not less than "-0-")	er col. (k),
a					6.
b					
С					
d					
e					
<u>f</u>					
g					
<u>h</u>					
			· -		
1.					
<u>k</u>			<u></u> .		
					
n e					·
0					
					
2 Capital gain net income or (net ca	1 11 (1000); 011(01 0	<u> </u>	2	3,	076,348.
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, if (loss), enter "-0-" in Part I, line 8	column (c).	d (6)	3	N/A	
- 1. (1033), Onto O III att 1, IIII C	,			11/12	

DIVIDENDS 48,571. 0. 48,571. FOREIGN DIVIDENDS 30,565. 0. 30,565. HUGOTON INTEREST INCOME 2. 0. 2. INTEREST US TREASURIES 1,470. 0. 1,470. MM INTEREST 8. 0. 8. MM TAX FREE DIVIDENDS 28. 0. 28. MUTUAL FUND DIVIDENDS 9,167. 0. 9,167. SAN JUAN BASIN INTEREST INCOME 3. 0. 3. TOTAL TO FM 990-PF, PART I, LN 4 89,814. 0. 89,814. FORM 990-PF OTHER INCOME STATEMENT 2 (A) (B) (C) REVENUE NET INCOME NET INCOME NET INCOME HUGOTON ROYALTY INCOME 127,128. 127,128. SAN JUAN BASIN ROYALTY INCOME 36,447. 36,447. FOREIGN CURRENCY LOSS <11,007.> <11,007.> TOTAL TO FORM 990-PF, PART I, LINE 11 152,568. 152,568.	FORM 990-PF	DIVIDENDS	AND	INTERE	ST	FROM	SECU	RITIES	STATEMENT	1
FOREIGN DIVIDENDS HUGOTON INTEREST INCOME 10. 1,470. 0. 1,470. MI INTEREST 8. 0. 8. MI TAX FREE DIVIDENDS 28. 0. 9,167. SAN JUAN BASIN INTEREST INCOME 3. 0. 9,167. TOTAL TO FM 990-PF, PART I, LN 4 89,814. 0. 89,814. FORM 990-PF OTHER INCOME 127,128. 127,128. TOTAL TO FORM 990-PF, PART I, LINE 11 152,568. FORM 990-PF LEGAL FEES STATEMENT (A) (B) (C) ADJUSTED NET INCOME STATEMENT 2 (B) (C) ADJUSTED NET INCOME STATEMENT 2 (B) (C) ADJUSTED NET INCOME 127,128. 127,128. 36,447. 36,4	SOURCE			GROSS	AMC	TNU			-	-
FOREIGN DIVIDENDS HUGOTON INTEREST INCOME 1.	DIVIDENDS		-		48,	571.		0.	48,	571.
1,470.	FOREIGN DIVIDENDS					565.			30,	
MM INTEREST MM TAX FREE DIVIDENDS MM TAX FREE DIVIDENDS SAN JUAN BASIN INTEREST INCOME TOTAL TO FM 990-PF, PART I, LN 4 B9,814. O. 89,814. TOTAL TO FM 990-PF, PART I, LN 4 B9,814. O. 89,814. TOTAL TO FM 990-PF OTHER INCOME STATEMENT ADJUSTED MENT INCOME HUGOTON ROYALTY INCOME SAN JUAN BASIN ROYALTY ADJUSTED CHARITABLE PER BOOKS MENT INCOME STATEMENT CHARITABLE PER BOOKS MENT INCOME PURPOSES LEGAL FEES LEGAL FEES 1,328. 1,327.					4				1	
MM TAX FREE DIVIDENDS		ES			Ι,				Ι,	
MUTUAL FUND DIVIDENDS SAN JUAN BASIN INTEREST INCOME TOTAL TO FM 990-PF, PART I, LN 4 B9,814. O. 89,814. FORM 990-PF OTHER INCOME STATEMENT (A) REVENUE NET INVEST- ADJUSTED NET INCOME HUGOTON ROYALTY INCOME SAN JUAN BASIN ROYALTY INCOME SAN JUAN BASIN ROYALTY INCOME SAN JUAN BASIN ROYALTY INCOME SAN JUAN BASIN ROYALTY INCOME SORIEGN CURRENCY LOSS TOTAL TO FORM 990-PF, PART I, LINE 11 LEGAL FEES (A) EXPENSES NET INVEST- ADJUSTED CHARITABLE PER BOOKS MENT INCOME (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITABLE PURPOSES LEGAL FEES LEGAL FEES 1,327.		ng								
SAN JUAN BASIN INTEREST INCOME 3. 0. 3. TOTAL TO FM 990-PF, PART I, LN 4 89,814. 0. 89,814. FORM 990-PF					9				9.	
Ca					,				- ,	
(A)	TOTAL TO FM 990-PF,	PART I, LN	4		89	814.		0.	89,	814.
(A)										
DESCRIPTION REVENUE NET INVEST- ADJUSTED NET INCOME	FORM 990-PF		0'	THER IN	1COI	ΊE			STATEMENT	. 2
DESCRIPTION REVENUE NET INVEST- ADJUSTED NET INCOME						77. \		/ D \	(C)	
DESCRIPTION PER BOOKS MENT INCOME NET INCOME HUGOTON ROYALTY INCOME 127,128. 127,128. 36,447. 36,447. 36,447. 36,447. 71,007.> 711,007.> <td< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>тED</td></td<>										тED
SAN JUAN BASIN ROYALTY INCOME 36,447. 36,447. <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.007.> <10.007.> <10.007.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <1	DESCRIPTION			I						
SAN JUAN BASIN ROYALTY INCOME 36,447. 36,447. <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <11,007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.> <10.007.007.> <10.007.> <10.007.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <10.007. <1	HUGOTON ROYALTY INCO)ME				127.	128.	127.128		
FOREIGN CURRENCY LOSS <11,007.> <11,007.> <11,007.> TOTAL TO FORM 990-PF, PART I, LINE 11 152,568. 152,568. FORM 990-PF LEGAL FEES STATEMENT 3 (A) (B) (C) (D) EXPENSES NET INVEST- ADJUSTED CHARITABLE PER BOOKS MENT INCOME NET INCOME PURPOSES LEGAL FEES 2,655. 1,328. 1,327.										
FORM 990-PF LEGAL FEES (A) (B) EXPENSES NET INVEST- ADJUSTED CHARITABLE PER BOOKS MENT INCOME NET INCOME PURPOSES LEGAL FEES 2,655. 1,328. 1,327.									.>	
DESCRIPTION (A) EXPENSES NET INVEST- PER BOOKS MENT INCOME NET INCOME PURPOSES 1,327.	TOTAL TO FORM 990-PF	F, PART I,	LINE	11		152,	568.	152,568	•	
DESCRIPTION (A) EXPENSES NET INVEST- PER BOOKS MENT INCOME NET INCOME PURPOSES 1,327.										· · · · · ·
DESCRIPTION PER BOOKS MENT INVEST- ADJUSTED CHARITABLE PER BOOKS MENT INCOME NET INCOME PURPOSES 2,655. 1,328. 1,327.	FORM 990-PF			LEGAL	FE	Ξ S			STATEMENT	3
DESCRIPTION PER BOOKS MENT INVEST- ADJUSTED CHARITABLE PER BOOKS MENT INCOME NET INCOME PURPOSES 2,655. 1,328. 1,327.			(A)		(B)		(C)	(D)
DESCRIPTION PER BOOKS MENT INCOME NET INCOME PURPOSES LEGAL FEES 2,655. 1,328. 1,327.					NE					
	DESCRIPTION									
TO FM 990-PF, PG 1, LN 16A 2,655. 1,328. 1,327.	LEGAL FEES			2,655.		1	,328	•	1	,327.
	TO FM 990-PF, PG 1,	LN 16A		2,655.		1	,328	•	1	,327.

FORM 990-PF	TAX	ES		STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(C) ADJUSTED NET INCOM		
DE ANNUAL FEE FOREIGN TAXES PAID HUGOTON SEVERANCE TAX SAN JUAN BASIN SEVERANCE	25. 3,635. 13,116.	0. 3,635. 13,116.				25. 0. 0.
TAX	3,615.	3,	615.			0.
TO FORM 990-PF, PG 1, LN 18	20,391.	20,	366.			25.
FORM 990-PF	OTHER E	XPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
CUSTODIAN FEES MANAGEMENT FEES TRUST FEES MISCELLANEOUS HUGOTON ADMIN EXPENSE SAN JUAN BASIN ADMIN EXPENSE	1,265. 51,901. 10,000. 1,599. 5,595. 934.	1,265. 25,951. 5,000. 0. 5,595. 934.			25,9 5,0	0. 050. 000. 85. 0.
TO FORM 990-PF, PG 1, LN 23	71,294.	38,	745.		31,0	35.
FORM 990-PF	OTHER INV	ESTMENTS			STATEMENT	6
DESCRIPTION		LUATION IETHOD	вос	OK VALUE	FAIR MARKE VALUE	ΞT
INVESTMENT MASTER LP GLUSKIN SHEFF PORTFOLIO GLUSKIN SHEFF PREMIUM INC FUN RAMIUS FUND JP MORGAN Q70941 INVESTMENT ROYALTY TRUST RAMIUS RCG OVERSEAS LTD	ND —	COST COST COST COST COST COST	-	899,165. 1,151,423. 1,007,792. 212,165. 0. 1,820,074. 75,966.	982,0 1,153,1 1,071,0 229,9 1,872,4 89,4	140. 082. 998. 0. 104.
TOTAL TO FORM 990-PF, PART II	I, LINE 13			5,166,585.	5,398,0	065.

FORM 990-PF		OTHER ASSE	TS			STAT	EMENT	7
DESCRIPTION		BEGINNING YR BOOK V		END OF BOOK V			MARKE' ALUE	г
REFUND DUE FROM IRS ROYALTY INCOME RECEIV	ABLE		100.	1	0. 4,469.		14,4	0. 69.
TO FORM 990-PF, PART	II, LINE 15		100.	1	4,469.		14,4	69.
FORM 990-PF	INTERES	ST AND PENAI	TIES		· · ·	STAT	EMENT	8
TAX DUE FROM FORM 99 LATE PAYMENT INTER LATE PAYMENT PENAI	REST	/I					43,9 2,7 5,3	62.
TOTAL AMOUNT DUE							52,0	15.
FORM 990-PF	LA'	TE PAYMENT I	PENALT	Y		STAT	EMENT	9
DESCRIPTION	DAT	E AMOUI	1T	BALANC	E M	ONTHS	PENAL	ТY
TAX DUE EXTENSION PAYMENT EXTENSION PAYMENT DATE FILED	04/15 04/15 07/15 04/15	/14 <11 /14 <5	,402. ,000.> ,500.>	49, 43,	402. 402. 902. 902.	3 21	7 4,6	41. 10.
TOTAL LATE PAYMENT PI	ENALTY						5,3	51.
FORM 990-PF	LA	TE PAYMENT	INTERE	ST		STAT	EMENT	10
DESCRIPTION	DATE	AMOUNT	BAL	ANCE	RATE	DAYS	INTER	EST
TAX DUE EXTENSION PAYMENT EXTENSION PAYMENT DATE FILED	04/15/14 04/15/14 07/15/14 04/15/16	60,402. <11,000. <5,500.		60,402. 49,402. 44,273. 46,664.	.0300	91	3 2,3	71. 91.
TOTAL LATE PAYMENT I	NTEREST						2,7	62.