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

2012

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 DEC 1, 2012, and ending NOV 30, 2013

Name of foundation <b>THE THELMA AND MELVIN LENKIN FAMILY CHARITABLE FOUNDATION, INC.</b>		A Employer identification number <b>52-2071692</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>1500 SOUTH OCEAN BLVD.</b>		B Telephone number <b>(561) 394-3693</b>	
City or town, state, and ZIP code <b>BOCA RATON, FL 33432</b>		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 6,483,915.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc., received			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities		<b>256,753.</b>	<b>256,753.</b>
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10		<b>1,384,402.</b>	
b Gross sales price for all assets on line 6a		<b>1,786,792.</b>	
7 Capital gain net income (from Part IV, line 2)			<b>STATEMENT 1</b>
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss)			
11 Other income		<b>&lt;16,729.&gt;</b>	<b>&lt;51,204.&gt;</b>
12 Total. Add lines 1 through 11		<b>1,624,426.</b>	<b>1,533,389.</b>
13 Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees		<b>STMT 4</b>	<b>3,500.</b>
c Other professional fees			<b>1,750.</b>
17 Interest			
18 Taxes		<b>STMT 5</b>	<b>6,102.</b>
19 Depreciation and depletion			<b>295.</b>
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses		<b>STMT 6</b>	<b>76,623.</b>
24 Total operating and administrative expenses. Add lines 13 through 23			<b>71,428.</b>
25 Contributions, gifts, grants paid			<b>0.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>86,225.</b>	<b>73,473.</b>
27 Subtract line 26 from line 12:			<b>0.</b>
a Excess of revenue over expenses and disbursements		<b>210,065.</b>	<b>6,945.</b>
b Net investment income (if negative, enter -0-)			<b>210,065.</b>
c Adjusted net income (if negative, enter -0-)		<b>296,290.</b>	<b>73,473.</b>
		<b>1,328,136.</b>	<b>0.</b>
		<b>1,459,916.</b>	<b>217,010.</b>
			<b>0.</b>

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
	1 Cash - non-interest-bearing		111,601.	1,759,713.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►		4,329.	
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other 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			
	10a Investments - U S 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 7	3,525,978.	3,210,331.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers)		3,641,908.	4,970,044.
				6,483,915.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		3,641,908.	4,970,044.
	30 Total net assets or fund balances		3,641,908.	4,970,044.
	31 Total liabilities and net assets/fund balances		3,641,908.	4,970,044.

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 3,641,908.
2 Enter amount from Part I, line 27a	2 1,328,136.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 4,970,044.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,970,044.

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<b>Part IV Capital Gains and Losses for Tax on Investment Income</b>		<b>SEE ATTACHED STATEMENT</b>		
(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	1,786,792.	458,952.	1,327,840.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69			
a				
b				
c				
d				
e			1,327,840.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,327,840.
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). If (loss), enter -0- in Part I, line 8			3	N/A

**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.

Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 (col. (b) divided by col. (c))
2011	209,915.	4,109,514.	.051080
2010	249,514.	4,113,841.	.060652
2009	214,192.	4,817,375.	.044462
2008	261,600.	4,243,739.	.061644
2007	319,126.	5,860,007.	.054458

2 Total of line 1, column (d)

2 .272296

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 .054459

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 5,978,770.

5 Multiply line 4 by line 3

5 325,598.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 14,599.

7 Add lines 5 and 6

7 340,197.

8 Enter qualifying distributions from Part XII, line 4

8 217,010.

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.

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

1	29,198.
2	0.
3	29,198.
4	0.
5	29,198.
6a	1,048.
6b	
6c	
6d	
7	1,048.
8	
9	28,150.
10	
11	

Refunded ►

**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 intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

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

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

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

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

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

*If "Yes," attach a detailed description of the activities*

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*

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

b If "Yes," has it filed a tax return on Form 990-T for this year?

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

*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:

- 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, col. (c), and Part XV*

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

**FL**

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*

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*

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

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	X
5	X
6	X
7	X
8b	X
9	X
10	X

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12-05-12

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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 ► MELVIN LENKIN Telephone no. ► 301-654-2100  
Located at ► 4922-A ST. ELMO AVENUE, BETHESDA, MD ZIP+4 ► 20814

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 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  No X

**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.

1a During the year did the foundation (either directly or indirectly)  
 (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No  
 (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No  
 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No  
 (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No  
 (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No  
 (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  Yes  No

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)? N/A ►   
 Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c  X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))  
 a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  Yes  No  
 If "Yes," list the years ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
 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.) 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 during the year?  Yes  No  
 b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A 3b

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

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**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.

(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
MELVIN LENKIN 4922-A ST. ELMO AVENUE	SECRETARY-TREASURER 1.00	0.	0.	0.
THELMA LENKIN 4922-A ST. ELMO AVENUE	PRESIDENT 1.00	0.	0.	0.
EDWARD J. LENKIN 4922-A ST. ELMO AVENUE	DIRECTOR 1.00	0.	0.	0.
JUDY LENKIN LERNER 4922-A ST. ELMO AVENUE	DIRECTOR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

► 0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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**Total number of others receiving over \$50,000 for professional services**

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1		
SEE STATEMENT 8		210,065.
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.

Describe the two largest program-related investments made by the foundation during the last year. (Lines 1 and 2)	
1	N/A
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 ► <b>0.</b>	

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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	1a	4,285,418.
a Average monthly fair market value of securities	1b	1,784,399.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	6,069,817.
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)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,069,817.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,047.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,978,770.
6 Minimum investment return. Enter 5% of line 5	6	298,939.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	298,939.
2a Tax on investment income for 2012 from Part VI, line 5	2a	29,198.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	18,863.
c Add lines 2a and 2b	2c	48,061.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	250,878.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	250,878.
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	250,878.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	217,010.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	217,010.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	217,010.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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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CHARITABLE FOUNDATION, INC.

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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				250,878.
2 Undistributed income, if any, as of the end of 2012			187,915.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 217,010.			187,915.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				29,095.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.		
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 instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				221,783.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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**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>				
ALZHEIMERS DRUG DISCOVERY FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	200.
AMERICAN CANCER SOCIETY		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	500.
BETHESDA CHEVY CHASE RESCUE SQUAD		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	1,000.
B'NAI ISRAEL CONGREGATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	30,815.
BOCA RATON MUSEUM OF ART		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	600.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 210,065.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

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CHARITABLE FOUNDATION, INC.

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## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	256,753.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	45.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME - KKR					
b FINANCIAL HOLDINGS LLC					
c OTHER INCOME - EJF DEBT					
d OPPORTUNITIES FUND, LP					
e					
12 Subtotal Add columns (b), (d), and (e)					
13 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).
1	THE THERMA AND MELVIN LENKIN CHARITABLE FOUNDATION, INC. WAS 2 INCORPORATED IN THE STATE OF FLORIDA ON DECEMBER 1997. THE FOUNDATION 3 IS ORGANIZED EXCLUSIVELY FOR CARRYING OUT CHARITABLE, RELIGIOUS, 4 SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES. THE FOUNDATION'S 5 PRIMARY PURPOSE IS TO PROVIDE SUPPORT TO CHARITABLE INSTITUTIONS WITH 6 AN EMPHASIS ON AIDING ART, RELIGIOUS, SCIENTIFIC, LITERARY AND 7 EDUCATIONAL ORGANIZATIONS.

THE THELMA AND MELVIN LENKIN FAMILY  
CHARITABLE FOUNDATION, INC.

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**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

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, column (d) the value of the goods, other assets, or services received.

**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		

**Sign  
Here**

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

4/2/14

PRESIDENT

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

Signature of officer or trustee		Date	Title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	ROBERT HOTTEL		3/22/14	PTIN
	Firm's name ► BAKER TILLY VIRCHOW KRAUSE, LLP			Firm's EIN ► 39-0859910
Firm's address ► 8219 LEESBURG PIKE, SUITE 800 TYSONS CORNER, VA 22182			Phone no. (703) 923-8300	

THE THELMA AND MELVIN LENKIN FAMILY  
CHARITABLE FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV  
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**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a KKR FINANCIAL HOLDINGS LLC (FROM PASSTHROUGH ENTI)				VARIOUS	VARIOUS
b EJF DEBT OPPORTUNITIES FUND, LP (FROM PASSTHROUGH)				VARIOUS	VARIOUS
c UBS ACCOUNT #9696				VARIOUS	VARIOUS
d IRONWOOD				VARIOUS	07/03/13
e IRONWOOD				VARIOUS	07/03/13
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 10,063.		6,814.	3,249.		
b 70,057.		49,748.	20,309.		
c 71,044.			71,044.		
d 1,610,549.		370,865.	1,239,684.		
e 25,079.		31,525.	<6,446.>		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			3,249.		
b			20,309.		
c			71,044.		
d			1,239,684.		
e			<6,446.>		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	1,327,840.	
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). If (loss), enter "-0-" in Part I, line 8			3	N/A	

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THE THELMA AND MELVIN LENKIN FAMILY  
CHARITABLE FOUNDATION, INC.

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (home or business)				
BOYS AND GIRLS CLUBS OF GREATER WASHINGTON		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	1,000.
CHEVY CHASE FIRE DEPARTMENT INC		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	100.
CHILDREN'S INN		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	1,000.
DC JEWISH COMMUNITY CENTER		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
DR. DON CARDEA MEMORIAL TOURNAMENT		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	200.
FREER AND SACKLER GALLERIES		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	1,000.
GERALD LUSTINE FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	5,000.
JEWISH HOMES FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	25,000.
JOHN CARROLL HIGH SCHOOL		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	15,000.
JUVENILE DIABETES RESEARCH FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	4,000.
<b>Total from continuation sheets</b>				<b>176,950.</b>

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CHARITABLE FOUNDATION, INC.

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL GALLERY OF ART		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	15,000.
NORTON MUSEUM OF ART		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	2,000.
OHEV SHALOM CONGREGATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
PARKINSON'S FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	2,000.
SAAM		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
SHRINE OF ST. JUDE		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	5,000.
SIBLEY MEMORIAL HOSPITAL		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
ST. JOHN'S COLLEGE HIGH SCHOOL		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,100.
THE CORCORAN GALLERY OF ART		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
THE MUSEUM OF FINE ARTS BOSTON		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	5,000.
<b>Total from continuation sheets</b>				

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CHARITABLE FOUNDATION, INC.

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**Part XV Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
THE PHILLIPS COLLECTION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
W.E.T.A		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	200.
SMITHSONIAN INSTITUTION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	9,000.
THE OLANA PARTNERSHIP		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	3,000.
THE KENNEDY CENTER		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	10,000.
SMILE TRAIN		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	2,750.
THE ALZHEIMER'S ASSOCIATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	100.
GERALD M BIRNBACH FAMILY FOUNDATION		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	100.
CIRCLE CAMPS		501 (C) 3	TO ASSIST CHARITY IN ITS STATED GOAL	400.
<b>Total from continuation sheets</b>				

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FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KKR FINANCIAL HOLDINGS LLC (FROM PASSTHROUGH ENTITY)			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,063.	0.	0.	0.	10,063.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EJF DEBT OPPORTUNITIES FUND, LP (FROM PASSTHROUGH ENTITY)			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,057.	0.	0.	0.	70,057.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS ACCOUNT #9696			VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,044.	0.	0.	0.	71,044.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
IRONWOOD			VARIOUS	07/03/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,610,549.	370,865.	0.	0.	1,239,684.

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(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS			
IRONWOOD			VARIOUS		07/03/13
	25,079.	31,525.	0.	0.	<6,446.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,384,402.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	63,687.	0.	63,687.
EJF DEBT OPPORTUNITIES FUND, LP	122,264.	0.	122,264.
FROM FORM 8621	32,517.	0.	32,517.
KKR FINANCIAL HOLDINGS LLC	38,285.	0.	38,285.
TOTAL TO FM 990-PF, PART I, LN 4	256,753.	0.	256,753.

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	45.	45.	0.
OTHER INCOME - KKR FINANCIAL HOLDINGS LLC	1,640.	<9,820.>	0.
OTHER INCOME - EJF DEBT OPPORTUNITIES FUND, LP	<18,414.>	<41,429.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<16,729.>	<51,204.>	0.

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FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,500.	1,750.	0.	1,750.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.	0.	1,750.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	295.	295.	0.	0.
INTERNAL REVENUE SERVICE	5,807.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,102.	295.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	16,348.	16,348.	0.	0.
KKR FINANCIAL HOLDINGS LLC	24,982.	24,982.	0.	0.
EJF DEBT OPPORTUNITIES FUND, LP	30,098.	30,098.	0.	0.
DUES AND MEMBERSHIP	5,000.	0.	0.	5,000.
BANK FEES	134.	0.	0.	134.
FILING FEES	61.	0.	0.	61.
TO FORM 990-PF, PG 1, LN 23	76,623.	71,428.	0.	5,195.

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FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	COST	3,210,331.	4,724,202.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,210,331.	4,724,202.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 8

ACTIVITY ONE

THE FOUNDATION MAKES CONTRIBUTIONS TO VARIOUS CHARITIES AND  
ORGANIZATIONS TO FURTHER THEIR WORK IN THE AREAS OF ART,  
RELIGION, MEDICAL AND OTHER SOCIAL SERVICES TO THE  
COMMUNITY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

210,065.