Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 2/01 , 2016, and ending 1/31 , 2017

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

A Employer identification number 13-3102941

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

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 325,489,299.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (attach schedule)	7,305,901.			
	2	Check ► [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	22,437,922.	22,437,922.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,176,934.	Statement 1		
	b	Gross sales price for all assets on line 6a 39,188,637.				
	7	Capital gain net income (from Part IV, line 2)		1,206,537.		
	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) (attach schedule)				
	11	Other income (attach schedule) See Statement 2	9,968,478.	9,776,862.		
	12	**Total.** Add lines 1 through 11	40,889,235.	33,421,321.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other professional fees (attach sch)				
	17	Interest	28,931.	28,931.		
	18	Taxes (attach schedule)(see instrs) See Stm 3	385,011.	11.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	309,683.	309,683.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	723,625.	338,625.		
	25	Contributions, gifts, grants paid Part XV	15,134,013.			15,134,013.
	26	**Total expenses and disbursements.** Add lines 24 and 25	15,857,638.	338,625.	0.	15,134,013.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	25,031,597.			
	b	**Net investment income** (if negative, enter -0-)		33,082,696.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	169,800.	20,348,194.	20,369,292.
	2 Savings and temporary cash investments	8,465,089.	931,383.	931,383.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	304,539,204.	309,620,212.	304,188,624.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	313,174,093.	330,899,789.	325,489,299.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	217,684,892.	218,861,842.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	95,489,201.	112,037,947.	
	30 Total net assets or fund balances (see instructions)	313,174,093.	330,899,789.	
	31 Total liabilities and net assets/fund balances (see instructions)	313,174,093.	330,899,789.	

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	313,174,093.
2	Enter amount from Part I, line 27a	2	25,031,597.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	338,205,690.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	7,305,901.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	330,899,789.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Statement 6			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	1,206,537.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	14,238,162.	272,527,649.	0.052245
2014	14,621,759.	286,716,343.	0.050997
2013	12,899,777.	254,390,612.	0.050709
2012	8,801,620.	174,151,599.	0.050540
2011	6,929,820.	147,484,147.	0.046987

2	**Total** of line 1, column (d)	2	0.251478
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050296
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	290,931,967.
5	Multiply line 4 by line 3	5	14,632,714.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	330,827.
7	Add lines 5 and 6	7	14,963,541.
8	Enter qualifying distributions from Part XII, line 4	8	15,134,013.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b		1	330,827.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	330,827.
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	330,827.
6 Credits/Payments.			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6a 452,051.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 100,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	552,051.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	221,224.
11 Enter the amount of line 10 to be. Credited to 2017 estimated tax ► 221,224.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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 year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ►See Statement 7			

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2016 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 2016.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a Average monthly fair market value of securities		1 a	291,776,443.
b Average of monthly cash balances		1 b	3,585,960.
c Fair market value of all other assets (see instructions)		1 c	
d **Total** (add lines 1a, b, and c)		1 d	295,362,403.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	295,362,403.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	4,430,436.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	290,931,967.
6 **Minimum investment return.** Enter 5% of line 5		6	14,546,598.

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	14,546,598.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a 330,827.		
b Income tax for 2016 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	330,827.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	14,215,771.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	14,215,771.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	14,215,771.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	15,134,013.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	15,134,013.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	330,827.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,803,186.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					14,215,771.
2 Undistributed income, if any, as of the end of 2016:					
a Enter amount for 2015 only				0.	
b Total for prior years. 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2016					
a From 2011					
b From 2012	471,952.				
c From 2013	1,093,560.				
d From 2014	1,493,350.				
e From 2015	1,411,436.				
f **Total** of lines 3a through e		4,470,298.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► $ 15,134,013.					
a Applied to 2015, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2016 distributable amount					14,215,771.
e Remaining amount distributed out of corpus		918,242.			
5 Excess distributions carryover applied to 2016 *(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		5,388,540.			
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 2015. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)		0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		5,388,540.			
10 Analysis of line 9:					
a Excess from 2012	471,952.				
b Excess from 2013	1,093,560.				
c Excess from 2014	1,493,350.				
d Excess from 2015	1,411,436.				
e Excess from 2016	918,242.				

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 2016, enter the date of the ruling ►

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

	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

See Statement 9

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

None

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

Check here ► [X] 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 address of the person to whom applications should be addressed

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE CONTRIBUTIONS LIST SEE ATTACHED VARIOUS NJ 07015	NONE	N/A	VARIOUS	15,134,013.
Total			► 3a	15,134,013.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	22,437,922.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900099	-29,603.	18	1,206,537.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a See Statement 11		191,616.		9,776,862.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		162,013.		33,421,321.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 33,583,334.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/17/2017 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mark I. Gittelman, CPA	Mark I. Gittelman, CPA	10/11/17		P00059708

Firm's name ► Gittelman & Company, P.C. Firm's EIN ► 22-2377538

Firm's address ► P.O. Box 2369
Clifton, NJ 07015-2369 Phone no (973) 778-8885

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2016

Name of the organization THE LEON AND TOBY COOPERMAN FAMILY FOUNDATION

Employer identification number 13-3102941

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ► $ ____________

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

Name of organization: THE LEON AND TOBY COOPERMAN

Employer identification number: 13-3102941

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEON COOPERMAN 7118 MELROSE CASTLE LANE BOCA RATON, FL 33496	$ 7,305,901.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization: THE LEON AND TOBY COOPERMAN

Employer identification number: 13-3102941

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	$7,114,212 AMERICAN MEDIA 7% SECOND LIEN SENIOR SECURED NOTES DUE 2020	$ 7,305,901.	4/20/16
		$	
		$	
		$	
		$	
		$	

Name of organization: THE LEON AND TOBY COOPERMAN

Employer identification number: 13-3102941

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

To: Mark Gittelman/Sheryl Dennis

The Leon and Toby Cooperman Family Foundation Contributions for the Year 2/1/16-1/31/17

Check Cleared	Check No.	Date	Organization	Contribution Amount
X	3702	2/1/16	AFMDA (American Friends of Magen David Adom) Boca Raton, FL	3,600.00
X	3703	2/1/16	Big Hole River Foundation Butte, MT	5,000.00
X	3704	2/1/16	Boca Raton Regional Hospital Foundation Boca Raton, FL	500,000.00
X	3705	2/1/16	Burr and Burton Academy Manchester, VT	45,000.00
X	3706	2/1/16	Columbia Business School New York, NY	1,000,000.00
X	3707	2/1/16	Damon Runyon Cancer Research Foundation New York, NY	315,000.00
X	3708	2/1/16	ECLC Foundation Chatham, NJ	50,000.00
X	3709	2/1/16	Family Connections East Orange, NJ	2,500.00
X	3710	2/1/16	Harold Grinspoon Foundation – PJ Library Agawam, MA	100,000.00
X	3711	2/1/16	Horatio Alger Association Alexandria, VA	1,000,000.00
X	3712	2/1/16	Maple Street School Manchester, VT	10,000.00
X	3713	2/1/16	Newark Academy Livingston, NJ	1,000.00
X	3714	2/1/16	Robin Hood Foundation New York, NY	250,000.00
X	3715	2/1/16	St. Barnabas Medical Center Foundation West Orange, NJ	1,000,000.00
X	3716	2/1/16	The American Jewish Committee New York, NY	25,000.00
X	3717	2/1/16	The Hunter College Foundation New York, NY	1,750,000.00
X	3718	2/1/16	Uncommon Knowledge & Achievement – Cooperman College Scholars New York, NY	838,000.00
X	3719	2/1/16	Fordham Founder's Undergraduate Scholarship Fund New York, NY	1,000.00
X	3720	2/1/16	Damon Runyon Cancer Research Foundation New York, NY	1,000.00

X	3721	2/1/16	Boys Town Jerusalem Roseland, NJ	6,000.00
X	3722	2/1/16	Columbia Business School New York, NY	25,000.00
X	3723	2/1/16	Stanford University Stanford, CA	500,000.00
X	3724	2/1/16	Jerusalem University Sunrise, FL	11,570.23
X	3725	2/5/16	Boys and Girls Clubs of Newark Newark, NJ	25,000.00
X	3726	2/10/16	Data of Plano Plano, TX	1,000.00
Lost check – stop payment done 2/23/16. #3731 reissued	3727	2/12/16	Vets Helping Heroes, Inc. Boca Raton, FL – $50,000	0.00
X	3728	2/16/16	New Jersey Performing Arts Center Newark, NJ	250,000.00
X	3729	2/16/16	St. Baldrick's Foundation Monrovia, CA	1,000.00
X	3730	2/17/16	The Morgan Aging With Dignity Fund New York, NY	2,500.00
X	3731	2/23/16	Vets Helping Heroes, Inc. Boca Raton, FL	50,000.00
X	3732	2/23/16	Sam's House Morris, MN	1,000.00
X	3733	3/2/16	Friends of Yemin Orde Bethesda, MD	25,000.00
X	3734	3/2/16	NJTV Newark, NJ	5,000.00
X	3735	3/2/16	Jewish Community Relations Council of New York New York, NY	2,500.00
X	3736	3/2/16	Congregation B'nai Jeshurun Short Hills, NJ	10,000.00
X	3737	3/2/16	St. Baldrick's Foundation Monrovia, CA	1,000.00
X	3738	3/3/16	Creative Art Works New York, NY	10,000.00
X	3739	3/4/16	Newark Academy Livingston, NJ	150,000.00
X	3740	3/4/16	Communities in Schools of Miami, Inc. Miami, FL	200.00
X	3741	3/9/16	American Friends of the Israel Museum New York, NY	2,500.00
X	3742	3/14/16	The Jewish Museum New York, NY	10,000.00
X	3743	3/14/16	New Jersey Seeds Newark, NJ	1,000.00
X	3744	3/14/16	Torah Academy of Boca Raton Boca Raton, FL	500.00

X	3745	3/24/16	Prager University Foundation Sherman Oaks	5,000.00
X	3746	3/24/16	Harlem Childrens Zone New York, NY	25,000.00
X	3747	3/28/16	The Jewish Theological Seminary New York, NY	1,500.00
X	3748	3/28/16	Lincoln Center for the Performing Arts New York, NY	1,000.00
X	3749	3/29/16	Caring Bridge Albert Lea, MN	250.00
X	3750	4/6/16	JAFCO Sunrise, FL	100.00
X	3751	4/12/16	University of Massachusetts Lowell Lowell, Mass.	1,000.00
X	3752	4/12/16	CANY New York, NY	250.00
X	3753	4/15/16	The Paradise Valley Private School Foundation Scottsdale, AZ	2,500.00
X	3754	4/15/16	Hands On Tzedakah Boca Raton, FL	1,000.00
X	3755	4/20/16	Damon Runyon Cancer Research Foundation New York, NY	25,000.00
X	3756	5/2/16	St. Barnabas Medical Center Foundation West orange, NJ	1,000,000.00
X	3757	5/2/16	Uncommon Knowledge and Achievement Inc – Cooperman College Scholars	995,500.00
X	3758	5/3/16	Ruth and Norman Rales Jewish Family Services Boca Raton, FL	25,000.00
X	3759	5/3/16	Bank of America Charitable Gift Fund New York, NY	50,000.00
X	3760	5/4/16	Conservation International Arlington, VA	200,000.00
X	3761	5/9/16	Saint Barnabas Medical Center West Orange, NJ	500.00
X	3762	5/9/16	Damon Runyon Cancer Research Foundation New York, NY	72,134.00
X	3763	5/13/16	The Foundation for Diabetes Research Livingston, NJ	500.00
X	3764	5/16/16	NAF New York, NY	1,000.00
X	3765	5/23/16	The Interfaith Food Pantry of the Oranges Short Hills, NJ	10,660.00
X	3766	5/24/16	JCC MetroWest West Orange, NJ	5,000.00
X	3767	6/6/16	Citymeals-on-Wheels New York, NY	25,000.00
X	3768	6/6/16	Lisa B. Fishman Foundation Montville, NJ	500.00

X	3769	6/27/16	MorseLife Health System West Palm Beach, FL	500.00
X	3770	6/27/16	St. Jude Children's Research Hospital Memphis, TN	5,000.00
X	3771	6/29/16	New Jersey Performing Arts Center Newark, NJ	900,000.00
X	3772	7/7/16	The Frick Collection New York, NY	10,000.00
Voided and replaced with #3774	3773	7/7/16	The Graduate Center, The City University of New York - $2500.00 New York, NY	0
X	3774	7/7/16	The Graduate Center Foundation New York, NY	2,500.00
X	3775	7/7/16	American Friends of the Israel Museum New York, NY	3,000.00
X	3776	7/25/16	Jespy House South Orange, NJ	1,000.00
X	3777	7/26/16	The Washington Institute Washington, D.C.	1,000.00
X	3778	8/1/16	Lymphoma Research Foundation New York, NY	1,000.00
X	3779	8/9/16	Hunter College Foundation, Inc. New York, NY	750,000.00
X	3780	8/11/16	Milford Hospital Foundation Milford, CT	5,000.00
X	3781	8/15/16	The Alpha Epsilon Pi Foundation Indianapolis, IN	25,000.00
X	3782	8/15/16	South Bronx Education Foundation Bronx, NY	10,000.00
X	3783	8/15/16	St. Barnabas Medical Center Foundation West Orange, NJ	1,000,000.00
X	3784	8/23/16	Songs of Love Foundation Forest Hills, NY	2,500.00
Stop payment placed 1/3/17. Check 3825 being reissued.	3785	8/30/16	Give2Learn Mamaroneck, NY - $100.00	0
X	3786	8/31/16	International Rescue Committee New York, NY	25,000.00
X	3787	9/15/16	Autism Speaks New York, NY	500.00
X	3788	9/15/16	The Ocular Immunology and Uveitis Foundation Weston, Mass.	250.00
X	3789	9/15/16	Council for Economic Education New York, NY	1,000.00
X	3790	9/22/16	Volunteer Lawyers for Justice Warren, NJ	500.00
X	3791	9/22/16	NYU Langone Medical Center New York, NY	1250.00
X	3792	9/22/16	MRCC Foundation	250.00

			West Caldwell, NJ	
X	3793	9/22/16	Jewish Federation of South Palm Beach County Club Boca Raton, FL	150,000.00
X	3794	10/4/16	BuildOn Stamford, CT	10,000.00
X	3795	10/4/16	The Jewish Foundation for the Righteous New York, NY	500.00
X	3796	10/10/16	College Summit, Inc. Washington, DC	10,000.00
X	3797	10/10/16	WNET New York, NY	1,000.00
X	3798	10/13/16	New York Historical Society New York, NY	2,500.00
X	3799	10/18/16	American Friends of Tel Aviv University New York, NY	3,000.00
X	3800	10/26/16	The David Project Boston, MA	2,500.00
X	3801	10/25/16	Jewish Review of Books New York, NY	300.00
X	3802	10/27/16	Zionist Organization of America New York, NY	2,000.00
X	3803	10/27/16	Bike MS NYC New York, NY	250.00
X	3804	10/31/16	Boca Raton Regional Hospital Boca Raton, FL	25,000.00
X	3805	10/31/16	Interfaith Food Pantry of the Oranges Short Hills, NJ	1,000.00
X	3806	11/8/16	Burr and Burton Academy Manchester, VT	45,000.00
X	3807	11/14/16	St. Barnabas Medical Center Foundation West Orange, NJ	8,000.00
X	3808	11/14/16	The Abraham Fund Initiatives New York, NY	1,000.00
X	3809	11/15/16	National M.S. Society New York, NY	250.00
X	3810	11/22/16	Wall Street Synagogue New York, NY	100.00
X	3811	11/25/16	Best Foot Forward Foundation Boca Raton, FL	25.00
Voided (Contribution already sent by Toby)	3812	11/29/16	OIUF – The Ocular Immunology and Uvetis Foundation - $250.00 Weston, MA	0.00
X	3813	11/29/16	First Robotics Roseland, NJ	1,000.00
X	3814	11/29/16	SOS Children's Villages – Florida Coconut Creek, FL	500.00
X	3815	11/30/16	Andy Bovin Memorial Fund c/o Overlook Foundation Summit, NJ	500.00

X	3816	12/7/16	Congregation B'Nai Jeshurun Short Hills, NJ	16,576.60
X	3817	12/7/16	KIPP New York, Inc. New York, NY	10,000.00
X	3818	12/10/16	Ruth and Norman Rales Jewish Family Services Boca Raton, FL	23,000.00
X	3819	12/12/16	Anti-Defamation League Boca Raton, FL	1,800.00
X	3820	12/12/16	CANY of NY (Creative Alternatives of NY) New York, NY	300.00
X	3821	12/12/16	Congregation B'Nai Jeshurun Short Hills, NJ	3,297.00
X	3822	12/12/16	Maple Street School Manchester, VT	250.00
X	Via wire for $800,000	12/19/16	Uncommon Knowledge and Achievement, Inc. FFC Cooperman College Scholars New York, NY	800,000.00
X	3823	1/4/17	Portfolios with Purpose New York, NY	10,000.00
X	3824	1/4/17	Ruth and Norman Rales Jewish Family Services Boca Raton, FL	250.00
This was to be a reissue of Check 3785 which was lost, but then it was decided not to make a contribution. Stop payment made 1/23/17	3825	1/4/17	Give2Learn - $100 Mamaroneck, NY	0.00
	3826	1/4/17	The Morgan Pressel Foundation Delray Beach, FL	600.00
X	3827	1/5/17	Memorial Sloan Kettering Cancer Center New York, NY	1,000.00
X	3828	1/10/17	MSK (Memorial Sloan Kettering) New York, NY	500.00
X	Via wire for $800,000	1/9/17	Uncommon Knowledge and Achievement, Inc. FFC Cooperman College Scholars New York, NY	800,000.00
	3829	1/23/17	Boca Raton Regional Hospital Foundation Boca Raton, FL	1,000.00
	3830	1/24/17	The Pandas are Coming to NYC New York, NY	10,000.00
	3831	1/26/17	Palm Beach Friends of Magen David Adom Palm Beach, FL	6,000.00
	3832	1/30/17	Smile Train Washington, DC	2,500.00
	3833	1/30/17	Friendship Circle Livingston, NJ	1,000.00
Total				15,134,012.83

h

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

Description:	OMEGA CHARITABLE PARTNERSHIP LP
Date Acquired:	Various
How Acquired:	Purchase
Date Sold:	Various
To Whom Sold:	
Gross Sales Price:	23,221.
Cost or Other Basis:	0.
Basis Method:	Cost

Gain (Loss) 23,221.

Description:	OMEGA CHARITABLE PARTNERSHIP LP
Date Acquired:	Various
How Acquired:	Purchase
Date Sold:	Various
To Whom Sold:	
Gross Sales Price:	0.
Cost or Other Basis:	52,824.
Basis Method:	Cost

Gain (Loss) -52,824.

Total $ -29,603.

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ACCRETION	$ 22,040.	$ 22,040.	
CAPITAL SPRING DIRECT	4,109.	4,109.	
KODIAK	1,123.	1,123.	
OFF ROAD	-13,761.	-13,761.	
OMEGA CHARITABLE PARTNERS	112,551.	-79,065.	
RREF II DOMESTIC INVESTOR	168,484.	168,484.	
SECTION 1256 CONTRACTS	9,673,932.	9,673,932.	
Total	$ 9,968,478.	$ 9,776,862.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
990PF AND 990T	$ 385,000.			
FOREIGN TAXES	11.	$ 11.		
Total	$ 385,011.	$ 11.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PORTFOLIO DEDUCTIONS	$ 309,683.	$ 309,683.		
Total	$ 309,683.	$ 309,683.	$ 0.	$ 0.

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

FAIR MARKET VALUE OVER COST OF DONATED SECURITIES	$ 7,305,901.
Total	$ 7,305,901.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	300000 INTELSAT JACKSON 8%	Purchased	8/29/2016	10/27/2016
2	1623000 AMERICAN MEDIA INC	Purchased	Various	8/25/2016
3	10000000 AMERICAN MEDIA INC 5.5%	Purchased	10/11/2016	10/27/2016
4	18328476 AMERICAN MEDIA OPERATIONS	Donated	2/25/2015	10/11/2016
5	1671524 AMERICAN MEDIA OPERATIONS	Purchased	8/25/2016	10/11/2016
6	500000 INTERFACE SEC SYS 9.25%	Purchased	8/18/2016	10/27/2016
7	1500000 MCCLATCHY CO 9%	Purchased	8/29/2016	10/27/2016
8	500000 ONEMAIN FINANCIAL	Purchased	4/11/2016	10/27/2016
9	93201 WHEELER REAL ESTATE INVESTMENT	Purchased	Various	Various
10	300000 AMERICAN MEDIA INC 7.0%	Donated	2/25/2015	6/29/2016
11	50000 ALTISOURCE RESIDENTIAL	Purchased	Various	Various
12	150000 EMPIRE RESOURCES INC	Purchased	Various	Various
13	209666 NEWCASTLE	Purchased	Various	Various
14	113512 ARBOR RLTY TR INC	Purchased	6/24/2008	Various
15	250000 PENNYMAC MTG INVT	Purchased	Various	10/21/2016
16	500000 THL	Purchased	Various	10/21/2016
17	COBALT OFFSHORE FUND LMT	Purchased	Various	Various
18	CAPITAL SPRING DIRECT LENDING PARTNERS U	Purchased	Various	Various
19	CAPITAL SPRING DIRECT LENDING PARTNERS U	Purchased	Various	Various
20	EJF INVESTMENTS LP	Purchased	Various	Various
21	OMEGA CHARITABLE PARTNERSHIP LP	Purchased	Various	Various
22	OMEGA CHARITABLE PARTNERSHIP LP	Purchased	Various	Various
23	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	303,000.		300,000.	3,000.				$ 3,000.
2	1679805.		1598655.	81,150.				81,150.
3	8700000.		8709806.	-9,806.				-9,806.
4	10172304.		0.	10172304.				10172304.
5	927,696.		769,492.	158,204.				158,204.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
6	500,000.		503,231.	-3,231.				$ -3,231.
7	1593750.		1522032.	71,718.				71,718.
8	519,375.		495,508.	23,867.				23,867.
9	173,351.		130,268.	43,083.				43,083.
10	337,500.		0.	337,500.				337,500.
11	475,800.		939,880.	-464,080.				-464,080.
12	687,089.		162,083.	525,006.				525,006.
13	962,396.		310,116.	652,280.				652,280.
14	896,618.		1076021.	-179,403.				-179,403.
15	3717319.		4522567.	-805,248.				-805,248.
16	4619799.		6140571.	-1520772.				-1520772.
17	99,882.		102,251.	-2,369.				-2,369.
18	49.		0.	49.				49.
19	0.		4,851.	-4,851.				-4,851.
20	5,503.		0.	5,503.				5,503.
21	2513079.		0.	2513079.				2513079.
22	0.		10671547.	10671547.				-10671547.
23								281,101.
							Total	$ 1206537.

Statement 7
Form 990-PF, Part VII-A, Line 16
Foreign Country with Interest In or Authority Over Foreign Accounts

Canada, Bermuda, Cayman Islands

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

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
LEON G. COOPERMAN 7118 MELROSE CASTLE LANE BOCA RATON, FL 33496	Trustee 0	$ 0.	$ 0.	$ 0.
TOBY F. COOPERMAN 45 WATCHUNG ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
MICHAEL S. COOPERMAN PO BOX 230 MANCHESTER, VT 05255	Trustee 0	0.	0.	0.

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

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
WAYNE M. COOPERMAN 56 LAKE ROAD SHORT HILLS, NJ 07078	Trustee 0	$ 0.	$ 0.	$ 0.
JODI COOPERMAN 56 LAKE ROAD SHORT HILLS, NJ 07078	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

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

LEON G. COOPERMAN
TOBY F. COOPERMAN

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

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

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

Other Revenue	(A) Busi-ness Code	(B) Unrelated Business Amount	(C) Exclu-sion Code	(D) Excluded Amount	(E) Related or Exempt Function
ACCRETION			14	$ 22,040.	
ATLAS ENERGY GROUP LLC	211110		14		
CAPITAL SPRING DIRECT	211110		14	4,109.	
COBALT OFFSHORE FUND			14		
JANA PARTNERS			1		

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

Other Revenue	(A) Business Code	(B) Unrelated Business Amount	(C) Exclusion Code	(D) Excluded Amount	(E) Related or Exempt Function
KKR & CO LP	211110		14		
KODIAK			14	$ 1,123.	
OFF ROAD	211110		14	-13,761.	
OID			14		
OMEGA CHARITABLE PARTNERS	211110	$ 191,616.	1	-79,065.	
RIALTO MEZZANINE PARTNERS			14		
RREF II DOMESTIC INVESTOR			14	168,484.	
SECTION 1231			14		
SECTION 1256 CONTRACTS			14	9,673,932.	
Total		$ 191,616.		$ 9,776,862.	$ 0.

Leon and Toby Cooperman Foundation
Securities Position Long Report
31-Jan-17

	Cost	Market Value
Fixed Income		
500,000 Interface Sec Sys Hdgs 9 25% 1/15/18	-	-
1,623,000 AMO Escrow Corporation 11 5% 12/15/17	-	
18,328,476 American Media Inc 0% 3/1/22	-	-
1,671,524 American Media Inc 0% 3/1/22	-	-
10,000,000 American Media Inc 5 5% 9/1/21	-	
1,500,000 McClatchy Co 9% 12/15/22	-	-
300,000 Intelsat Jackson 8% 2/15/24 9% 12/15/22	-	-
500 000 Omfit 2015-1A D 6 63% 3/18/2026	-	-
Total Fixed Income	-	-
Total Fixed Income	-	-
Equities- Common and Preferred Stock		
50,000 Altisource Residential Corp	-	-
2,002,400 shrs Arbor Realty Trust (Borrowed by GS)	10,937,686.76	14,784 538 50
8,600 shrs ASSD Capital Group		302,720 00
40,000 shrs Blackstone Mortgage	958,121.30	1,219,600 00
400,000 Chimera Investment Corp	6,011,153 55	7,052,000 00
150,000 Empire Resources, Inc (ERS) NEW	-	
2,603,241 Eurodekania	1,798,625.72	1,237,346 00
300,000 MVC Capital Inc	3,296,880.22	2,565,000 00
100,000 New Media Investment Group	1,257,497.09	1,524,000 00
600,000 shrs New Residential Investment Corp	8,233,557.50	9,090,000 00
110,702 Newcastle Investment Corp	-	
250,000 Pennymac Mtg Invt		-
500,000 THL Credit Inc		-
100,000 THL Credit Inc	92,406.92	102,700 00
86,919 Wheeler Real Estate Invt Trust		
8,600 Gamco Investors	119,460 48	251,120.00
240,000 Home LN Services		-
209,666 New Senior Investment Group	[illegible]	-
	-	-
Empire Resources Conv - 10 0%, 6/1/16	-	-
AG Mortgage Investment Trust	[illegible]	[illegible]
Litespeed Partners LP	-	-
Kodiak Funding L P	873,109 00	1,670,000 00
BP GFM Trust Series SPL	-	[illegible]
Capital Spring Direct Lending Partners US Parallel	2,007,301.47	1,904,036 00
Capital Spring Direct Lending Partners Parallel, LP	17,577,406.00	19,140,094 00
Cash Value Life Insurance		
Omega Charitable Partnership LP	189,938,717.45	200,023,767 00
Rialto Real Estate Fund II	1,725,171.00	1,724,084 00
Rialto Mezzanine Partners Fund	3,379,984.00	3,393,332 00
Jana Partnership	28,803,960.20	993,381 00
NY Art Residences LLC	-	-
Atlas- Riverstone Credit Partners, LP	8,003,345.88	9,290,811 00
OffRoad S/H 1 LLC	479,658.00	497,076 00
GMXR DIP	4,154,945 82	4,154,946.00
LightSquared	17,854,845.31	20,533,072.00
MFC	1,866,379.00	2,485,000.00
Goldman Sach Fixed Income Fund	250,000.00	250,000.00
Cobalt Offshore Fund Ltd	0 00	-
	-	-
Total Equities	309,620,212 67	304,188,623 50
Total Long Portfolio	309 620 212 67	304,188,623 50
Accrued Interest and Dividends	-	
	309,620,212 67	304,188,623 50
Short Portfolio		
1,000 Call KKR @ 17 00 Exp 12/18/15	-	-
	-	-
Total Short Portfolio	-	-
Net Portfolio	309,620,212 67	304,188,623.50