-INITIAL RETURN-

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: LINDMOR FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) / Room/suite:
C/O BCRS ASSOCIATES, LLC
100 WALL STREET, 11TH FLOOR

City or town, state, and ZIP code: NEW YORK, NY 10005

A Employer identification number: 26-3631010

B Telephone number (see page 10 of the instructions): (212) 440-0800

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 ▶ [ ]

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, col (c), line 16) ▶ $ 28,839,704.

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

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 page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	150,000.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,345.	10,345.	0.	ATCH 1
	4 Dividends and interest from securities	1,885,096.	1,878,534.	0.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	343,385.			
	b Gross sales price for all assets on line 6a 1,840,789.				
	7 Capital gain net income (from Part IV, line 2)		1,161,815.		
	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)	103,413.	159,851.	0.	ATCH 3
	12 **Total.** Add lines 1 through 11	2,492,239.	3,210,545.	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) ATCH 4	3,815.	0.	0.	3,815.
	b Accounting fees (attach schedule) ATCH 5	1,200.	600.	0.	600.
	c Other professional fees (attach schedule) *	12,278.	12,278.	0.	0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	345,843.	340,267.	0.	727.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	363,136.	353,145.	0.	5,142.
	25 Contributions, gifts, grants paid	1,414,532.			1,414,530.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,777,668.	353,145.	0.	1,419,672.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	714,571.			
	b **Net investment income** (if negative, enter -0-)		2,857,400.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 6 JSA
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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	NONE	40,654.	40,654.
2 Savings and temporary cash investments	NONE	141,296.	141,296.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 8	NONE	3,300,489.	2,792,491.
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 ▶ ATCH 9)	NONE	26,630,058.	25,865,263.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	NONE	30,112,497.	28,839,704.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)			
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	NONE	30,112,497.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds		0.	
30 Total net assets or fund balances (see page 17 of the instructions)		30,112,497.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		30,112,497.	

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	
2 Enter amount from Part I, line 27a	2	714,571.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	29,397,926.
4 Add lines 1, 2, and 3	4	30,112,497.
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	30,112,497.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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 — 343,385.

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 pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 — 3 — NONE

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	* 964,570.	* 29,909,782.	0.032249
2007	1,084,449.	34,179,133.	0.031728
2006	1,089,895.	29,208,406.	0.037314
2005	893,892.	26,769,092.	0.033393
2004	153,811.	18,301,569.	0.008404

2	Total of line 1, column (d)	2	0.143088
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	0.028618
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,682,092.
5	Multiply line 4 by line 3	5	734,970.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,574.
7	Add lines 5 and 6	7	763,544.
8	Enter qualifying distributions from Part XII, line 4	8	1,419,672.

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 on page 18

* TRANSFERRED FROM EIN: 13-3636205

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling 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	28,574.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	28,574.
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	28,574.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 67,799. *		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	68,299.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	39,725.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 39,725. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		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	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CT,			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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

* OVERPAYMENT TRANSFERRED FROM EIN: 13-3636205

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800

Located at ▶ 100 WALL STREET, 11TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10005

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 |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 page 20 of the instructions)	2b		X
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 2009 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 2009)*	3b		X
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 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	5b		X
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)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		X

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 page 22 of the 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
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		0.	0.	0.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over $50,000 for professional services ▶ NONE

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 CHARITABLE CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT	0.
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the 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	0.
2 N/A	0.
All other program-related investments See page 24 of the instructions	
3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,407,699. *
b	Average of monthly cash balances	1b	2,361,256. *
c	Fair market value of all other assets (see page 24 of the instructions)	1c	21,304,235. *
d	**Total** (add lines 1a, b, and c)	1d	26,073,190.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,073,190.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	391,098.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,682,092.
6	**Minimum investment return.** Enter 5% of line 5	6	1,284,105.

Part XI **Distributable Amount** (see page 25 of the 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	1,284,105.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	28,574.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,574.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,255,531.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,255,531.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,255,531.

Part XII **Qualifying Distributions**(see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,419,672.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,419,672.
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 page 26 of the instructions)	5	28,574.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,391,098.

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 X, LINES 1(a)-(c): INCLUDES AMOUNTS TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,255,531.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,399,971.*	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 ... 0.				
b From 2005 ... 0.				
c From 2006 ... 0.				
d From 2007 ... 0.				
e From 2008 ... 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,419,672.				
a Applied to 2008, but not more than line 2a			1,399,971.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				19,701.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (*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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,235,830.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005 ... 0.				
b Excess from 2006 ... 0.				
c Excess from 2007 ... 0.				
d Excess from 2008 ... 0.				
e Excess from 2009 ... 0.				

Form **990-PF** (2009)

* TRANSFERRED FROM EIN: 13-3636205

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				1,414,532.
Total . . . . ▶ **3a**				1,414,532.
b *Approved for future payment*				
NONE				0.
Total . . . . ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,986.	
4 Dividends and interest from securities	523000	47.	14	1,331,806.	5,209.
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	523000	-55,024.	18	1,161,815.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12		9,126.		-113,979.	1,253.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-45,851.		2,381,628.	6,462.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,342,239.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 11/12/11 — Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature — Date 11/12/2010 — Check if self-employed ☐ — Preparer's identifying number (See Signature on page 30 of the instructions) 040-68-2038

Firm's name (or yours if self-employed), address, and ZIP code: BCRS ASSOCIATES, LLC, 100 WALL STREET - 11TH FL, NEW YORK, NY 10005 — EIN ▶ 13-4078147 — Phone no 212-440-0300

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
LINDMOR FOUNDATION, INC.

Employer identification number
26-3631010

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization LINDMOR FOUNDATION, INC.

Employer identification number 26-3631010

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR J. REIMERS III C/O BCRS ASSOC, LLC; 100 WALL ST-11TH FL NEW YORK, NY 10005	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

THE LINDMOR FOUNDATION, INC. **26-3631010**

SUPPLEMENTARY STATEMENTS

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BANK DEPOSIT ACCOUNT	1,976.	1,976.	0.
INTEREST ON CREDIT BALANCE	10.	10.	0.
PLUS: INCOME TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)	8,359.	8,359.	0.
TOTAL	10,345.	10,345.	0.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS THRU PARTNERSHIPS	54,625.	54,625.	0.
DIVIDENDS THRU PARTNERSHIPS - UBTI	47.	0.	0.
INTEREST THRU PARTNERSHIPS	1,200,955.	1,200,955.	0.
DIVIDENDS THRU GOLDMAN SACHS BRKG	54,769.	54,769.	0.
INTEREST ON BONDS	21,457.	21,457.	0.
TAX-EXEMPT INTEREST THRU PARTNERSHIPS	5,209.	0.	0.
PLUS: INCOME TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)	548,034.	546,728.	0.
TOTAL	1,885,096.	1,878,534.	0.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME:			
-THRU PARTNERSHIPS	-70,782.	-70,782.	0.
-THRU PARTNERSHIPS - UBTI	18,809.	0.	0.
RENTAL REAL ESTATE INCOME:			
-THRU PARTNERSHIPS	-7,809.	-7,809.	0.
-THRU PARTNERSHIPS - UBTI	-91.	0.	0.
SECTION 988 GAIN/(LOSS):			
-THRU PARTNERSHIPS	11,921.	11,921.	0.
SECTION 987 GAIN/(LOSS):			
-THRU PARTNERSHIPS	65.	65.	0.
SECTION 475(F) INCOME/(LOSS):			
-THRU PARTNERSHIPS	120,190.	120,190.	0.
CANCELLATION OF DEBT:			
-THRU PARTNERSHIPS	28,579.	28,579.	0.
ROYALTIES:			
-THRU PARTNERSHIPS	16.	16.	0.
ADD-BACK: CURRENT YEAR SUSPENDED PAL	0.	50,967.	0.
PLUS: INCOME TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)	2,515.	26,704.	0.
TOTALS	103,413.	159,851.	0.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MARTIN DECRUZE & CO., LLC	167.	0.	0.	167.
PLUS: EXPENSES TRFR'ED FROM LINDMOR FDN (EIN: 13-3636205)	3,648.	0.	0.	3,648.
TOTALS	3,815.	0.	0.	3,815.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC		1,200.	600.	0.	600.
	TOTALS	1,200.	600.	0.	600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	6,791.	6,791.	0.	0.
PLUS: EXPENSES TRFR'ED FROM LINDMOR FDN (EIN: 13-3636205)	5,487.	5,487.	0.	0.
TOTALS	12,278.	12,278.	0.	0.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONNECTICUT FILING FEE	50.	0.	0.	50.
PORTFOLIO DEDUCTIONS:				
-THRU PARTNERSHIPS	167,086.	167,086.	0.	0.
INTEREST EXPENSE:				
-THRU PARTNERSHIPS	37,008.	37,008.	0.	0.
FOREIGN TAX W/H:				
-THRU PARTNERSHIPS	3,247.	3,247.	0.	0.
-THRU PARTNERSHIPS - UBTI	-1.	0.	0.	0.
NON-DEDUCTIBLE EXPENSES:				
-THRU PARTNERSHIPS	3,831.	0.	0.	0.
SEC 59(E)(2) EXPENDITURES:				
-THRU PARTNERSHIPS	3.	3.	0.	0.
SEC 179 DEDUCTION:				
-THRU PARTNERSHIPS	122.	122.	0.	0.
PLUS: EXPENSES TRFR'ED FROM LINDMOR FDN (EIN: 13-3636205)	134,497.	132,801.	0.	677.
TOTALS	345,843.	340,267.	0.	727.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED *	1,390,683.	843,990.
SEE LONG POSITION II ATTACHED	1,909,806.	1,948,501.
TOTALS	3,300,489.	2,792,491.

* ASSETS TRANSFERRED FROM EIN: 13-3636205
(SEE STATEMENT A ATTACHED)

LINDMOR FOUNDATION, INC. 26-3631010

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
* BRIDGE STREET FUND 1995, L.P.	-1,877.	1,140.
BRIDGE STREET R/E FD 1995, L.P	438.	350.
BRIDGE ST SPEC OPPORTUNITY FD	133,472.	84,497.
STONE ST R/E FD 2000, LLC	144,706.	48,347.
CANYON VALUE REALIZATION FD,LP	12,493,619.	10,632,329.
GS PEP 2005 OFFSHORE HOLDINGS	652,778.	425,849.
ETON PARK OVERSEAS FUND	1,000,000.	1,662,443.
LONE JUNIPER LP	2,265,393.	2,379,896.
LONE CASCADE LP	3,082,657.	3,523,007.
LONE CASCADE LP #2	987,696.	1,140,641.
GS PEP 2004 OFFSHORE HOLDINGS	778,324.	710,683.
SILVERPOINT CAPITAL OFFSHORE	2,000,000.	2,443,508.
GMS INT'L EQUITY ADVISORS 3 OS	560,202.	455,244.
GMS ALPHA+ ADVISERS 2 OFFSHORE	536,842.	584,984.
GS DISTRESSED OPPORTUNITIES FD	633,902.	446,398.
GS PEP IX OFFSHORE HOLDINGS	361,906.	298,443.
BLUE ORCHID SELECT FD LTD	1,000,000.	1,027,504.
TOTALS	26,630,058.	25,865,263.

* ASSETS TRANSFERRED FROM EIN: 13-3636205
(SEE STATEMENT A ATTACHED)

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	1.
ASSETS (SHOWN @ COST) TRANSFERRED FROM EIN: 13-3636205 - LINDMOR FOUNDATION [FMV = $24,313,008] SEE STMT A ATTACHED	28,696,273.
ADJ FOR INCOME/EXPENSES TRANSFERRED FROM EIN: 13-3636205 - LINDMOR FOUNDATION	701,652.
TOTAL	29,397,926.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ARTHUR J. REIMERS III C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	DIRECTOR/VP/SECY/TREASURER	0.	0.	0.
LINDSAY J.H. REIMERS C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 1005	DIRECTOR/PRESIDENT	0.	0.	0.
CAITLIN L. REIMERS C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR NEW YORK, NY 10005	DIRECTOR	0.	0.	0.
MEGAN C. REIMERS C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR NEW YORK, NY 10005	DIRECTOR	0.	0.	0.
SARAH E.M. REIMERS C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR NEW YORK, NY 10005	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME	523000	18,809.	01	-70,782.	
RRE	523000	-91.	01	-7,809.	
SEC 988			01	11,921.	
SEC 987			01	65.	
SEC 475(F)			01	120,190.	
ROYALTIES			01	16.	
CANCELLATION OF DEBT INCOME			01	28,579.	
PLUS: INCOME TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)	523000	-9,592.		-196,159.	1,253.
TOTALS		9,126.		-113,979.	1,253.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LTCG(L) THRU PARTNERSHIPS						
		673,225.					-673,225.	
		LTCG(L) THRU PARTNERSHIPS - UBTI						
		59,741.					-59,741.	
		STCG(L) THRU PARTNERSHIPS						
1,835,886.							1,835,886.	
		STCG(L) THRU PARTNERSHIPS - UBTI						
4,873.							4,873.	
		SEC 1231 G(L) THRU PARTNERSHIPS						
		862.					-862.	
		SEC 1231 G(L) THRU PARTNERSHIPS - UBTI						
		170.					-170.	
		SEC 1250 G(L) THRU PARTNERSHIPS						
16.							16.	
		SEC 1250 G(L) THRU PARTNERSHIPS - UBTI						
14.							14.	
		PLUS: CAP GAINS TRANSFERRED FROM LINDMOR						
		763,406. FOUNDATION (EIN: 13-3636205)					-763,406.	
TOTAL GAIN (LOSS)							343,385.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: LINDMOR FOUNDATION, INC.

Employer identification number: 26-3631010

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,840,759.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	1,840,759.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-1,497,374.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-1,497,374.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III — Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,840,759.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-1,497,374.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			343,385.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet**, *as necessary*

Part IV — Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V — Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See Instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: LINDMOR FOUNDATION, INC.

Employer identification number: 26-3631010

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STCG(L) THRU PARTNERSHIPS			1,835,886.		1,835,886.
STCG(L) THRU PARTNERSHIPS - UBTI			4,873.		4,873.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 1,840,759.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
LTCG(L) THRU PARTNERSHIPS				673,225.	-673,225.
LTCG(L) THRU PARTNERSHIPS - UBTI				59,741.	-59,741.
SEC 1231 G(L) THRU PARTNERSHIPS				862.	-862.
SEC 1231 G(L) THRU PARTNERSHIPS - UBTI				170.	-170.
SEC 1250 G(L) THRU PARTNERSHIPS			16.		16.
SEC 1250 G(L) THRU PARTNERSHIPS - UBTI			14.		14.
PLUS: CAP GAINS TRANSFERRED FROM LINDMOR				763,406.	-763,406.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -1,497,374.

THE LINDMOR FOUNDATION, INC.
EIN: 26-3631010
SCHEDULE OF ASSETS TRANSFERRED FROM EIN: 13-3636205
FYE 12/31/2009

ASSET	COST BASIS	FMV
CASH:		
Cash (USD)	$3,069,481.49	$3,069,481.49
SECURITIES:		
35,032 86 shs Goldman Sachs Real Estate Class I	544,852.95	232,968.52
47,372 78 shs Goldman Sachs International Real Estate Secs Fund	625,851.18	252,023.19
21,996.96 shs Goldman Sachs High Yield Institutional Mutual Fund Class I	165,209.30	131,541 82
OTHER ASSETS:		
Canyon Value Realization Fund, LP	10,772,108 00	7,366,399.00
Eton Park Overseas Fund, Ltd.	1,000,000 00	1,655,511.00
Silver Point Capital Offshore Fund, Ltd.	2,000,000.00	1,685,756.00
Blue Orchid Select Fund, Ltd BB1	1,000,000.00	938,411.00
5,110.45 shs William Blair: Non-US Equity Offshore LP	560,202 00	369,817 00
4,561 35 shs Artisan: Dynamic Equity (Non-US Equity) Offshore LP	536,842.00	469,463.00
GS Private Equity Partners 2004 Offshore Holdings, LP	755,731 00	777,708 00
GS Private Equity Partners 2005 Offshore Holdings, LP	652,778 00	505,578.00
GS Distressed Opportunities Fund III LP	633,902.00	433,235.00
GS Private Equity Partners IX Offshore Holdings, LP	299,394 00	239,308.00
Lone Cascade, LP (#1)	2,658,752.00	2,897,430.00
Lone Cascade, LP (#2)	851,682 00	946,019 00
Lone Juniper, LP	2,291,667 00	2,201,649.00
Bridge Street Fund 1995, LP	(412 00)	2,515.00
Bridge Street Real Estate Fund 1995, LP	2,169.00	2,100.00
Bridge Street Special Opportunities Fund 2000, LP	133,576.00	84,497.00
Stone Street Real Estate Fund 2000, LP	142,488.00	48,347 00
TOTAL	**$28,696,273.92**	**$24,309,758.02**

STATEMENT A

THE LINDMOR FOUNDATION, INC.
CHARITABLE CONTRIBUTIONS PAID
EIN: 26-3631010
FYE 12/31/09

DATE	CHK #	CONTRIBUTION/CITY, STATE	AMOUNT
07/24/09	101	AMERICAN PARKINSON DISEASE ASSOCIATION STATEN ISLAND, NY	$10,000 00
09/15/09	2003	FAMILY REENTRY NORWALK, CT	6,500 00
09/16/09	2002	YWCA OF GREENWICH GREENWICH, CT	14,280 00
09/23/09	2001	TEACH FOR AMERICA NEW YORK, NY	23,700.00
12/02/09	2006	BBCS' GARY KLINSKY CHILDREN'S CENTERS BROOKLYN, NY	25,000 00
12/07/09	2007	GREENWICH LEADERSHIP FORUM RIVERSIDE, CT	1,000 00
12/07/09	WIRE	FAIRFIELD COUNTY COMMUNITY FOUNDATION NORWALK, CT	650,000 00
12/08/09	2014	AVON THEATRE FILM CENTER GREENWICH, CT	2,500 00
12/08/09	2009	YWCA OF GREENWICH GREENWICH, CT	5,000 00
12/09/09	2011	CONNECTICUT COALITION FOR ACHIEVEMENT NOW NEW HAVEN, CT	15,000.00
12/14/09	2013	GREENWICH LIBRARY GREENWICH, CT	7,500.00
12/15/09	WIRE	FAIRFIELD COUNTY COMMUNITY FOUNDATION NORWALK, CT	150,000 00
12/21/09	2010	DOMUS FOUNDATION STAMFORD, CT	500 00
12/24/09	2012	TRINITY CHURCH GREENWICH, CT	150,000 00
		THRU CANYON VALUE REALIZATION FUND, LP THRU LONE JUNIPER, L.P.	29.00 1 00
		Net Qualifying Contributions *	$1,061,010 00
	Plus:	Contributions transferred from Lindmor Foundation (EIN· 13-3636205)	$353,522 00
	Less:	Cash contributions through LP 's attributable to UBTI (EIN 13-3636205)	($2.00)
		GRAND TOTAL CONTRIBUTIONS	$1,414,530.00

**ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE*

Goldman Sachs

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
AVON PRODUCTS INC 5 125% 01/15/2011 M-W+15.00BP S&P A	100,000 00	104.1280	104,128 00 2,363 19	102 7532 104.16	102,753 17 104,160 00	1,374 83 (32 00)	2 4295	5,125 00
MERCK & CO . INC 1 875% 06/30/2011 M-W+10.00BP S&P AA-	100,000 00	100 9420	100,942.00	100 2020 100.27	100,202 00 100,270 00	740 00 672 00	1 7377	1,875.00
VERIZON COMMUNICATIONS, INC 7.375% 09/01/2012 USD S&P A	100,000 00	112 7220	112,722.00 2,458.33	110 6741 112.82	110,674 10 112,820.00	2,047 90 (98 00)	3 1665	7,375.00
BOTTLING GROUP, LLC 4 625% 11/15/2012 USD S&P A+	100,000 00	107.1980	107,198 00 590 97	105 6981 106 64	105,698.13 106,640 00	1,499 87 558 00	2 5549	4,625.00
PHILIP MORRIS INTERNATIONAL IN 4.875% 05/16/2013 SR LIEN S&P A	100,000 00	105 5660	105,566.00 609.38	103.4090 103.93	103,408.96 103,930.00	2,157 04 1,636 00	3 7894	4,875.00
ELECTRONIC DATA SYSTEMS CORP 06/30/03 07/31/04 6% 08/01/201 6 0% TO 8/1/04, 6.5% TO 8/1/13 8/1/04 CPN STEP-UP BY 50BP S&P A	100,000 00	110 5420	110,542.00 2,500.00	108 5800	108,580.00	1,962 00		6,000.00
AT&T CORP 6 7% 11/15/2013 SR LIEN M-W+50.00BP S&P A	100,000 00	112 8250	112,825.00 856 11	108 9210 110.09	108,921 03 110,090 00	3,903 97 2,735.00	4 1805	6,700 00
GENERAL DYNAMICS CORPORATION 5 25% 02/01/2014 S&P A	100,000 00	108 7970	108,797 00 2,187.50	106.0191 106 73	106,019.11 106,730.00	2,777.89 2,067.00	3.6510	5,250 00
PFIZER INC. 5 35% 03/15/2015 SR LIEN M-W+50 00BP S&P AA	100,000 00	109 2900	109,290 00 1,575.28	107.1098 107.76	107,109.80 107,760.00	2,180.20 1,530.00	3.8299	5,350.00
MEDTRONIC INC 4 750000 09/15/2015 M-W+15.00BP S&P AA-	100,000.00	107 9550	107,955.00 1,398.61	103 5190 103.81	103,518.98 103,810 00	4,436 02 4,145 00	4 0527	4,750.00

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

LONG POSITION II

Goldman Sachs

Statement Detail

LINDMOR FDN INC GS: CORP FI

Holdings (Continued)

Period Ended December 31, 2009

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
COCA-COLA HBC FINANCE B.V. CPN 5.5000 09/17/2015 M-W+20 00BP S&P A	100,000.00	109 2150	109,215.00	103 7920	103,792.00	5,423 00	4 7341	5,500.00
			1,588.89	104 11	104,108.00	5,107.00		
ORACLE CORPORATION 5.25% 01/15/2016 SER B SR LIEN M-W+20.00BP S&P A	100,000 00	107 9860	107,986.00	103 7223	103,722.27	4,263.73	4 5385	5,250.00
			2,420.83	104.01	104,010 00	3,976 00		
PITNEY BOWES INC MTN 5.75% 09/15/2017 SR LIEN M-W+25.00BP S&P A	100,000 00	107.1440	107,144.00	104 9085	104,908 53	2,235 47	4 9751	5,750.00
			1,693.06	105 18	105,177.00	1,967.00		
MCDONALD'S CORPORATION MTN 5 8% 10/15/2017 SR LIEN M-W+20.00BP S&P A	100,000 00	110 5170	110,517.00	107 6411	107,641 09	2,875.91	4 6205	5,800.00
			1,224 44	108 07	108,070 00	2,447 00		
WAL-MART STORES, INC 5 8% 02/15/2018 S&P AA	100,000 00	110 9750	110,975 00	107 0948	107,094 79	3,880 21	4 7377	5,800.00
			2,191.11	107 47	107,470.00	3,505 00		
CANADIAN NATIONAL RAILWAY COMP 6.80000000 07/15/2018 CALL @> PAR OR MAKE WHOLE +20B S&P A-	100,000 00	114.2100	114,210.00	110 1926	110,192.55	4,017.45	5 3006	6,800.00
			3,135.56	110.71	110,710 00	3,500 00		
WALGREEN CO 5 25% 01/15/2019 S&P A+	100,000 00	106 1210	106,121.00	103 8332	103,833.24	2,287.76	4 7241	5,250 00
			2,420 83	104.01	104,006 00	2,115.00		
PROCTER & GAMBLE COMPANY (THE) 4.7% 02/15/2019 M-W+35.00BP S&P AA-	100,000.00	102 3680	102,368.00	101 4083	101,408 35	959.65	4.5100	4,700 00
			1,775.56	101.47	101,465.00	903 00		
TOTAL GS CORPORATE FIXED INCOME			1,948,501.00		1899478.10	49,022.90	3.9877	96,775.81
			30,989 65		1909806.00	38,695 00		

	Market Value	Adjusted Cost / * Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	1948501.00	1899478.10	49,022.90	96,775.81
		1909806.00	38,695.00	

* Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

LONG POSITION II

LINDMOR FOUNDATION, INC.
EIN: 26-3631010
FYE 12/31/09

FORM 990-PF

SCHEDULE OF SUSPENDED PAL:

	CURRENT YEAR PASSIVE GAINS	CURRENT YEAR PASSIVE LOSSES	NET PASSIVE LOSSES		TOTAL SUSPENDED PASSIVE LOSSES
12/31/2009	28,611	(79,578)	(50,967)		(50,967)
				[1]	(29,136)
			TOTAL:		(80,103)

[1] TRANSFERRED FROM LINDMOR FOUNDATION (EIN: 13-3636205)

FILING #0003790204 PG 01 OF 03 VOL B-01212
FILED 10/08/2008 04:05 PM PAGE 03629
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Space For Office Use Only | Filing Fee $40.00 | Make Checks Payable To "Secretary of the State"

Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

1. NAME OF CORPORATION:

LINDMOR FOUNDATION, INC.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:

_x_ A. The corporation shall not have members.

____ B. The corporation shall only have members, which are not entitled to vote.

____ C. The corporation shall have one class of members.

____ D. The corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S.§ 33-1055 & -1056.

3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)

Name of agent:	Business address:
A. Individual's Name: Arthur J. Reimers, III	445 Round Hill Road, Greenwich, Connecticut 06831
	Residence address: (P.O. box is unacceptable) 445 Round Hill Road, Greenwich, Connecticut 06831
B. Business Entity:	Address: (P.O. box is unacceptable)

Acceptance of appointment

Arthur J. Reimers, III

By: ______________________________
Signature of agent

CT034 - 03/2008 CT System Online

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FILED 10/08/2008 04:05 PM PAGE 03630
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

The corporation is formed exclusively to engage in such charitable, religious, scientific, educational and literary purposes as shall be in the furtherance of the public welfare and shall tend to promote the well-being of humankind through a program of activities and/or grants to other charitable organizations which are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or which are deemed to be tax exempt under Section 501(c)(3) of the Code pursuant to Treas. Reg. Sections 53.4945-6(c)(2)(ii), 53.4942(a)-3(a)(6) and 53.4945-5(a)(5).

(Please reference an 81/2 X 11 attachment if additional space is required)

5. OTHER INFORMATION:

Please see attached.

6. EXECUTION:

Dated this 7th day of October, 2008.

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Lindsay J. H. Reimers	LReimers	445 Round Hill Road, Greenwich, Connecticut 06831

REV. 04/23/2007

C7024 - 03/27/2008 C T System Online

5. OTHER INFORMATION:

(a) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private parties, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record in this Office

In Testimony whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 3rd day of November A.D. 2008

Susan Bysiewicz JA

SECRETARY OF THE STATE

BY-LAWS OF

LINDMOR FOUNDATION, INC.

* * * * * * *

ARTICLE 1.

NAME

This organization shall be known as the LINDMOR FOUNDATION, INC. (the "Foundation").

ARTICLE 2.

OFFICE

The principal office of the Foundation shall be c/o Arthur J. Reimers, III, 445 Round Hill Road, Greenwich, Connecticut 06831.

ARTICLE 3.

BOARD OF DIRECTORS

a. Powers and Duties. The Board of Directors of the Foundation (the "Board") shall have the power to act on, and shall be responsible for the management of all of the Foundation's activities, including the determination of appropriate policy and the supporting programs and activities and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board; provided however, that the fundamental and basic purposes of the Foundation as expressed in the Certificate of Incorporation and in conformity with these By-Laws and the laws of the State of Connecticut shall not thereby be amended or changed.

b. Number of Directors. The Board shall consist of no fewer than three (3) directors. Subject to such minimum, the number of directors may be increased or decreased from time to time by majority vote of the Board; provided no decrease shall shorten the term of any incumbent director.

c. Term of Office. Each director acting at the time of the filing of the Certificate of Incorporation or elected or appointed as provided herein, shall continue in office until the next annual meeting of the Board, and until his or her successor shall have been elected or qualified as provided herein, or until his or her earlier death, resignation or removal.

d. Election and/or Appointment of Directors.

(i) Each of Arthur J. Reimers, III and Lindsay J. H. Reimers, if he or she is then living and not incapacitated, shall have the continuing right to appoint one (1) director to the Board, including himself or herself or a related party. Arthur J. Reimers, III and Lindsay J. H. Reimers, acting jointly if they are both living and not incapacitated, shall have the right to appoint all other directors to the Board, or if only one of Lindsay J. H. Reimers and Arthur J. Reimers, III, is then living and not incapacitated, then such one shall have the right to appoint all other directors to the Board.

(ii) Subsequent to the death and/or incapacity of both Lindsay J. H. Reimers and Arthur J. Reimers, III, then each child of Lindsay J. H. Reimers and Arthur J. Reimers, III, who is then living and not incapacitated shall have the continuing right to appoint one (1) director to the Board, including herself or a related party.

(iii) Appointment of all directors to the Board not otherwise hereinabove provided for shall be made by majority vote of the directors present at the annual meeting held for the purpose of electing directors. Each director appointed by majority vote of the current members of the Board shall serve until the next annual meeting or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal; provided, the Board may designate a different term at the time of its appointment of a director, including providing for the staggered terms for newly appointed directors pursuant to Section 33-1086 of the Connecticut Revised Nonstock Corporation Act (the "Act").

e Newly-Created Directorship and Vacancies. Newly-created directorships resulting from an increase in the number of directors and vacancies occurring on the Board for any reason may be filled by Lindsay J. H. Reimers and Arthur J. Reimers, III, acting jointly if they are both living and not incapacitated, or if only one of Lindsay J. H. Reimers and Arthur J. Reimers, III shall then be living and not incapacitated, such one shall have the right to appoint such director; or, subsequent to the death or incapacity of both Lindsay J. H. Reimers and Arthur J. Reimers, III, by majority vote of the remaining directors even if less than a quorum of the Board. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

f. Resignation and Removal of Directors. Any director may resign at any time by notifying the President of the Foundation. Any such resignation shall be in writing and shall take effect when notice of resignation is delivered (unless the notice specifies a later effective date) and the acceptance of such resignation shall not be necessary to make it effective Any director may be removed with or without cause by Lindsay J. H. Reimers and Arthur J. Reimers, III, acting jointly if both are living and not incapacitated, or if only one of Lindsay J. H Reimers and Arthur J. Reimers, III shall then be living and not incapacitated, by such one. Subsequent to the death or incapacity of both of Lindsay J. H. Reimers and Arthur J. Reimers, III, any director may be removed for cause by a majority of the Board.

g. Quorum. A majority of the directors shall constitute a quorum of the Board for the transaction of activities.

h. Annual Meeting. An annual meeting of the Board shall be held on the first business day in June in every year, or on such other date as the Board shall determine (provided thirty (30) days written notice of such other date is given to each director), at such hour and place, within or without the State of Connecticut, as the Board shall designate. At such meeting, directors shall be elected and such other activities shall be transacted as shall properly come before the meeting. Should the date designated fall on a legal holiday, then the annual meeting shall be held on the next business day immediately following.

i. Regular Meetings. Regular meetings of the Board shall be held at such times and places within or without the State of Connecticut as may be determined by the Board and notice of such regular meetings shall be given in the same manner as is hereinafter provided with respect to special meetings of the Board.

j. Special Meeting. Special meetings of the Board shall be held at any time or place within or without the State of Connecticut upon the call of the President, or any two (2) members of the Board. Notice of such special meeting shall be sent to each director in advance by mail not less than five (5) business days before the date of the meeting giving the date of the proposed meeting, and such notice shall contain, in addition to the statement of the time and place of such meeting, a brief statement of the purpose for which such meeting has been called; notwithstanding the foregoing, any additional activities properly before the meeting may be transacted at such meeting.

k. Action Without A Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

l. Conference Calls. Any one or more members of the Board has the right to participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

m. Waiver of Notice. Notice of any meeting of the Board to be given hereunder need not be given to any director who submits a signed waiver of notice whether before or after the meeting. The attendance of any person at such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her, shall constitute waiver of notice thereof as to such person.

n. Annual Report. An annual report shall be presented by the President to the Board as required by law. The annual report shall be filed with the records of the Foundation and either a copy or an abstract thereof entered in the minutes of the Board.

o. Agents and Employees. The Board may employ such agents and employees as it may from time to time deem necessary for the performance of the functions of the Foundation. In the event neither Lindsay J. H. Reimers nor Arthur J. Reimers, III shall be serving as a director, the Board shall retain the services of (i) a full-time Executive Director to be responsible for the administration of the Foundation's day-to-day activities and (ii) an independent investment advisor to assist the Finance and Audit Committee with its recommendations to the Treasurer. Each employee's responsibilities, authority and compensation shall be set the Board.

ARTICLE 4.

OFFICERS

a. Number and Qualifications. The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers, if any, as the Board may determine. Any two or more offices may be held by the same person. No officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two or more officers.

b. Election and Term of Office. The officers of the Foundation shall be elected by the majority vote of the Board present at the annual meeting of the Board and each shall continue in office until the next annual meeting and/or until his or her successor shall have been duly elected and qualified.

c. Resignation and Removal. Any officer may resign at any time by delivering notice to the President of the Foundation. Any such resignation shall be in writing and shall take effect when notice of resignation is delivered (unless the notice specifies a later effective date) and the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Foundation may be removed with or without cause by a vote of the majority of the Board then in office.

d. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by a majority of the Board at any regular meeting or at a special meeting called for that purpose.

e. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Foundation. The President shall keep the Board fully informed, and shall freely consult with them concerning the activities of the Foundation. The President shall perform all duties usually incident to the office of the President and shall perform such other duties as shall from time to time be assigned to him or her by the Board. The President shall be an ex-officio member of all committees.

f. Vice President: Powers and Duties. Any Vice President appointed by the Board shall have such powers and duties as may be assigned to him or her by the Board.

g. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Board and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of the Foundation. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to him or her by the Board.

h. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Foundation which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation, and shall deposit all moneys and other valuable effects of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of his or her accounts. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any officer or director of the Foundation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board.

i. Bonds. The Board shall have the power to require any officer or employee of the Foundation to give a bond for the faithful discharge of his or her duties, in such form and with or without such surety or sureties as the Board may deem advisable.

j. Tax Returns. Any officer of the Foundation may sign tax returns on behalf of the Foundation.

ARTICLE 5.

PURPOSES

a. Purposes. The Foundation is formed exclusively to engage in such charitable, religious, scientific, educational and literary purposes as shall be in the furtherance of the public welfare and shall tend to promote the well-being of humankind through a program of activities and/or grants to other charitable organizations which are tax exempt under Section

501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or which are deemed to be tax exempt under Section 501(c)(3) of the Code pursuant to Treas. Reg. Sections 53.4945-6(c)(2)(ii), 53.4942(a)-3(a)(6) and 53.4945-5(a)(5). No donor, director, or officer of the Foundation shall, as such, receive or become entitled to receive at any time any part of the net earnings or other net income of the foundation; nor shall the net earnings or other income of the Foundation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its offices and carrying out its purposes; nor shall the Foundation, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation, or participate in, or intervene in any manner, in any political campaign on behalf of any candidate for public office.

b. The Foundation shall not perform such acts or exercise such powers not permitted by an organization exempt from Federal income taxation pursuant to Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

c. Organizations which receive donations, gifts and/or contributions from the Foundation shall be charitable organizations which are exempt from taxation under Section 501(c)(3) of the Code or which are deemed to be tax exempt under Section 501(c)(3) of the Code pursuant to Treas. Reg. Sections 53.4945-6(c)(2)(ii), 53.4942(a)-3(a)(6) and 53.4945-5(a)(5).

d. During any period in which the Foundation shall be deemed to be a "private foundation" under Section 509(a) of the Code, the Foundation, its directors and its officers are specifically prohibited from: (i) engaging in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retaining any excess business holdings as defined in Section 4943(c) of the Code; (iii) making any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code; and (iv) making any taxable expenditures as defined in

Section 4945(d) of the Code.

e. During any period in which the Foundation shall be deemed to be a "private foundation" under Section 509(a) of the Code, the Foundation, its directors and its officers shall make distributions at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

f. Mission Statement. The Board shall adopt a Mission Statement which shall set forth with specificity the charitable programs and causes to be supported by the Foundation. The Foundation shall focus its charitable activities and grants only in those areas identified in its Mission Statement. The Foundation's Mission Statement shall be binding upon the Foundation for such period as the adopting Board shall determine and may be amended or updated annually or at such other times as provided by the adopting Board.

ARTICLE 6.

COMMITTEES

a. Standing Committees. A standing committee is one that will have responsibilities on an ongoing basis. There may be standing committees of the Board, as provided herein.

b. Executive Committee. The Board is authorized to create an Executive Committee, one member of which shall be the President of the Foundation, who shall also serve as chairperson of the Executive Committee. The other members of the Executive Committee shall be appointed by the President, subject to the approval of a majority of the Board. If created, the Executive Committee shall have all the authority of the Board except as to the following matters: (i) the filling of vacancies on the Board or on any committee; (ii) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (iii) approve a plan of merger, (iv) approve a sale, lease, exchange or other disposition of all, or substantially all, of the

Foundation's assets, other than (A) in the usual and regular course of affairs of the Foundation, or (B) a mortgage, pledge or other encumbrance described in subdivision (2) of Section 33-1165 of the Act; or (v) approve a proposal to dissolve.

c. Finance and Audit Committee. The Board is authorized to create a Finance and Audit Committee, one member of which shall be the Treasurer of the Foundation, who shall serve as chairperson of such committee, and one member of which shall be the President of the Foundation. Any other members of the Finance and Audit Committee shall be appointed by the President of the Foundation, subject to the approval of a majority of the Board. The Finance and Audit Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Foundation. The Finance and Audit Committee shall also be responsible for oversight of the Foundation's outside auditors and oversight of the Foundation's internal fiscal controls and financial reporting.

d. Other Committees. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint other standing committees or special committees with such powers and duties as the Board may prescribe. A special committee is one limited in responsibilities by duration or by project.

ARTICLE 7.

BOARD OF ADVISORS

a. Powers. The Board may appoint from time to time any number of persons as advisors to the Board, to act either singly or as a committee or committees. Each advisor shall hold office at the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

b. No Compensation. Except as may be specifically authorized by the Board, an advisor to the Foundation shall not receive, directly or indirectly, any salary or compensation for any advisory service rendered to the Foundation, except that the Foundation may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Foundation.

c. Appointment of Constantine P. Ralli as Advisor. If upon the death and/or incapacity of both Lindsay J. H. Reimers and Arthur J. Reimers, III, the youngest child of Lindsay J. H. Reimers and Arthur J. Reimers, III shall not then have attained the age of thirty (30) years, then Constantine P. Ralli, if he is then living and not incapacitated, shall become an Advisor to the Board.

As such Advisor, Constantine P. Ralli shall have the duty of overseeing the Board in fulfilling the requirements of Article 3(o) to retain the services of a full time Executive Director and an independent investment advisor. In addition, until the youngest child of Lindsay J. H. Reimers and Arthur J. Reimers, III, shall attain the age of thirty (30) years, Constantine P. Ralli shall have the authority to approve both Foundation expenses and charitable projects or distributions to be made by the Foundation including distributions made under Article 5(e) to satisfy the Foundation's minimum distribution requirement, and in this regard Constantine P. Ralli shall give primary consideration to the Mission Statement previously in effect.

If Constantine P. Ralli does not serve or complete the administration of his duties, Harry E. Peden, III, shall serve in his place.

When the youngest child of Lindsay J. H. Reimers and Arthur J. Reimers, III shall attain the age of thirty (30) years, then thereafter the directors to the Board, by majority vote, may remove Constantine P. Ralli, or his successor, as an Advisor to the Board with or without cause.

ARTICLE 8.

CONTRIBUTIONS AND INVESTMENTS

a. Contributions. The Board is authorized to accept gifts, legacies or other contributions to the Foundation, including, specifically, the transfer of assets to the Foundation by the trustees of the "Lindmor Foundation" created under trust agreement dated November 11, 1991, by and between Arthur J. Reimers, III, as Donor, and Arthur J. Reimers, III and Lindsay Reimers, as Trustees. Such gifts, legacies or other contributions may be accepted upon any terms or conditions, and for such special uses, as shall be prescribed and as shall be acceptable to the Board. When so acceptable, the Board is authorized to cause the execution and delivery of any agreement which shall be necessary or desirable in connection with the acceptance of any such gift, legacy or other contribution. Unless the terms and conditions or special uses, of such funds are prescribed, the funds shall be administered as the Board shall deem expedient and, unless otherwise provided, both the principal and income of such funds may be utilized and expended.

b. Investments. The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE 9.

INDEMNIFICATION AND INSURANCE

a. Indemnification. The Foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a director, officer, employee or agent of the Foundation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees; provided, no indemnification may be made to or on behalf of any such person if (i) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

b. Insurance. The Foundation shall have the power to purchase and maintain insurance to indemnify the Foundation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to paragraph (a) above, or to indemnify such persons in instances in which they may be indemnified pursuant to paragraph (a) above.

ARTICLE 10.

EXECUTION OF DOCUMENTS

a. Commercial Paper. The Board is authorized to select such banks or depositories as it shall deem proper for the deposit of the funds of the Foundation. All checks, notes, drafts and other commercial paper of the Foundation shall be signed by the President of the Foundation or by such other person or persons as the Board may from time to time designate.

b. Other Instruments. All deeds, mortgages and other instruments shall be executed by the President and by the Secretary of the Foundation, or such other person or persons as the Board may from time to time designate.

ARTICLE 11.

BY-LAWS

a. Force and Effect. These By-Laws are subject to the provisions of the Connecticut Revised Nonstock Corporation Act and the Certificate of Incorporation of the Foundation, as they may be amended from time to time. If any provision of these By-Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the

Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

b. Amendment. These By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the Board at any regular or special meeting called for that purpose; provided, that the provisions of Article 3(d), (e), (f) and Article 7 shall not be amended without the consent of each of Lindsay J. H. Reimers and Arthur J. Reimers, III, or the survivor of them, who shall be living and not incapacitated; provided, further, that if neither Lindsay J. H. Reimers nor Arthur J. Reimers, III is then living, then until the tenth (10th) anniversary of the death of the survivor of them, Article 3(o) shall not be amended

ARTICLE 12.

MISCELLANEOUS

a. Agreements. Agreements executed for or on behalf of the Foundation shall be signed by such person or persons as the Board may from time to time designate; provided, however, that agreements in the ordinary course of the Foundation's business may be executed for and on behalf of the Foundation by the President or by the officer charged with the supervision of such business.

b. Accounting Period. The Foundation's accounting period shall be the calendar year unless the Board shall determine otherwise.

c. Books. There shall be kept at the office of the Foundation correct books of account of the activities and transactions of the Foundation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board.

d. Construction. Whenever used in these By-Laws, the masculine pronoun shall include the feminine, and the singular shall include the plural, unless a different meaning is otherwise required by the context.

e. Divergent Goals: Foundation to Foundation Transfers.

(i) If either Lindsay J. H. Reimers or Arthur J. Reimers, III shall no longer agree with the charitable programs and causes to be supported by the Foundation, or wishes to resign from the Board for any reason whatsoever, upon the resignation of Lindsay J. H. Reimers or Arthur J. Reimers, III as a member of the Board and officer of the Foundation, and the surrender of all of her ~~or his rights under these By-Laws including~~ any rights under Article 3(d), (e), and (f), such resigning party may request (which request shall be in writing and delivered to the remaining members of the Board) that the Foundation transfer fifty percent (50%) of the assets of the Foundation to a new foundation ("New Foundation") established by such resigning party which qualifies under Section 501(c)(3) of the Code, provided that such party makes available a copy of the New Foundation's IRS Determination Letter and a statement from a responsible officer, trustee or employee of the New Foundation that said Determination Letter is valid.

(ii) If, after the death or incapacity of both Lindsay J. H. Reimers and Arthur J. Reimers, III, a child of Lindsay J. H. Reimers and Arthur J. Reimers, III shall no longer agree with the charitable programs and causes to be supported by the Foundation, upon such child's resignation as a member of the Board and officer of the Foundation and the surrender of all of her rights under these By-Laws including any rights under Article 3(d), such child may request (which request shall be in writing and delivered to the remaining members of the Board) that the Foundation transfer the lesser of (a) Ten Million Dollars ($10,000,000) or (b) twenty percent (20%) of the assets of the Foundation to a new foundation ("Child's New Foundation") established by such child which qualifies under Section 501(c)(3) of the Code, provided that such child makes available a copy of the New Foundation's IRS Determination Letter and a statement from a responsible officer, trustee or employee of the Child's New Foundation that said Determination Letter is valid.

(iii) For purposes of paragraphs (e)(i) and (e)(ii), "assets of the Foundation" shall mean the "Total net assets or fund balances at end of year" as reported on Part III, line 6 of the Form 990-PF (Return of Private Foundation) filed by the Foundation in the year preceding the year in which a request as provided in this paragraph (e) to transfer Foundation assets has been made.

(iv) If a request is made as provided in this paragraph (e), the Board shall take such steps as necessary to fulfill such request.

f. Termination. In the event of the liquidation or dissolution of the Foundation, after the payment of all debts, no part of the remaining assets of the Foundation may be distributed to any director or officer of the Foundation and all such assets shall only be distributed to an organization or organizations qualifying as an exempt organization under Section 501(c)(3) of the Code.

UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF THE
FIRST MEETING OF DIRECTORS OF
LINDMOR FOUNDATION, INC.

The undersigned being all of the directors of the LINDMOR FOUNDATION, INC. a nonprofit corporation of the State of Connecticut, do hereby take the following action in connection with the organization of said nonprofit corporation which action is hereby deemed to be effective as of the date hereof

> WHEREAS the Connecticut Revised Nonstock Corporation Act section 33-1000 et seq under which this nonprofit corporation has been formed, and the By-Laws of this nonprofit corporation, provide that the Directors must take certain organizational actions and may transact such other activities as they shall deem necessary or desirable by unanimous written consent, without the necessity of a meeting.
>
> NOW, THEREFORE, IT IS RESOLVED that
>
> 1 The By-Laws and the Certificate of Incorporation attached hereto be and they hereby are approved and adopted as the By-Laws and Certificate of Incorporation of the corporation, and a copy thereof shall be permanently inserted in the minute book of the corporation
>
> 2 The Conflict of Interest Policy and Mission Statement attached hereto be and they hereby are, approved and adopted as the Conflict of Interest Policy and Mission Statement of the corporation, and a copy thereof shall be permanently inserted in the minute book of the corporation.
>
> 3. The following persons be, and they hereby are, elected as Directors and Officers of the corporation to hold office for one year and/or until their successors are duly elected and qualify

Directors

Arthur J. Reimers III
Lindsay J. H. Reimers
Caitlin E. Reimers
Megan C. Reimers
Sarah E. M. Reimers

Officers

President – Lindsay J. H. Reimers
Vice President – Arthur J. Reimers III
Secretary - Arthur J. Reimers III
Treasurer - Arthur J. Reimers III

4. A Finance and Audit Committee is hereby established. The initial members of the Finance and Audit Committee shall be Lindsay J. H. Reimers and Arthur J. Reimers III.

5. The seal of this corporation shall be circular in form, have the words "LINDMOR FOUNDATION, INC.", and the words and figures "Nonprofit Corporation, Connecticut, 2008" in the center thereof, and an impression of the seal shall be made on the margin of the page of the corporation's minute book on which this resolution shall appear.

6. The officers of this corporation be and they hereby are authorized and directed to take all necessary steps and do all things and execute any and all writings required or advisable to implement the business of the corporation, including but not limited to the hiring of employees, the opening of bank accounts, and the hiring of accountants, attorneys and other advisors and consultants.

7. The President is hereby authorized and directed to take the necessary steps to secure a determination from the Treasury Department that this corporation is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by filing with the Internal Revenue Service Form 1023 (Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code.)

The undersigned, by affixing their respective signatures hereto effective this 12th day of June, 2008, do hereby consent to, authorize and approve of the foregoing resolutions in their capacity as all of the directors of the LINDMOR FOUNDATION, INC. This document may be executed in one or more counterparts each of which shall be deemed an original and all of which shall constitute one and the same document

ARTHUR J REIMERS III

LINDSAY J M REIMERS

CAITLIN L REIMERS

MEGAN C REIMERS

SARAH E M REIMERS

ORGANIZATIONAL MEETING OF INCORPORATOR OF

LINDMOR FOUNDATION, INC.

* * * * * * * *

The undersigned, being the sole incorporator of the LINDMOR FOUNDATION, INC., a nonprofit corporation of the State of Connecticut, does hereby take the following action in connection with the organization of said nonprofit corporation, which action is hereby deemed to be effective as of the date hereof:

> WHEREAS, the Connecticut Revised Nonstock Corporation Act section 33-1000 et seq., under which this nonprofit corporation has been formed, provides that the incorporator shall hold an organizational meeting to elect directors to complete the organization of the nonprofit corporation.
>
> NOW, THEREFORE, IT IS RESOLVED that:
>
> 1. The following persons be, and they hereby are, elected as Directors of the corporation to hold office for one year and/or until their successors are duly elected and qualify:
>
> Directors
>
> Arthur J. Reimers, III
> Lindsay J. H. Reimers
> Caitlin L. Reimers
> Megan C. Reimers
> Sarah F. M. Reimers
>
> 2. The directors of this corporation be, and they hereby are, authorized and directed to take all necessary steps and do all things to complete the organization of the corporation.

The undersigned, by affixing her signature hereto effective the 12 day of October, 2008, does hereby consent to, authorize and approve of the foregoing resolutions in her capacity as the sole incorporator of the LINDMOR FOUNDATION, INC.

LINDSAY J. H. REIMERS

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization LINDMOR FOUNDATION, INC.	Employer identification number 26-3631010
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No ▶ 212-440-0811 FAX No. ▶ N/A

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 16 , 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning ______ , 20___ , and ending ______ , 20___ .

2 If this tax year is for less than 12 months, check reason: ☒ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 56,812.00
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 56,312.00
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 500.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return. See instructions.	LINDMOR FOUNDATION, INC.	26-3631010
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	c/o BCRS ASSOCIATES, LLC; 100 WALL STREET - 11TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10005	

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0811 FAX No. ▶ N/A

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box. . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009, or other tax year beginning ________, 20__, and ending ________, 20__.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 56,812.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 56,812.00
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 08/16/2010