Form **990-PF**

Department of the Treasury
Internal Revenue Service

HURRICANE SANDY

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

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation
THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP

A Employer identification number 04-3489966

Number and street (or P O box number if mail is not delivered to street address) Room/suite
60 EAST 42ND STREET

B Telephone number 212-286-2600

City or town, state, and ZIP code
NEW YORK, NY 10165-3698

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,405,014.

J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH *(Part I, column (d) must be on cash basis.)*

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

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).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	256,916.	256,916.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	445,660.			
	b	Gross sales price for all assets on line 6a 6,170,396.				
	7	Capital gain net income (from Part IV, line 2)		445,660.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	702.	702.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	703,278.	703,278.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	5,750.	0.		5,750.
	c	Other professional fees STMT 4	66,313.	66,313.		0.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	3,937.	0.		3,937.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	76,000.	66,313.		9,687.
	25	Contributions, gifts, grants paid	671,000.			671,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	747,000.	66,313.		680,687.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<43,722.>			
	b	**Net investment income** (if negative, enter -0-)		636,965.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	<76,962.>	56,690.	56,690.
	2	Savings and temporary cash investments	108,889.	132,259.	132,259.
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S and state government obligations STMT 7	630,324.	815,111.	815,111.
	b	Investments - corporate stock STMT 8	8,093,128.	5,996,262.	5,996,262.
	c	Investments - corporate bonds STMT 9	1,720,989.	1,580,152.	1,580,152.
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	0.	824,540.	824,540.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	10,476,368.	9,405,014.	9,405,014.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	10,476,368.	9,405,014.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	10,476,368.	9,405,014.	
	31	**Total liabilities and net assets/fund balances**	10,476,368.	9,405,014.	

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	10,476,368.
2	Enter amount from Part I, line 27a	2	<43,722.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,432,646.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,027,632.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,405,014.

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	SALES OF PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	6,142,013.		5,724,736.	417,277.
b	28,383.			28,383.
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				417,277.
b				28,383.
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	445,660.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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 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))
2010	682,164.	9,884,823.	.069011
2009	618,840.	8,928,723.	.069309
2008	799,193.	11,191,289.	.071412
2007	741,828.	13,071,519.	.056751
2006	532,796.	11,758,025.	.045313

2 **Total** of line 1, column (d)	2	.311796
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	.062359
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,174,436.
5 Multiply line 4 by line 3	5	634,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,370.
7 Add lines 5 and 6	7	640,838.
8 Enter qualifying distributions from Part XII, line 4	8	680,687.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	6,370.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,370.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,370.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,228.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,228.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	13.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,155.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		**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 instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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? N/A	4b		
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 instructions) ▶ DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," *attach statement (see instructions)*	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ O'CONNOR DAVIES MUNNS & DOBBINS,LLP Telephone no. ▶ 212-286-2600

Located at ▶ 60 EAST 42ND STREET, NEW YORK, NY ZIP+4 ▶ 10165

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a *Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time* during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b *Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that* had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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)? ☐ Yes ☒ No

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

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

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? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL GUARDIAN TRUST COMPANY C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B IRVINE, CA 92618	INVESTMENT ADVISORY	66,313.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	10,010,333.
b	Average of monthly cash balances	1b	319,044.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,329,377.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,329,377.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,941.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,174,436.
6	**Minimum investment return** Enter 5% of line 5	6	508,722.

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

1	Minimum investment return from Part X, line 6	1	508,722.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 6,370.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	6,370.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	502,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	502,352.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	502,352.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	680,687.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	680,687.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	6,370.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	674,317.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					502,352.
2 Undistributed income if any as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2011.					
a From 2006					
b From 2007	116,820.				
c From 2008	244,729.				
d From 2009	176,354.				
e From 2010	196,479.				
f **Total** of lines 3a through e		734,382.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ $	680,687.				
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					502,352.
e Remaining amount distributed out of corpus		178,335.			
5 Excess distributions carryover applied to 2011 (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		912,717.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		912,717.			
10 Analysis of line 9:					
a Excess from 2007	116,820.				
b Excess from 2008	244,729.				
c Excess from 2009	176,354.				
d Excess from 2010	196,479.				
e Excess from 2011	178,335.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 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*				
ACADEMY OF HEALING ARTS FOR TEENS 111 EAST ARRELLAGA STREET SANTA BARBARA, CA 93101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
AMBER WAVES FARM 375 MAIN STREET AMAGANSETT, NY 11530	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
AMERICAN PLACE THEATRE 111 W. 46TH STREET NEW YORK, NY 10036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BALLET HISPANICO 167 WEST 89TH STREET NEW YORK, NY 10024	N/A	PUBLIC CHARITY	GENERAL SUPPORT	210,000.
BRAVEWELL COLLABORATIVE 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	671,000.
b *Approved for future payment* NONE				
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
	(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					
4 Dividends and interest from securities			14	256,916.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	702.	
8 Gain or (loss) from sales of assets other than inventory			18	445,660.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		703,278.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 703,278.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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	

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Maggie Lear | 2/20/2013 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN		12/1/13		P00097440

Firm's name ▶ O'CONNOR DAVIES MUNNS & DOBBINS, LLP | Firm's EIN ▶ 13-3385019

Firm's address ▶ 60 EAST 42ND STREET
NEW YORK, NY 10165 | Phone no (212)286-2600

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CASES, INC. 346 BROADWAY, 3RD FLOOR NEW YORK, NY 10013	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CELIAC DISEASE CENTER AT COLUMBIA 630 WEST 168TH STREET NEW YORK, NY 10032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
COLUMBIA GRAMMAR AND PREP SCHOOL 5 WEST 93RD STREET NEW YORK, NY 10025	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
COLUMBIA PHYSICIANS AND SURGEONS 630 WEST 168TH STREET NEW YORK, NY 10032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
EUGENE O'NEILL MEMORIAL THEATER 305 GREAT NECK RD. WATERFORD, CT 06385	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FAMILIES IN TRANSITION 1801 TUSKAWILLA ROAD OVIEDO, FL 32765	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FILMAID INTERNATIONAL 24 EAST 23RD STREET 3RD FL. NEW YORK, NY 10010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FOUNDATION GROW P.O. BOX 1803 SHELTER ISLAND, NY 11964	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVE. NEW YORK, NY 10024-1998	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GOOD SHEPHERD SERVICES 305 SEVENTH AVE., 9TH FL. NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				438,500.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
GRIST 710 SECOND AVE. SUITE 860 SEATTLE, WA 98104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
HEALTHCORPS 191 7TH AVE APT 2N NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
IN OUR BACKYARDS, INC. 41 EAST 11TH STREET NEW YORK, NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
INTERNATIONAL RESCUE COMMITTEE, INC. 122 E 42ND ST NEW YORK, NY 10168	N/A	PUBLIC CHARITY	WOMEN'S REFUGEE COMMISSION	20,000.
NEW PRESS 6344 SAUNDERS STREET REGO PARK, NY 11374	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NEW YORK RESTORATION PROJECT 254 W. 31ST ST. FL. 10 NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
PARTNERS IN HEALTH P.O. BOX 845578 BOSTON, MA 02284	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
RAINFOREST ALLIANCE 665 BROADWAY, SUITE 500 NEW YORK, NY 10012	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
ROOT CAPITAL 675 MASSACHUSETTS AVE, 8TH FL. CAMBRIDGE, MA 02139	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
STANFORD UNIVERSITY STANFORD, CA 94305	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129	N/A	PUBLIC CHARITY	GENERAL SUPPORT	35,000.
URBAN JUSTICE CENTER 666 BROADWAY NEW YORK, NY 10012	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
WALNUT HILLS HIGH SCHOOL ALUMNI FOUNDATION 3250 VICTORY PKWY CINCINNATI, OH 45207	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
WEST SIDE COALITION AGAINST HUNGER 263 WEST 86TH STREET NEW YORK, NY 10024	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WNET.ORG 825 8TH AVE. 14TH FL. NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
YOUTH REPRESENT 342 BROADWAY NEW YORK, NY 10013	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU CAPITAL GUARDIAN	285,299.	28,383.	256,916.
TOTAL TO FM 990-PF, PART I, LN 4	285,299.	28,383.	256,916.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	702.	702.	
TOTAL TO FORM 990-PF, PART I, LINE 11	702.	702.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES MUNNS & DOBBINS, LLP	5,750.	0.		5,750.
TO FORM 990-PF, PG 1, LN 16B	5,750.	0.		5,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES	66,313.	66,313.		0.
TO FORM 990-PF, PG 1, LN 16C	66,313.	66,313.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SOFTWARE	2,664.	0.		2,664.
POSTAGE	653.	0.		653.
TELEPHONE	620.	0.		620.
TO FORM 990-PF, PG 1, LN 23	3,937.	0.		3,937.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED LOSS ON INVESTMENTS	1,027,632.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,027,632.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.7/16	X		815,111.	815,111.
TOTAL U.S. GOVERNMENT OBLIGATIONS			815,111.	815,111.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			815,111.	815,111.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.16/16	5,996,262.	5,996,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,996,262.	5,996,262.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.7/16	1,580,152.	1,580,152.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,580,152.	1,580,152.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.16/16	FMV	824,540.	824,540.
TOTAL TO FORM 990-PF, PART II, LINE 13		824,540.	824,540.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATE BRECKIR LEAR C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
MAGGIE LEAR C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
DANIEL R. KATZ C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
DR. JONATHAN LAPOOK C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.

THOMAS R. ASHER C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET NEW YORK, NY 10165	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

Portfolio Holdings Summary by Sector

As of December 31, 2011
Reporting Currency. USD

Description	Total Cost	Total Market Value	% of Asset Class	% of Total Net Assets
Cash and Cash Equivalents				
CASH AND CASH EQUIVALENTS	183,353	183,353	78.2	2.0
PENDING PURCHASES/SALES	(51,094)	(51,094)	21.8	(0.5)
Total Cash and Cash Equivalents	**132,259**	**132,259**	**100.0**	**1.4**
Fixed Income				
ASSET BACKED	23,882	24,093	1.0	0.3
MORTGAGE BACKED	581,118	605,568	25.3	6.5
GOVERNMENT	896,765	923,008	38.5	9.9
MUNICIPALS	55,085	59,807	2.5	0.6
CORPORATE BONDS	758,850	782,786	32.7	8.4
Total Fixed Income	**2,315,700**	**2,395,263**	**100.0**	**25.6**
Equity				
ENERGY	511,387	671,108	9.8	7.2
MATERIALS	402,119	538,538	7.9	5.8
INDUSTRIALS	692,788	804,095	11.8	8.6
CONSUMER DISCRETIONARY	643,572	747,073	11.0	8.0
CONSUMER STAPLES	379,898	521,627	7.6	5.6
HEALTH CARE	432,749	663,034	9.7	7.1
FINANCIALS	633,725	633,764	9.3	6.8
INFORMATION TECHNOLOGY	821,728	1,072,097	15.7	11.5
TELECOMMUNICATION SERVICES	210,256	243,772	3.6	2.6
UTILITIES	78,961	101,154	1.5	1.1
MUTUAL FUNDS	1,061,457	824,540	12.1	8.8
Total Equity	**5,868,639**	**6,820,802**	**100.0**	**73.0**
Total Net Assets	**8,316,597**	**9,348,324**		**100.0**

Capital Group
Private Client Services

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

Detailed Holdings List by Country

As of December 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	183,353	1 00	183,353	1.00	183,353	2.0	0	0	0 0
PENDING PURCHASES/SALES			(51,094)		(51,094)	(0 5)			
Total Cash and Cash Equivalents			**132,259**		**132,259**	**1.4**	**0**	**0**	**0.0**
Fixed Income									
AUSTRALIA									
BHP BILLITON FIN USA LTD 1 125% 11/21/14	10,000	99 65	9,965	100 24	10,024	0 1	59	113	1 1
WESTPAC BANKING CORP 1.85% 12/09/13	15,000	99 95	14,992	100.09	15,014	0 2	22	278	1 9
TOTAL AUSTRALIA			**24,957**		**25,037**	**0.3**	**81**	**390**	**1.6**
CANADA									
CANADIAN NATIONAL RAILWAY 4 95% 01/15/2014	15,000	112.01	16,802	107 79	16,169	0.2	(633)	743	4 6
ENBRIDGE INC 5.60% 04/01/17	15,000	95.72	14,359	112 01	16,802	0.2	2,444	840	5.0
TOTAL CANADA			**31,160**		**32,971**	**0.4**	**1,811**	**1,583**	**4.8**
FRANCE									
BNP PARIBAS 3 25% 03/11/2015	10,000	95 90	9,590	94 52	9,452	0 1	(138)	325	3 4
TOTAL FRANCE			**9,590**		**9,452**	**0.1**	**(138)**	**325**	**3.4**
LUXEMBOURG									
ARCELORMITTAL SR UNSEC 3 75% 03/01/16	10,000	100 14	10,014	94 93	9,493	0 1	(522)	375	4 0
EUROPEAN INVT BK 3.125% 06/04/14	45,000	99 60	44,821	104.28	46,927	0.5	2,106	1,406	3 0
TOTAL LUXEMBOURG			**54,836**		**56,420**	**0.6**	**1,584**	**1,781**	**3.2**

THE FRANCES LEAR FOUNDATION
Account Number XXXX42300

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NORWAY									
STATOIL 2 9% 10/15/14	10,000	104 72	10,472	104.94	10,494	0 1	22	290	2 8
TOTAL NORWAY			**10,472**		**10,494**	**0.1**	**22**	**290**	**2.8**
UNITED KINGDOM									
ASTRAZENECA PLC 5 9% 09/15/2017	15,000	99 93	14,990	120 79	18,119	0 2	3,129	885	4 9
NATIONAL GRID GROUP PLC 6.3% 08/01/2016	15,000	99.79	14,968	114.75	17,213	0 2	2,245	945	5.5
ROYAL BK OF SCOTLAND SR UNSEC 3.25% 01/11/14	15,000	99 70	14,955	95 82	14,373	0 2	(581)	488	3 4
VODAFONE GROUP PLC 5.625% 02/27/2017	15,000	96.23	14,435	116.11	17,417	0 2	2,982	844	4 8
TOTAL UNITED KINGDOM			**59,347**		**67,122**	**0.7**	**7,775**	**3,161**	**4.7**
UNITED STATES									
AMCAR 07-D A4A FSA 5 56% 06/06/2014	8,619	99.99	8,619	101 70	8,766	0 1	147	479	5 5
ANADARKO PETROLEUM CORP SR UNSEC 6 375% 09/15/17	10,000	110.84	11,084	115.91	11,591	0 1	507	638	5 5
ANHEUSER-BUSCH INBEV SR UNSEC FRN 07/14/2014	5,000	100 00	5,000	99 52	4,976	0 1	(24)	38	0 8
APACHE CORP SR UNSEC 6.25% 04/15/12	10,000	108.11	10,811	101.50	10,150	0.1	(661)	625	6 2
AT&T CORP SR UNSEC 3 875% 08/15/21	5,000	103 61	5,180	105 78	5,289	0 1	108	194	3 7
BANK OF AMERICA CORP SR UNSEC 3.75% 07/12/16	15,000	99.77	14,966	92 59	13,889	0 1	(1,077)	563	4 1
BERKSHIRE HATHAWAY FRN 02/11/13	15,000	100 00	15,000	100.34	15,051	0.2	51	132	0 9
BIOGEN IDEC INC 6% 03/01/13	13,000	99.89	12,985	105.15	13,669	0.1	684	780	5 7
BRANDYWINE OPER PARTNERS LP SR UNSEC 4.95% 04/15/2018	4,000	97 23	3,889	98 44	3,938		49	198	5 0

Capital Group™
Private Client Services

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BSCMS 06-PW13 AAB 5.53% 09/11/41	23,538	107.19	25,229	105.48	24,828	0.3	(401)	1,302	5.2
BURLINGTON NORTH SANTA FE CORP 7% 02/01/2014	15,000	105 74	15,861	112 04	16,806	0 2	946	1,050	6 3
CA ST GO TAXABLE BAB 5.75% 03/01/17	25,000	100 57	25,142	111.97	27,993	0.3	2,851	1,438	5 1
CAROLINA POWER & LIGHT SR UNSEC 6.5% 07/15/12	10,000	109.61	10,961	102.99	10,299	0.1	(662)	650	6 3
CD 05-CD1 A4 5.39701% 07/15/44	25,000	107.35	26,837	110.52	27,630	0.3	793	1,306	4 7
CHEVRON CORP 3.95% 03/03/2014	17,000	103 49	17,594	106.94	18,180	0 2	586	672	3 7
CISCO SYSTEMS INC SR UNSEC 2.9% 11/17/14	20,000	106.83	21,367	105.79	21,159	0.2	(208)	580	2.7
CITIGROUP INC SR UNSEC 3.953% 06/15/2016	5,000	102 04	5,102	99 66	4,983	0 1	(119)	198	4 0
CITIGROUP INC SR UNSEC 6.0% 12/13/13	5,000	109.57	5,479	103.52	5,176	0 1	(302)	300	5.8
COCA COLA CO 3.625% 03/15/2014	10,000	99 55	9,955	106 45	10,645	0 1	691	363	3 4
COMCAST CORP 5.3% 01-15-14	10,000	111 51	11,151	107.76	10,776	0.1	(376)	530	4 9
CONSUMERS ENERGY CO 5.65% 09/15/2018	15,000	99.90	14,986	118 14	17,721	0.2	2,736	848	4.8
DANAHER CORP SR UNSEC 2.3% 06/23/2016	10,000	100.27	10,027	103.94	10,394	0.1	367	230	2.2
DISNEY WALT CO SR UNSEC 4.5% 12/15/13	15,000	110 80	16,619	107 64	16,146	0 2	(474)	675	4 2
DOW CHEMICAL SR UNSEC 4 125% 11/15/21	5,000	99.60	4,980	102.57	5,129	0.1	148	206	4 0
DUKE ENERGY OHIO INC 2 1% 06/15/13	5,000	101 06	5,053	101 68	5,084	0 1	31	105	2 1
DUPONT EI NEMOUR FRN SR UNSEC	10,000	100.00	10,000	100.58	10,058	0.1	58	79	0.8
ECOLAB INC SR UNSEC 2 375% 12/08/14	10,000	99.94	9,994	101 94	10,194	0 1	200	238	2.3
FHLMC 0.75% 11/25/14	10,000	99.97	9,997	100.18	10,018	0.1	21	75	0 8
FHMS K013 A2 3 974% 01/25/21	14,000	100 99	14,139	109 95	15,393	0 2	1,253	556	3 6

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FHMS K703 A2 2.699% 05/25/18	15,000	101.00	15,150	102.82	15,423	0 2	273	405	2 6
FNCI 3.5 AE0676 01/01/26	60,574	103 31	62,580	104 67	63,401	0 7	821	2,120	3 3
FNCL 3.5 TBA 01/12 01/01/42	50,000	102 19	51,094	102.84	51,422	0 6	328	1,750	3.4
FNCL 4 0 AE9690 85K MAX 11/01/40	51,040	99 92	51,000	106 35	54,279	0 6	3,279	2,042	3 8
FNCL 4.5 AH8924 MHA 04/01/41	72,256	101.64	73,442	107.81	77,899	0 8	4,457	3,252	4.2
FNCL 5.0 AI5236 MHA 06-01-41	57,831	107.86	62,376	109 80	63,500	0 7	1,124	2,892	4 6
FNCN 4.5 MA0125 07/01/19	62,472	103 25	64,502	106 83	66,736	0 7	2,234	2,811	4 2
FNR 07-33 HE PAC 5.5% 04/25/2037	30,655	100.22	30,723	111 34	34,130	0.4	3,407	1,686	4 9
FREDDIE MAC SER 3272 CL PA 6% 02/15/2037	33,146	101 96	33,795	111 25	36,874	0 4	3,079	1,989	5 4
G2SF 4 5 4617 01/20/40	42,655	101.03	43,094	109 36	46,645	0 5	3,551	1,919	4 1
GE CAP CORP SR UNSEC 3.35% 10/17/16	15,000	99.88	14,982	104.14	15,621	0 2	639	503	3 2
GE CAP CORP SR UNSEC 4 65% 10/17/21	5,000	99 79	4,989	104 37	5,218	0 1	229	233	4 5
GMAC FDIC 2.2% 12/19/12	50,000	103.18	51,588	101.91	50,954	0 5	(635)	1,100	2.2
GOLDMAN SACHS GROUP SR UNSEC 3 625% 02/07/16	10,000	100 37	10,037	96.62	9,662	0 1	(374)	363	3 8
HEWLETT-PACKARD CO SR UNSEC 1.55% 05-30-14	15,000	99.97	14,996	98.34	14,751	0 2	(245)	233	1 6
HONDA AUTO REC OWNER TR SER 2010-2 CL A3 1 34% 03/18/2014	15,265	99 99	15,263	100.41	15,327	0 2	64	205	1 3
HOWARD HUGHES MED TAXABLE SR UNSEC 3 45% 09/01/14	25,000	99.77	24,944	106.65	26,663	0.3	1,719	863	3.2
ILLINOIS ST GO PENSION TAXABLE 4 026% 03/01/14	5,000	100 00	5,000	103 05	5,152	0 1	152	201	3.9
INTL PAPER CO SR UNSEC 4.75% 02/15/22	10,000	99 92	9,992	106 30	10,630	0 1	638	475	4.5
JP MORGAN CHASE SR UNSEC 3 4% 06/24/15	10,000	101 27	10,127	101 94	10,194	0 1	67	340	3 3
KIMCO RLTY CORP 5 584% 11/23/15	15,000	109 62	16,443	107.55	16,133	0.2	(310)	838	5.2

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
KINDER MORGAN ENERGY SR UNSEC 3.5% 03/01/16	12,000	100 53	12,064	103.97	12,477	0 1	413	420	3.4
KROGER CO 7.5% 01/15/2014	15,000	99.81	14,971	111 76	16,764	0.2	1,793	1,125	6 7
MCDONALDS CORP SR UNSEC 4 3% 03/01/13	10,000	108 22	10,822	104 16	10,416	0 1	(407)	430	4 1
MCKESSON CORP SR UNSEC 3 25% 03/01/16	5,000	100 94	5,047	105.83	5,292	0.1	244	163	3 1
NATIONAL RURAL UTIL SR SEC 1ST LIEN 1 125% 11/01/13	10,000	99 97	9,997	100.04	10,004	0.1	8	113	1 1
NEWS AMERICA SR UNSEC 5.3% 12/15/14	15,000	114.01	17,101	108.91	16,337	0.2	(764)	795	4 9
NOVARTIS 4 125% 02/10/2014	15,000	99 90	14,985	106 99	16,049	0 2	1,064	619	3 9
NOVARTIS CAPITAL CORP SR UNSEC 2.9% 04/24/15	10,000	99 52	9,952	105.83	10,583	0.1	631	290	2 7
PACIFICORP 5 65% 07/15/18	10,000	112 36	11,236	119 38	11,938	0 1	702	565	4 7
PEPSICO INC SR UNSEC 2 5% 05/10/16	15,000	99.91	14,986	104.03	15,605	0 2	619	375	2 4
PROCTER & GAMBLE CO SR UNSEC 1 8% 11/15/15	15,000	99.18	14,877	103 26	15,489	0 2	612	270	1 7
PROLOGIS 7.625% 8/15/2014	5,000	99.49	4,974	109.53	5,476	0.1	502	381	7.0
RAYTHEON CO SR UNSEC 6 4% 12/15/18	10,000	119 54	11,954	123 70	12,370	0 1	416	640	5 2
SHELL INTL FINANCE SR UNSEC 3.1% 06/28/15	25,000	99.93	24,983	107.21	26,804	0 3	1,821	775	2.9
SIMON PROPERTY GROUP 5 25% 12/01/16	10,000	98.98	9,899	110 83	11,083	0.1	1,185	525	4 7
TECO FINANCE INC 4.0% 03/15/16	5,000	102.97	5,148	105 17	5,259	0 1	110	200	3 8
TIME WARNER CABLE 3 5% 02/01/15	20,000	105 65	21,130	104 79	20,959	0 2	(171)	700	3 3
UNITED HEALTH SR UNSEC 1 875% 11/15/16	5,000	99.12	4,956	99.99	4,999	0 1	43	94	1 9
UNITED TECHNOLOGIES CORP SR UNSEC 4 875% 05/01/15	15,000	114 99	17,248	112.33	16,850	0 2	(399)	731	4 3
US TREASURY BOND 3.75% 08/15/41	10,000	114.04	11,404	117.61	Ⓐ11,761	0 1	357	375	3 2

THE FRANCES LEAR FOUNDATION
Account Number· XXXX42300

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
US TREASURY BOND 7.25% 05/15/2016	25,000	124.79	31,197	128 24	Ⓐ 32,061	0 3	863	1,813	5 7
US TREASURY I/L FRN 0.125% 04/15/16	30,776	103.46	31,842	104.25	32,083	0.3	242	38	0.1
US TREASURY I/L FRN 0.625% 07/15/21	45,210	101 53	45,903	106 98	48,364	0 5	2,461	283	0 6
US TREASURY I/L FRN 1.875% 07/15/13	30,822	105.39	32,482	104 57	32,231	0 3	(252)	578	1 8
US TREASURY N/B 1 00% 10/31/16	20,000	100 45	20,091	100 97	20,194	0.2	103	200	1 0
US TREASURY NOTE 1.375% 11/30/18	50,000	99.73	49,867	100.34	50,172	0.5	305	688	1.4
US TREASURY NOTE 1.875% 08/31/17	120,000	100.53	120,633	104 66	125,597	1 3	4,964	2,250	1 8
US TREASURY NOTE 2.125% 08/15/21	65,000	101.47	65,952	102.56	66,666	0.7	714	1,381	2.1
US TREASURY NOTE 2 375% 05-31-18	40,000	100.97	40,389	107 23	42,894	0 5	2,505	950	2 2
US TREASURY NOTE 2.625% 02/29/16	115,000	106.19	122,115	108 09	124,308	1 3	2,193	3,019	2 4
US TREASURY NOTE 3 5% 05/15/20	70,000	105 49	73,842	115 04	80,527	0.9	6,686	2,450	3 0
US TREASURY NOTES 4.5% 05/15/17	125,000	115 71	144,640	118.60	148,253	1.6	3,612	5,625	3 8
VIRGINIA ELEC & PWR SR UNSEC 5 4% 04/30/18	15,000	111 88	16,782	119 29	17,893	0 2	1,111	810	4 5
WAL-MART STORES SR UNSEC 1 5% 10/25/15	15,000	99 46	14,919	101.57	15,236	0.2	317	225	1 5
WBCMT 05-C20 A7 VAR 07/15/42	25,000	108 63	27,156	109 63	27,408	0.3	252	1,280	4 7
WELLPOINT INC 7% 02/15/2019	10,000	109 58	10,958	120.66	12,066	0 1	1,108	700	5 8
WELLS FARGO CO HLD FRN SR UNSEC 0 52375%	5,000	94 25	4,713	95 22	4,761	0 1	49	31	0 7
TOTAL UNITED STATES			**2,125,338**		**2,193,767**	**23.5**	**68,432**	**73,166**	**3.3**
Total Fixed Income			**2,315,700**		Ⓑ **2,395,263**	**25.6**	**79,567**	**80,696**	**3.4**

corporate bonds
ΣⒶ − Ⓑ = $1,580,152

U.S. GOV'T: ΣⒶ =$815,111

Equity

AUSTRALIA

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BHP BILLITON LTD (AUD)	975	15.36	14,978	35.25	34,368	0.4	19,390	1,441	4 2
NEWCREST MINING NPV	1,451	19.41	28,163	30.31	43,985	0.5	15,821	446	1.0
TELSTRA CORP	10,085	2 87	28,941	3 41	34,392	0 4	5,451	4,131	12 0
TOTAL AUSTRALIA			**72,083**		**112,745**	**1.2**	**40,662**	**6,018**	**5.3**

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
AUSTRIA									
ANDRITZ AG	117	91 89	10,752	83.07	9,719	0 1	(1,032)	258	2 7
TOTAL AUSTRIA			**10,752**		**9,719**	**0.1**	**(1,032)**	**258**	**2.7**
BERMUDA									
SIGNET JEWELERS LTD	500	39 10	19,552	43.96	21,980	0.2	2,428	200	0 9
TOTAL BERMUDA			**19,552**		**21,980**	**0.2**	**2,428**	**200**	**0.9**
BRAZIL									
TELE NORTE LESTE PART ADR	2,900	18 10	52,481	9.51	27,579	0 3	(24,902)	1,392	5 1
TOTAL BRAZIL			**52,481**		**27,579**	**0.3**	**(24,902)**	**1,392**	**5.0**
CANADA									
BARRICK GOLD CORP C$	950	38 27	36,352	45.35	43,080	0 5	6,728	373	0.9
CAE INC	4,625	12.42	57,428	9.72	44,946	0.5	(12,483)	0	0.0
CENOVUS ENERGY INC C$	2,125	25 39	53,961	33 24	70,638	0 8	16,678	0	0 0
CENOVUS ENERGY INC US$	525	31.61	16,593	33.20	17,430	0 2	837	420	2.4
ENCANA CORP	2,375	31 20	74,105	18 56	44,083	0 5	(30,022)	3,734	8 5
INMET MINING CORP C$	200	46.49	9,299	64.36	12,872	0.1	3,574	39	0.3
SUNCOR ENERGY INC	300	7 31	2,194	28.87	8,661	0 1	6,466	0	0 0
TELUS CORPORATION NON VOTE	200	38 84	7,769	53 69	10,738	0.1	2,969	0	0 0
TORONTO-DOMINION BANK	200	57 45	11,489	74.96	14,993	0.2	3,504	432	2 9
TOTAL CANADA			**269,190**		**267,441**	**2.9**	**(1,749)**	**4,999**	**1.9**
CHINA									
BANK OF CHINA LTD H	47,107	0 37	17,596	0.37	17,348	0.2	(248)	886	5 1
TINGYI HOLDING CORP	6,000	2.26	13,552	3.04	18,233	0.2	4,681	33	0 2
TOTAL CHINA			**31,148**		**35,581**	**0.4**	**4,433**	**919**	**2.6**

Capital Group℠
Private Client Services

THE FRANCES LEAR FOUNDATION
Account Number XXXX42300

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
DENMARK									
NOVO NORDISK A/S B	426	59 82	25,483	115 06	49,015	0 5	23,533	743	1 5
TOTAL DENMARK			**25,483**		**49,015**	**0.5**	**23,533**	**743**	**1.5**
FINLAND									
SAMPO OYJ CL A	1,011	29 26	29,586	24 84	25,117	0 3	(4,470)	1,507	6 0
TOTAL FINLAND			**29,586**		**25,117**	**0.3**	**(4,470)**	**1,507**	**6.0**
FRANCE									
BNP PARIBAS	373	44.13	16,459	39.33	14,671	0.2	(1,788)	1,015	6.9
BOUYGUES	876	46.97	41,147	31.55	27,638	0.3	(13,510)	1,816	6.6
DANONE	1,360	61.39	83,488	62.94	85,604	0 9	2,116	2,291	2 7
ESSILOR INTL	400	18.80	7,521	70.69	28,278	0.3	20,757	430	1.5
GDF SUEZ	300	38 74	11,622	27.37	8,211	0 1	(3,411)	583	7 1
L'AIR LIQUIDE (L)	456	43.11	19,657	123.88	56,489	0.6	36,832	1,389	2.5
L'OREAL	200	73 61	14,721	104.58	20,917	0.2	6,195	467	2 2
LVMH MOET HENNESSY LOUIS VUITTON SA	155	150.60	23,342	141.78	21,975	0.2	(1,367)	442	2.0
PERNOD RICARD SA	660	81 03	53,482	92 87	61,293	0 7	7,810	1,232	2 0
SCHNEIDER ELECTRIC SA	823	64.37	52,978	52.72	43,388	0 5	(9,590)	1,707	3.9
TOTAL FRANCE			**324,419**		**368,463**	**3.9**	**44,044**	**11,372**	**3.1**
GERMANY									
BAYER AG	607	79 56	48,293	63 76	38,703	0 4	(9,590)	1,180	3 1
BMW AG	533	81 10	43,228	66.80	35,604	0.4	(7,624)	898	2.5
LINDE AG	229	151.28	34,642	148 94	34,107	0 4	(535)	653	1 9
SAP AG	212	40.87	8,664	53 03	11,242	0 1	2,579	165	1.5
TOTAL GERMANY			**134,827**		**119,657**	**1.3**	**(15,170)**	**2,896**	**2.4**

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
HONG KONG									
AIA GROUP LTD	20,600	2 88	59,382	3 12	64,324	0 7	4,942	0	0 0
BANK OF EAST ASIA	3,200	3 13	10,003	3.79	12,114	0 1	2,111	408	3 4
BOC HONG KONG HOLDINGS LTD	3,500	2 32	8,111	2 37	8,292	0 1	181	542	6 5
HONG KONG/CHINA GAS	19,178	1 30	25,025	2.32	44,450	0.5	19,425	864	1.9
LI & FUNG LTD	24,800	1 57	38,967	1 85	45,920	0 5	6,953	2,267	4 9
SHANGRI-LA ASIA	8,000	1 15	9,206	1.73	13,803	0.1	4,597	206	1 5
SUN HUNG KAI PROP	2,000	5 62	11,239	12 54	25,070	0 3	13,831	863	3 4
SWIRE PACIFIC LTD CL A	1,000	10 57	10,566	12.07	12,072	0.1	1,506	470	3 9
TELEVISION BROADCAST	2,000	5 43	10,858	6.06	12,130	0 1	1,272	541	4 5
TOTAL HONG KONG			**183,358**		**238,176**	**2.5**	**54,818**	**6,161**	**2.6**
INDIA									
HDFC BANK LTD	500	9 39	4,696	26 28	13,140	0.1	8,444	110	0 8
ICICI BANK LTD SPON ADR	1,100	40 44	44,481	26.43	29,073	0.3	(15,408)	683	2 4
TOTAL INDIA			**49,176**		**42,213**	**0.5**	**(6,964)**	**793**	**1.9**
IRELAND									
CRH PLC	451	19 80	8,929	19.84	8,948	0 1	19	437	4 9
TOTAL IRELAND			**8,929**		**8,948**	**0.1**	**19**	**437**	**4.9**
ITALY									
LUXOTTICA GRP	400	12 82	5,128	28.12	11,249	0.1	6,121	228	2 0
TOTAL ITALY			**5,128**		**11,249**	**0.1**	**6,121**	**228**	**2.0**
JAPAN									
AJINOMOTO CO INC	2,000	11.29	22,585	12 00	23,998	0 3	1,414	416	1 7
CANON INC	500	34 27	17,136	44.28	22,141	0 2	5,006	779	3.5
FANUC CO	250	91 10	22,775	152.98	38,244	0.4	15,469	795	2 1
HITACHI	5,000	5.52	27,621	5.25	26,232	0 3	(1,389)	390	1.5

ATTACHMENT A PAGE 10 OF 16

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
JGC CORP	1,000	20 83	20,827	24 00	23,998	0.3	3,171	500	2 1
KEYENCE CORP	330	176 90	58,376	241.02	79,538	0.9	21,161	257	0.3
KURITA WATER INDUSTRIES LTD	2,100	27.16	57,030	25.97	54,542	0.6	(2,488)	1,091	2 0
MITSUBISHI CORP	1,200	26.91	32,291	20 19	24,232	0.3	(8,059)	1,013	4.2
MURATA MANUFACTURING CO LTD	700	46 83	32,781	51 36	35,952	0 4	3,171	909	2 5
SMC CORP	400	97 77	39,107	161.29	64,515	0.7	25,408	623	1.0
SOFTBANK CORP	1,800	19.80	35,643	29 44	52,991	0 6	17,348	140	0 3
SYSMEX CORP	700	33 73	23,615	32.57	22,799	0 2	(816)	273	1.2
TREND MICRO INC	1,200	33 32	39,985	29.88	35,857	0 4	(4,128)	1,091	3.0
TOTAL JAPAN			**429,771**		**505,041**	**5.4**	**75,268**	**8,277**	**1.6**
KOREA, REPUBLIC OF									
SAMSUNG ELEC GDS N/V PF	170	106 75	18,148	287 70	48,909	0.5	30,761	433	0 9
TOTAL KOREA, REPUBLIC OF			**18,148**		**48,909**	**0.5**	**30,761**	**433**	**0.9**
LUXEMBOURG									
SES FDR CL A (PARIS)	500	22 15	11,075	24 03	12,017	0.1	941	518	4 3
TOTAL LUXEMBOURG			**11,075**		**12,017**	**0.1**	**941**	**518**	**4.3**
MEXICO									
WAL MART DE MEXICO SAB DE C V	4,174	0 61	2,544	2 74	11,420	0 1	8,875	114	1 0
TOTAL MEXICO			**2,544**		**11,420**	**0.1**	**8,875**	**114**	**1.0**
NETHERLANDS									
ASML HOLDING NV	652	31.24	20,366	42.09	27,440	0 3	7,074	338	1 2
FUGRO NV	378	53.43	20,196	58.18	21,993	0.2	1,796	735	3.3
KONINKLIJKE KPN NV	2,000	8.30	16,598	11 98	23,962	0.3	7,364	2,099	8.8
NIELSEN HOLDINGS NV US$	1,725	26.82	46,258	29.69	51,215	0.5	4,957	0	0.0
ROYAL DUTCH SHELL CL A ADR	1,750	48 38	84,670	73.09	127,908	1 4	43,238	4,998	3.9
TOTAL NETHERLANDS			**188,089**		**252,518**	**2.7**	**64,429**	**8,170**	**3.2**

Detailed Holdings List by Country

As of December 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NORWAY									
SEADRILL LTD	1,191	33.15	39,479	33.50	39,899	0 4	421	606	1 5
TOTAL NORWAY			**39,479**		**39,899**	**0.4**	**421**	**606**	**1.5**
PANAMA									
CARNIVAL CORP COMMON PAIRED STOCK	750	30 80	23,102	32.64	24,480	0 3	1,378	750	3 1
TOTAL PANAMA			**23,102**		**24,480**	**0.3**	**1,378**	**750**	**3.1**
SINGAPORE									
DBS GROUP HOLDINGS LTD	3,157	5 99	18,909	8 88	28,047	0 3	9,138	1,363	4 9
TOTAL SINGAPORE			**18,909**		**28,047**	**0.3**	**9,138**	**1,363**	**4.9**
SWEDEN									
ASSA ABLOY AB B	253	25 15	6,364	25.11	6,352	0 1	(12)	147	2.3
HENNES & MAURITZ AB	1,445	30.17	43,590	32.19	46,517	0.5	2,927	1,997	4.3
TOTAL SWEDEN			**49,954**		**52,869**	**0.6**	**2,915**	**2,144**	**4.1**
SWITZERLAND									
ACE LTD	75	69.40	5,205	70 12	5,259	0.1	54	141	2 7
NESTLE SA REG	1,466	30 43	44,609	57.57	84,397	0.9	39,787	2,891	3 4
NOVARTIS AG NAMEN	666	51 13	34,053	57 25	38,128	0.4	4,075	1,562	4 1
RICHEMONT CIE FIN	1,126	39.56	44,540	50.65	57,032	0.6	12,493	540	1 0
ROCHE HOLDING AG GENUSSCHEIN	68	169 82	11,548	169 72	11,541	0.1	(6)	478	4 2
SONOVA HOLDING AG	232	96.75	22,447	104.74	24,301	0.3	1,854	0	0.0
SWISSCOM AG REG	37	328 06	12,138	379 42	14,039	0 2	1,900	473	3 4
SYNGENTA AG	69	289.10	19,948	293.18	20,229	0 2	281	515	2 6
TE CONNECTIVITY LTD US$	700	17 56	12,290	30.81	21,567	0.2	9,277	504	2 3
TOTAL SWITZERLAND			**206,778**		**276,493**	**3.0**	**69,715**	**7,105**	**2.6**

Detailed Holdings List by Country

As of December 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
UNITED KINGDOM									
BARCLAYS PLC	3,000	4.83	14,497	2.73	8,191	0.1	(6,307)	284	3.5
BG GROUP PLC	2,600	13.44	34,948	21.35	55,498	0.6	20,550	625	1.1
DIAGEO PLC	1,000	16.46	16,456	21.81	21,811	0.2	5,355	696	3.2
FIRSTGROUP PLC	3,900	5.62	21,937	5.24	20,443	0.2	(1,495)	1,521	7.4
HSBC HOLDINGS PLC UKP	6,280	6.72	42,177	7.62	47,833	0.5	5,656	3,897	8.2
IMPERIAL TOBACCO PLC	619	23.75	14,702	37.76	23,372	0.3	8,670	1,015	4.3
NATIONAL GRID PLC	3,300	8.33	27,486	9.69	31,969	0.3	4,483	2,127	6.7
PREMIER FARNELL PLC	8,400	4.21	35,352	2.79	23,442	0.3	(11,910)	1,506	6.4
RECKITT BENCKISER GROUP PLC	300	15.07	4,520	49.31	14,794	0.2	10,274	621	4.2
RIO TINTO PLC REG	1,282	24.58	31,509	48.47	62,137	0.7	30,628	1,597	2.6
SHIRE PLC	3,000	13.67	41,021	34.78	104,337	1.1	63,317	427	0.4
STANDARD CHARTERED	2,369	16.36	38,746	21.85	51,761	0.6	13,015	0	0.0
TESCO PLC	3,400	5.20	17,674	6.26	21,276	0.2	3,602	863	4.1
WHITBREAD PLC	300	27.74	8,321	24.25	7,274	0.1	(1,047)	262	3.6
TOTAL UNITED KINGDOM			**349,347**		**494,136**	**5.3**	**144,791**	**15,440**	**3.1**
UNITED STATES									
3M COMPANY	350	80.60	28,209	81.73	28,606	0.3	397	770	2.7
AFLAC INC	275	40.29	11,079	43.26	11,897	0.1	818	363	3.1
AGILENT TECHNOLOGIES INC	300	21.79	6,536	34.93	10,479	0.1	3,943	0	0.0
AIR PRODUCTS & CHEMICALS INC	400	42.55	17,020	85.19	34,076	0.4	17,056	928	2.7
ALLEGHENY TECHNOLOGIES INC	1,425	53.10	75,674	47.80	68,115	0.7	(7,559)	1,026	1.5
ALLERGAN INC	900	28.97	26,072	87.74	78,966	0.8	52,894	180	0.2
ALLSTATE CORP (THE)	300	25.80	7,741	27.41	8,223	0.1	482	252	3.1
AMERICAN TOWER CORP CL A	1,000	41.81	41,805	60.01	60,010	0.6	18,205	0	0.0
AON CORP	300	35.39	10,616	46.80	14,040	0.2	3,424	180	1.3
APPLE INC	155	162.72	25,221	405.00	62,775	0.7	37,554	0	0.0
BOEING CO	300	49.12	14,737	73.35	22,005	0.2	7,268	528	2.4
BRISTOL-MYERS SQUIBB CO	600	29.33	17,601	35.24	21,144	0.2	3,543	816	3.9
BROADCOM CORP	1,800	30.28	54,500	29.36	52,848	0.6	(1,652)	648	1.2

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CATERPILLAR INC	200	88 42	17,684	90.60	18,120	0.2	436	368	2 0
CERNER CORP	1,000	19.80	19,802	61.25	61,250	0.7	41,448	0	0 0
CHEVRON CORP	350	65 81	23,032	106 40	37,240	0.4	14,208	1,134	3 1
COACH INC	300	43.87	13,161	61.04	18,312	0 2	5,151	270	1 5
COLGATE-PALMOLIVE CO	200	78.92	15,784	92.39	18,478	0.2	2,694	464	2.5
COMCAST CORP CL A (NEW)	3,250	19 59	63,659	23 71	77,058	0 8	13,399	1,463	1 9
COSTCO WHOLESALE CORP	200	28.89	5,778	83.32	16,664	0.2	10,886	192	1.2
DANAHER CORP	900	29.44	26,500	47.04	42,336	0.5	15,836	90	0 2
DAVITA INC	300	29 72	8,917	75.81	22,743	0.2	13,826	0	0 0
DISCOVERY COMMUNICATIONS INC CL A	200	42.58	8,516	40.97	8,194	0 1	(322)	0	0 0
DRIL-QUIP INC	250	62.92	15,729	65.82	16,455	0.2	726	0	0.0
EBAY INC	600	24 03	14,420	30.33	18,198	0.2	3,778	0	0.0
ECOLAB INC	600	31.21	18,726	57.81	34,686	0.4	15,960	480	1.4
EDISON INTERNATIONAL	200	32.35	6,470	41 40	8,280	0 1	1,810	260	3 1
EMERSON ELECTRIC CO	600	27.34	16,403	46.59	27,954	0.3	11,552	960	3 4
EOG RESOURCES INC	100	65 64	6,564	98.51	9,851	0 1	3,287	64	0 7
EXPRESS SCRIPTS INC	800	45 63	36,506	44.69	35,752	0.4	(754)	0	0 0
FEDEX CORP	225	48 80	10,980	83.51	18,790	0 2	7,810	117	0 6
FIRST SOLAR INC	185	100.27	18,550	33.76	6,246	0.1	(12,305)	0	0 0
FLUOR CORP (NEW)	200	10 61	2,123	50.25	10,050	0 1	7,927	100	1 0
GENERAL ELECTRIC CO (USD)	1,400	14.74	20,640	17.91	25,074	0.3	4,434	952	3 8
GENERAL MILLS INC	200	35.54	7,108	40 41	8,082	0.1	974	244	3 0
GENPACT LTD	1,200	16.86	20,232	14.95	17,940	0 2	(2,292)	0	0 0
GOLDMAN SACHS GROUP INC	775	107.41	83,245	90.43	70,083	0 7	(13,162)	1,085	1.6
GOOGLE INC CL A	135	389 32	52,559	645.90	87,197	0 9	34,638	0	0 0
HALLIBURTON CO	1,350	29.55	39,891	34.51	46,589	0 5	6,697	486	1.0
HOME DEPOT INC	1,125	34.38	38,673	42.04	47,295	0 5	8,622	1,305	2.8
ILLINOIS TOOL WORKS INC	500	29 49	14,747	46 71	23,355	0 2	8,608	720	3 1
INTERNATIONAL BUSINESS MACHINES CORP	750	93.37	70,030	183.88	137,910	1.5	67,880	2,250	1 6
INTERNATIONAL GAME TECHNOLOGY	700	17 48	12,233	17.20	12,040	0 1	(193)	168	1.4

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
IRON MOUNTAIN INC	800	20.88	16,707	30.80	24,640	0.3	7,933	800	3.3
JACK HENRY & ASSOC INC	1,300	33.49	43,543	33.61	43,693	0.5	150	546	1.3
JPMORGAN CHASE & CO	1,450	36.44	52,833	33.25	48,213	0.5	(4,621)	1,450	3.0
JUNIPER NETWORKS INC	300	25.85	7,755	20.41	6,123	0.1	(1,632)	0	0.0
KLA-TENCOR CORP	1,200	34.72	41,668	48.25	57,900	0.6	16,232	1,680	2.9
KRAFT FOODS INC CL A	150	28.22	4,233	37.36	5,604	0.1	1,371	174	3.1
LOWES COMPANIES INC	375	11.61	4,353	25.38	9,518	0.1	5,165	210	2.2
MARSH & MCLENNAN COS INC	1,125	28.53	32,095	31.62	35,573	0.4	3,477	990	2.8
MAXIM INTEGRATED PRODS INC	600	12.39	7,435	26.04	15,624	0.2	8,189	528	3.4
MCDONALDS CORP	75	74.67	5,600	100.33	7,525	0.1	1,925	210	2.8
MICROCHIP TECHNOLOGY INC	900	29.49	26,541	36.63	32,967	0.4	6,426	1,253	3.8
MICROSOFT CORP	1,200	26.87	32,249	25.96	31,152	0.3	(1,097)	960	3.1
MONSANTO CO NEW COM	1,050	72.33	75,948	70.07	73,574	0.8	(2,375)	1,260	1.7
NATIONAL INSTRUMENTS CORP	750	17.73	13,300	25.95	19,463	0.2	6,162	300	1.5
NIKE INC CL B	100	86.92	8,692	96.37	9,637	0.1	945	144	1.5
NOBLE ENERGY INC	700	74.11	51,879	94.39	66,073	0.7	14,194	616	0.9
NORDSTROM INC	200	30.26	6,051	49.71	9,942	0.1	3,891	184	1.9
NORFOLK SOUTHERN CORP	300	40.70	12,209	72.86	21,858	0.2	9,649	516	2.4
NUCOR CORP	300	37.58	11,273	39.57	11,871	0.1	598	438	3.7
OMNICOM GROUP INC	400	37.82	15,129	44.58	17,832	0.2	2,703	400	2.2
ORACLE CORP	2,000	27.79	55,579	25.65	51,300	0.5	(4,279)	480	0.9
PEPSICO INC	700	48.47	33,932	66.35	46,445	0.5	12,513	1,442	3.1
PG&E CORP	200	41.79	8,357	41.22	8,244	0.1	(113)	364	4.4
PHARMASSET INC	90	77.42	6,967	128.20	11,538	0.1	4,571	0	0.0
PHILIP MORRIS INTERNATIONAL INC	500	49.45	24,727	78.48	39,240	0.4	14,513	1,540	3.9
POLYCOM INC	600	10.40	6,242	16.30	9,780	0.1	3,538	0	0.0
PROGRESSIVE CORP OHIO	1,300	18.89	24,557	19.51	25,363	0.3	806	519	2.1
QUALCOMM INC	600	41.64	24,984	54.70	32,820	0.4	7,836	516	1.6
REPUBLIC SERVICES INC	1,100	29.92	32,908	27.55	30,305	0.3	(2,603)	968	3.2
SCHLUMBERGER LTD	1,300	29.42	38,252	68.31	88,803	0.9	50,551	1,300	1.5
SCHWAB CHARLES NEW	3,825	17.89	68,417	11.26	43,070	0.5	(25,347)	918	2.1

THE FRANCES LEAR FOUNDATION
Account Number XXXX42300

Detailed Holdings List by Country
As of December 31, 2011
Reporting Currency. USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
SCRIPPS NETWORKS INTERACTIVE CL A	700	42 77	29,942	42 42	29,694	0 3	(248)	280	0 9
SEATTLE GENETICS INC	3,800	19 57	74,382	16.72	63,517	0.7	(10,865)	0	0 0
SPECTRA ENERGY CORP	650	15 22	9,895	30 75	19,988	0.2	10,093	728	3 6
STANLEY BLACK & DECKER INC	250	53 27	13,317	67.60	16,900	0 2	3,583	410	2 4
TARGET CORP	750	53 40	40,050	51 22	38,415	0 4	(1,635)	900	2 3
THE WALT DISNEY CO	800	20.90	16,720	37 50	30,000	0.3	13,280	480	1 6
TIFFANY & CO NEW	725	42 50	30,811	66.26	48,039	0 5	17,227	841	1 8
TIME WARNER CABLE INC	325	61 19	19,888	63 57	20,660	0 2	772	624	3 0
UNION PACIFIC CORP	180	28 74	5,174	105.94	19,069	0 2	13,895	432	2 3
UNITED PARCEL SERVICE INC CL B	200	59 80	11,960	73 19	14,638	0 2	2,678	416	2 8
UNITED TECHNOLOGIES CORP	700	56 56	39,595	73 09	51,163	0 5	11,568	1,344	2 6
UNITEDHEALTH GROUP INC	800	27.48	21,988	50.68	40,544	0 4	18,556	520	1.3
URBAN OUTFITTERS INC	1,300	22.14	28,785	27 56	35,828	0 4	7,043	0	0 0
VERIZON COMMUNICATIONS	500	29 76	14,880	40.12	20,060	0.2	5,180	1,000	5.0
VIRGIN MEDIA INC	800	25 50	20,399	21.38	17,104	0 2	(3,295)	128	0.8
VISA INC CL A	550	65 82	36,201	101 53	55,842	0 6	19,641	484	0 9
TOTAL UNITED STATES			**2,253,877**		**2,912,550**	**31.2**	**658,676**	**48,155**	**1.7**
MUTUAL FUNDS - EQUITY									
EMERGING MARKETS GROWTH FUND INC	112,030	9 47	1,061,457	7 36	824,540	8 8	(236,916)	13,444	1 6
TOTAL MUTUAL FUNDS - EQUITY			**1,061,457**		Ⓨ **824,540**	**8.8**	**(236,916)**	**13,444**	**1.6**
Total Equity			**5,868,639**		Ⓧ **6,820,802**	**73.0**	**952,163**	**144,440**	**2.1**
Total Net Assets			**8,316,597**		**9,348,324**	**100.0**	**1,031,730**	**225,135**	**2.4**

corporate stock: Ⓧ - Ⓨ = $5,996,262

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Private Client Services

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Form **8868**
(Rev. January 2012)
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.**

MAY 14 2012

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.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP

Employer identification number (EIN) or
☒ 04-3489966

Number, street, and room or suite no. If a P.O. box, see instructions.
60 EAST 42ND STREET

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions
NEW YORK, NY 10165-3698

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ O'CONNOR DAVIES MUNNS & DOBBINS,LLP 60 EAST 42ND STREET - NEW YORK, NY 10165

  Telephone No ▶ 212-286-2600 FAX No. ▶ 212-286-4080
- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning ______________, and ending ______________

2 If the tax year entered in line 1 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	$ 3,228.
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	3b	$ 3,228.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2012)

123841
01-04-12

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AUG - 9 2012

- 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)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES MUNNS & DOBBINS, LLP

Employer identification number (EIN) or ☒ 04-3489966

Number, street, and room or suite no. If a P O box, see instructions.
60 EAST 42ND STREET

Social security number (SSN) ☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions
NEW YORK, NY 10165-3698

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ▶ O'CONNOR DAVIES MUNNS & DOBBINS,LLP 60 EAST 42ND STREET - NEW YORK, NY 10165

Telephone No ▶ 212-286-2600 FAX No. ▶ 212-286-4080

- 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, 2012

5 For calendar year 2011, or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 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
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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	$ 6,383.
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	$ 6,383.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ Karen McGerty Title ▶ CPA Date ▶ 8/9/12

Form **8868** (Rev 1-2012)