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

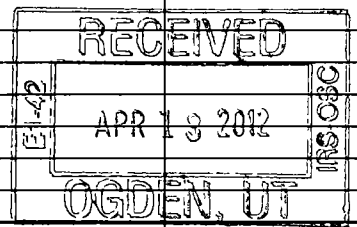
**2011**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation <b>THE HOWARD JOHNSON FOUNDATION</b>		A Employer identification number <b>04-6060965</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1802</b>		Room/suite	B Telephone number (see instructions) <b>( ) -</b>
City or town, state, and ZIP code <b>PROVIDENCE, RI 02901-1802</b>		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 3,938,457.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	
		<input type="checkbox"/> 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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		101,685.	101,685.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		121,856.			
b Gross sales price for all assets on line 6a <b>1,222,999.</b>					
7 Capital gain net income (from Part IV, line 2)			121,856.		
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)					
12 Total. Add lines 1 through 11		223,541.	223,541.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) <b>STMT 3</b>		3,700.	NONE	NONE	3,700.
c Other professional fees (attach schedule) <b>STMT 4</b>		17,811.	10,687.		7,124.
17 Interest					
18 Taxes (attach schedule) (see instructions) <b>STMT 5</b>		2,383.	1,275.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) <b>STMT 6</b>		70.			70.
24 Total operating and administrative expenses. Add lines 13 through 23		23,964.	11,962.	NONE	10,894.
25 Contributions, gifts, grants paid		175,000.			175,000.
26 Total expenses and disbursements. Add lines 24 and 25		198,964.	11,962.	NONE	185,894.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		24,577.			
b Net investment income (if negative, enter -0-)			211,579.		
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	NONE	NONE	
	2	Savings and temporary cash investments . . . . .	45,325.	142,285.	142,285.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	NONE	* NONE	NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations(attach schedule). . . . .	NONE	NONE	NONE
	b	Investments - corporate stock (attach schedule) . . . . .	3,354,095.	3,303,193.	3,796,172.
	c	Investments - corporate bonds (attach schedule). . . . .	NONE	NONE	NONE
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans . . . . .	NONE	NONE	
	13	Investments - other (attach schedule) . . . . .	NONE	NONE	NONE
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )	NONE	NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	3,399,420.	3,445,478.	3,938,457.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	3,399,420.	3,445,478.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE	NONE		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,399,420.	3,445,478.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,399,420.	3,445,478.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 3,399,420.
2	Enter amount from Part I, line 27a . . . . .	2 24,577.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3 21,481.
4	Add lines 1, 2, and 3 . . . . .	4 3,445,478.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 3,445,478.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 1,207,818.		1,101,143.	106,675.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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))			
<b>a</b>			106,675.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	121,856.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	182,223.	3,935,688.	0.04630016404
2009	181,635.	3,599,779.	0.05045726418
2008	183,783.	4,223,684.	0.04351248815
2007	223,670.	4,834,054.	0.04626965276
2006	239,885.	4,561,763.	0.05258602869
<b>2</b> Total of line 1, column (d)			0.23912559782
<b>3</b> 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			0.04782511956
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4,118,747.	
<b>5</b> Multiply line 4 by line 3			196,980.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			2,116.
<b>7</b> Add lines 5 and 6			199,096.
<b>8</b> Enter qualifying distributions from Part XII, line 4			185,894.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,132.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political influence, expenditures, and state registration. Includes sub-rows 4a-4b and 8a-8b.

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 PRIVATE BANK TAX SERVICES Telephone no (401) 278-6825
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X 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
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect 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) . . . . . 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 X 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) . . . . . 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)? (see instructions)  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

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?  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?  Yes  No

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?  Yes  No

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

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

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

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

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

Total number of other employees paid over \$50,000  NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,972,615.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	208,854.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,181,469.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,181,469.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	62,722.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,118,747.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	205,937.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	205,937.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	4,232.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,232.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	201,705.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	201,705.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	201,705.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	185,894.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	185,894.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	185,894.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				201,705.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			110,429.	
<b>b</b> Total for prior years: 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .		NONE		
<b>b</b> From 2007 . . . . .		NONE		
<b>c</b> From 2008 . . . . .		NONE		
<b>d</b> From 2009 . . . . .		NONE		
<b>e</b> From 2010 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 185,894.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			110,429.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				75,465.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				126,240.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> Excess from 2011 . . . . .	NONE			

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

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

**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

**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.

N/A

**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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

<b>Recipient</b> 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 <i>Paid during the year</i>  SEE STATEMENT 23				
<b>Total</b> ..... ▶ 3a				175,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Howard Bremson Johnson, Date: 3/20/2012, Title: Trustee.

Paid Preparer Use Only Print/Type preparer's name: Robert W Huber, Preparer's signature: [Signature], Date: 03/26/2012, Check [ ] if self-employed, PTIN: P01223341, Firm's name: BANK OF AMERICA, N.A., Firm's EIN: 94-1687665, Firm's address: P O BOX 1802 PROVIDENCE, RI 02901-1802, Phone no.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES	1,504.	1,504.
AMERIPRISE FINANCIAL INC	819.	819.
APACHE CORPORATION	330.	330.
ARTIO GLOBAL HIGH INCOME FUND CL I	3,313.	3,313.
BOFA CASH RESERVES TRUST CLASS	16.	16.
CATERPILLAR INCORPORATED	1,080.	1,080.
CISCO SYSTEMS INCORPORATED	48.	48.
COCA COLA CO COM	1,880.	1,880.
COLUMBIA BOND FUND CLASS Z SHARES	45,226.	45,226.
DANAHER CORPORATION	64.	64.
DEERE & COMPANY	1,274.	1,274.
DISNEY WALT CO	560.	560.
DOMINION RESOURCES INC	1,970.	1,970.
EMERSON ELEC CO	821.	821.
EXXON MOBIL CORPORATION	1,665.	1,665.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	750.	750.
GOLDCORP INC NEW	467.	467.
GOLDMAN SACHS GROUP INC	53.	53.
ILLINOIS TOOL WORKS INCORPORATED	1,104.	1,104.
INTEL CORPORATION	1,000.	1,000.
INTERNATIONAL BUSINESS MACHS	2,030.	2,030.
ISHARES MSCI JAPAN INDEX FUND	790.	790.
ISHARES FTSE XINHAI HK CHINA 25 INDEX	1,026.	1,026.
J P MORGAN CHASE & CO COM	395.	395.
JOHNSON & JOHNSON	216.	216.
JPMORGAN CHASE CAP XXVI CAP SECS VAR SER	6,450.	6,450.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	3,470.	3,470.
LOWES COMPANIES INCORPORATED	220.	220.
MEAD JOHNSON NUTRITION CO COM	804.	804.
MICROSOFT CORPORATION	888.	888.
MONSANTO CO NEW COM	180.	180.
NESTLE S A SPONSORED ADR	1,666.	1,666.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHROP CORPORATION	1,476.	1,476.
OCCIDENTAL PETROLEUM CORPORATION	230.	230.
ORACLE SYS CORP	654.	654.
PFIZER INC	1,800.	1,800.
POTASH CORP SASK INC	80.	80.
PRICE T ROWE GROUP INC COM	496.	496.
PROCTER & GAMBLE CO COM	2,250.	2,250.
PUBLIC SERVICE ENTERPRISE GROUP INC	617.	617.
QUALCOMM INC	129.	129.
RIO TINTO PLC SPONSORED ADR	350.	350.
ST JUDE MEDICAL INCORPORATED	420.	420.
SCHLUMBERGER LIMITED	1,127.	1,127.
SPECTRA ENERGY CORP COM	2,120.	2,120.
TEVA PHARMACEUTICAL INDS LTD ADR	401.	401.
TEXAS INSTRS INC	280.	280.
THORNBURG INTL VALUE FUND CL I	3,017.	3,017.
3M CO COM	1,100.	1,100.
VALERO ENERGY CORP - NEW	270.	270.
VISA INC CL A COM	45.	45.
WELLS FARGO COMPANY	235.	235.
WELLS FARGO & CO NEW PFD DEP SHS SER J	750.	750.
YUM BRANDS INC COM	1,167.	1,167.
NOBLE CORP COM	592.	592.
TOTAL	101,685.	101,685.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,700.			3,700.
TOTALS	3,700.	NONE	NONE	3,700.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	17,811.	10,687.	7,124.
TOTALS	17,811.	10,687.	7,124.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	361.	361.
FEDERAL TAX PAYMENT - PRIOR YE	8.	
FEDERAL ESTIMATES - PRINCIPAL	1,100.	
FOREIGN TAXES ON QUALIFIED FOR	862.	862.
FOREIGN TAXES ON NONQUALIFIED	52.	52.
TOTALS	2,383.	1,275.

FORM 990PF, PART I - OTHER EXPENSES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER ALLOCABLE EXPENSE - INCOME

70.

70.

TOTALS

-----  
70.  
=====

-----  
70.  
=====

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

=====

DESCRIPTION -----	AMOUNT -----
11 TYE INCOME ADJ	299.
ADJ CARRYING VALUE	103.
11 SALES ADJ	21,079.
	-----
TOTAL	21,481.
	=====

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

OFFICER NAME:

HOWARD BRENNAN JOHNSON

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

DOROTHY J. HENRY

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

MARISSA J. BROCK

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

HOWARD BATES JOHNSON

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

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

OFFICER NAME:

PATRICIA B. CRAWFORD

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

JOSHUA J. WEEKS

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

WILLIAM H. WEEKS

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

=====

HOWARD BRENNAN JOHNSON  
DOROTHY J. HENRY

RECIPIENT NAME:

ANNE HENNESSEY

ADDRESS:

ONE BRYANT PARK  
NEW YORK, NY 10036

FORM, INFORMATION AND MATERIALS:

LETTER FORM STATING NATURE OF ORGANIZATION, EXEMPT STATUS OF  
ORGANIZATION, COPY OF EXEMPT LETTER, AND PURPOSE OF GRANT.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS ARE NOT MADE TO ORGANIZATIONS LOCATED IN ALASKA, IDAHO,  
LOUISIANA, MONTANA, OREGON, AND WEST VIRGINIA.

=====

RECIPIENT NAME:  
MARTHA'S VINEYARD BOYS  
& GIRLS CLUB  
ADDRESS:  
P.O. BOX 654  
EDGARTOWN, MA 02539  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
BOYS & GIRLS CLUB OF  
MARTIN COUNTY  
ADDRESS:  
11500 SE LARES AVE  
HOBE SOUND, FL 33455  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL APPEAL CAMPAIGN  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MARTHA'S VINEYARD  
PRESERVATION TRUST  
ADDRESS:  
P.O. BOX 5277  
EDGARTOWN, MA 02539  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
HOBE SOUND COMMUNITY  
CHEST  
ADDRESS:  
P.O. BOX 511  
HOBE SOUND, FL 33475-0511  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HOBE SOUND COMMUNITY CHEST  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
GREENWICH HOSPITAL  
ADDRESS:  
5 PERRYRIDGE RD  
GREENWICH, CT 06830-4697  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
SOLOMON R GUGGENHEIM  
FOUNDATION  
ADDRESS:  
345 HUDSON ST, 12TH FLOOR  
NEW YORK, NY 10014  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PETER LAWSON-JOHNSTON FUND  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
DANA HALL SCHOOL  
ADDRESS:  
45 DANA RD  
WELLESLEY, MA 02482-9010  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MARTHA'S VINEYARD  
PUBLIC SCHOOLS  
ADDRESS:  
4 PINE STREET  
VINEYARD HAVEN, MA 02568  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROJECT HEADWAY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
JUPITER ISLAND MEDICAL  
ADDRESS:  
100 ESTRADA SQUARE  
HOBE SOUND, FL 33455  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:  
MARTHA'S VINEYARD  
HOSPITAL INC  
ADDRESS:  
P.O. BOX 1477  
OAK BLUFFS, MA 02557  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
BUCKLEY SCHOOL  
ADDRESS:  
113 EAST 73RD ST  
NEW YORK, NY 10021  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
GREENWICH BOYS &  
GIRLS CLUB  
ADDRESS:  
4 HORSENECK LANE  
GREENWICH, CT 06830  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
TABOR ACADEMY  
ADDRESS:  
66 SPRING ST  
MARION, MA 02738  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
DUKE UNIVERSITY  
ADDRESS:  
P.O. BOX 90429  
DURHAM, NC 27708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNDERGRAD SCIENCE AND PRE-MED PROGRAMS  
AMOUNT OF GRANT PAID ..... 5,000. \*

RECIPIENT NAME:  
FRESH AIR FUND  
ADDRESS:  
633 THIRD AVE, 14TH FLOOR  
NEW YORK, NY 10017  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
TRUSTEES OF COLUMBIA  
UNIVERSITY  
ADDRESS:  
2960 BROADWAY  
NEW YORK, NY 10027-6902  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DR SLANKARD RESEARCH & EDUCATION FUND  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
DANBURY HOSPITAL  
ADDRESS:  
24 HOSPITAL AVENUE  
DANBURY, CT 06810  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DEVELOPMENT FUND  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
SPENCE SCHOOL  
ADDRESS:  
22 EAST 91ST ST  
NEW YORK, NY 10128-0606  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MIDDLE INCOME SCHOLARSHIP FUND  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ST. BERNARD'S SCHOOL  
ADDRESS:  
4 EAST 98TH ST  
NEW YORK, NY 10029  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CAPITAL CAMPAIGN  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FOXCROFT SCHOOL  
ADDRESS:  
P.O. BOX 5555  
MIDDLEBURG, VA 20118-5555  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:  
TRUSTEES OF BOSTON  
UNIVERSITY  
ADDRESS:  
595 COMMONWEALTH AVE  
BOSTON, MA 02215  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
GREENS FARMS ACADEMY  
ADDRESS:  
P.O. BOX 998  
GREENS FARMS, CT 06838  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
ROLLINS COLLEGE  
ADDRESS:  
1000 HOLT AVENUE  
WINTER PARK, FL 32789  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
WESTPORT VOLUNTEER  
EMERGENCY  
ADDRESS:  
50 JESUP RD  
WESTPORT, CT 06880  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
LAKE FOREST COLLEGE  
ADDRESS:  
555 NORTH SHERIDAN RD  
LAKE FOREST, IL 60045  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ANNUAL FUND  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
DANA FARBER CANCER  
INSTITUTE  
ADDRESS:  
450 BROOKLINE AVE  
BOSTON, MA 02115  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
LEUKEMIA RESEARCH  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PHILLIPS ACADEMY  
ADDRESS:  
180 MAIN STREET  
ANDOVER, MA 01810-4161  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
BUS TRANSPORTATION  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
AUDUBON SOCIETY OF  
NEW YORK  
ADDRESS:  
225 VARICK STREET, 7TH FLOOR  
NEW YORK, NY 10014  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
CENTRAL PARK CONSERVANCY  
ADDRESS:  
14 EAST 60TH STREET, 8TH FLOOR  
NEW YORK, NY 10022  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
JUPITER MEDICAL CENTER  
ADDRESS:  
1210 SOUTH OLD DIXIE HIGHWAY  
JUPITER, FL 33458-7205  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
HUMANE SOCIETY OF NEW  
YORK  
ADDRESS:  
306 EAST 59TH ST  
NEW YORK, NY 10022  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
NEW YORK AND  
PRESBYTERIAN  
ADDRESS:  
525 EAST 68TH ST  
NEW YORK, NY 10065  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DEPT OF NEUROLOGY &NEUROLOGICAL SURGERY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
ROUND HILL COMMUNITY  
CHURCH  
ADDRESS:  
395 ROUND HILL RD  
GREENWICH, CT 06831  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
YALE UNIVERSITY  
ADDRESS:  
P.O. BOX 208271  
NEW HAVEN, CT 06520-8271  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
VINCENT SCULLY FUND FOR EDUCATION  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ASPCA  
ADDRESS:  
424 EAST 92ND STREET  
NEW YORK, NY 10128  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PURPOSES  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

PHILLIPS ACADEMY

ADDRESS:

180 MAIN STREET  
ANDOVER, MA 01810

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

IMPROVEMENT OF WRESTLING FACILITIES

AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID: 175,000.  
=====

**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

**2011**

Name of estate or trust

Employer identification number

THE HOWARD JOHNSON FOUNDATION

04-6060965

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 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 -39,618.
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 2010 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 -39,618.

**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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					15,181.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					6b 146,293.
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 2010 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 . . . . . ▶					12 161,474.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss) . . . . .	<b>13</b>		-39,618.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year . . . . .	<b>14a</b>		161,474.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		121,856.

**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**

<b>16</b>	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:	<b>16</b>	( )
a	The loss on line 15, column (3) or b \$3,000 . . . . .		

**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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Continuation Sheet for Schedule D  
(Form 1041)

2011

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: THE HOWARD JOHNSON FOUNDATION  
Employer identification number: 04-6060965

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. AMERIPRISE FINANCIAL	09/28/2010	08/16/2011	9,054.00	9,453.00	-399.00
200. AMERIPRISE FINANCIAL	09/28/2010	08/22/2011	8,036.00	9,453.00	-1,417.00
200. AMERIPRISE FINANCIAL	09/28/2010	09/06/2011	8,217.00	9,453.00	-1,236.00
200. AMERIPRISE FINANCIAL	12/09/2010	11/17/2011	8,947.00	11,177.00	-2,230.00
100. AMERIPRISE FINANCIAL	01/27/2011	11/17/2011	4,474.00	6,239.00	-1,765.00
.334 HUNTINGTON INGALLS IN	12/30/2010	04/13/2011	13.00	12.00	1.00
116.333 HUNTINGTON INGALLS COM	12/30/2010	05/16/2011	4,517.00	4,348.00	169.00
16.667 HUNTINGTON INGALLS	01/27/2011	05/16/2011	647.00	671.00	-24.00
500. ISHARES MSCI JAPAN IN	06/07/2011	11/17/2011	4,575.00	5,052.00	-477.00
1000. ISHARES MSCI JAPAN I	06/07/2011	11/30/2011	9,335.00	10,105.00	-770.00
996.51 LAZARD FUNDS INC EM PORTFOLIO INSTL	09/15/2010	08/22/2011	18,904.00	19,990.00	-1,086.00
66.742 LAZARD FUNDS INC EM PORTFOLIO INSTL	09/20/2010	08/22/2011	1,266.00	1,351.00	-85.00
100. NORTHROP CORPORATION	12/30/2010	08/22/2011	5,025.00	5,832.00	-807.00
100. OCCIDENTAL PETROLEUM	06/07/2011	09/06/2011	8,041.00	10,256.00	-2,215.00
200. OCCIDENTAL PETROLEUM	06/07/2011	09/20/2011	16,485.00	20,512.00	-4,027.00
200. ST JUDE MEDICAL INCOR	03/09/2011	11/17/2011	7,417.00	9,999.00	-2,582.00
523.012 THORNBURG INTL VAL	03/09/2011	09/06/2011	12,955.00	15,570.00	-2,615.00
2056.016 THORNBURG INTL VA I	03/09/2011	11/10/2011	52,120.00	61,208.00	-9,088.00
420.972 THORNBURG INTL VAL	03/09/2011	11/17/2011	10,507.00	12,532.00	-2,025.00
592.249 THORNBURG INTL VAL	03/30/2011	11/17/2011	14,783.00	17,685.00	-2,902.00
497.348 THORNBURG INTL VAL	03/30/2011	12/23/2011	12,190.00	14,851.00	-2,661.00
200. VALERO ENERGY CORP -	03/11/2011	09/06/2011	4,235.00	5,612.00	-1,377.00

**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . -39,618.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side  
**THE HOWARD JOHNSON FOUNDATION**  
 Employer identification number  
**04-6060965**

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. AMERIPRISE FINANCIAL	09/28/2010	11/10/2011	4,632.00	4,727.00	-95.00
100. AMERIPRISE FINANCIAL	09/28/2010	11/17/2011	4,474.00	4,727.00	-253.00
100. APACHE CORPORATION	02/08/2006	03/16/2011	11,399.00	7,062.00	4,337.00
100. APACHE CORPORATION	02/22/2006	05/31/2011	12,278.00	6,876.00	5,402.00
100. APACHE CORPORATION	02/22/2006	08/16/2011	10,493.00	6,876.00	3,617.00
103.884 ARTIO INTL EQUITY	09/08/2009	03/10/2011	1,274.00	1,226.00	48.00
918.954 ARTIO INTL EQUITY	09/16/2009	03/10/2011	11,266.00	11,276.00	-10.00
1033.776 ARTIO INTL EQUITY I	09/16/2009	03/30/2011	13,129.00	12,684.00	445.00
1991.883 ARTIO INTL EQUITY I	09/17/2009	03/30/2011	25,297.00	24,540.00	757.00
100. CAMERON INT'L CORP CO	09/17/2009	06/07/2011	4,549.00	3,944.00	605.00
2000. CISCO SYSTEMS INCORP	02/21/1996	03/08/2011	36,417.00	10,389.00	26,028.00
400. CISCO SYSTEMS INCORPO	02/21/1996	03/22/2011	6,912.00	2,078.00	4,834.00
232. CISCO SYSTEMS INCORPO	02/21/1996	03/30/2011	4,054.00	1,205.00	2,849.00
68. CISCO SYSTEMS INCORPOR	12/30/1997	03/30/2011	1,188.00	635.00	553.00
500. CISCO SYSTEMS INCORPO	12/30/1997	04/14/2011	8,564.00	4,667.00	3,897.00
809.252 COLUMBIA SELECT SM CLASS Z SHARES	09/23/2005	08/16/2011	12,009.00	13,822.00	-1,813.00
1000. COLUMBIA SELECT SMALL CLASS Z SHARES	10/11/2005	08/16/2011	14,840.00	16,350.00	-1,510.00
500. COLUMBIA SELECT SMALL CLASS Z SHARES	10/20/2005	08/16/2011	7,420.00	8,170.00	-750.00
500. COLUMBIA SELECT SMALL CLASS Z SHARES	01/06/2006	08/16/2011	7,420.00	8,700.00	-1,280.00
1000. COLUMBIA SELECT SMALL CLASS Z SHARES	01/11/2006	08/16/2011	14,840.00	17,640.00	-2,800.00
282.392 COLUMBIA SELECT SM CLASS Z SHARES	03/20/2006	08/16/2011	4,191.00	5,202.00	-1,011.00
217.608 COLUMBIA SELECT SM CLASS Z SHARES	03/20/2006	08/22/2011	2,936.00	4,008.00	-1,072.00
500. COLUMBIA SELECT SMALL CLASS Z SHARES	01/09/2007	08/22/2011	6,745.00	8,950.00	-2,205.00
285.357 COLUMBIA SELECT SM CLASS Z SHARES	03/28/2007	08/22/2011	3,849.00	5,456.00	-1,607.00
214.643 COLUMBIA SELECT SM CLASS Z SHARES	03/28/2007	09/06/2011	3,039.00	4,104.00	-1,065.00

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

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

THE HOWARD JOHNSON FOUNDATION

04-6060965

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2000. COLUMBIA SELECT SMALL CLASS Z SHARES	05/07/2007	09/06/2011	28,320.00	40,580.00	-12,260.00
700. COLUMBIA SELECT SMALL CLASS Z SHARES	05/22/2007	09/06/2011	9,912.00	14,266.00	-4,354.00
514.738 COLUMBIA SELECT SMALL CLASS Z SHARES	03/24/2009	09/06/2011	7,289.00	4,715.00	2,574.00
480.29 COLUMBIA SELECT SMALL CLASS Z SHARES	04/02/2009	09/06/2011	6,801.00	4,630.00	2,171.00
997.196 COLUMBIA SELECT SMALL CLASS Z SHARES	05/19/2009	09/06/2011	14,120.00	10,670.00	3,450.00
1009.434 COLUMBIA SELECT SMALL FUND CLASS Z SHARES	05/20/2009	09/06/2011	14,294.00	10,700.00	3,594.00
832.12 COLUMBIA SELECT SMALL CLASS Z SHARES	07/02/2009	09/06/2011	11,783.00	8,912.00	2,871.00
100. DANAHER CORPORATION	03/16/2010	06/07/2011	5,216.00	3,895.00	1,321.00
100. DEERE & COMPANY	12/08/2009	05/31/2011	8,519.00	5,228.00	3,291.00
100. DEERE & COMPANY	12/08/2009	06/13/2011	7,983.00	5,228.00	2,755.00
100. DEERE & COMPANY	12/08/2009	08/16/2011	7,551.00	5,228.00	2,323.00
100. DEERE & COMPANY	12/08/2009	09/06/2011	7,625.00	5,228.00	2,397.00
200. DISNEY WALT CO	04/15/2003	04/14/2011	8,203.00	3,574.00	4,629.00
100. EMERSON ELECTRIC CO	03/17/2010	08/22/2011	4,305.00	4,893.00	-588.00
100. FREEPORT-MCMORAN COPPER INC COM	05/19/2009	01/27/2011	10,743.00	5,000.00	5,743.00
100. FREEPORT-MCMORAN COPPER INC COM	05/19/2009	03/30/2011	5,390.00	2,500.00	2,890.00
100. FREEPORT-MCMORAN COPPER INC COM	06/01/2009	06/07/2011	5,003.00	2,929.00	2,074.00
100. FREEPORT-MCMORAN COPPER INC COM	06/01/2009	09/20/2011	4,057.00	2,929.00	1,128.00
50. GOLDMAN SACHS GROUP INC	05/15/2008	03/22/2011	8,063.00	9,369.00	-1,306.00
50. GOLDMAN SACHS GROUP INC	05/30/2008	03/30/2011	8,019.00	8,853.00	-834.00
50. GOLDMAN SACHS GROUP INC	07/22/2009	03/30/2011	8,019.00	7,970.00	49.00
400. INTEL CORPORATION	11/11/2008	03/22/2011	8,030.00	5,663.00	2,367.00
400. INTEL CORPORATION	11/11/2008	04/04/2011	7,778.00	5,663.00	2,115.00
400. INTEL CORPORATION	11/11/2008	04/14/2011	7,814.00	5,663.00	2,151.00
200. I SHARES FTSE XINHAU HANG SING INDEX	05/19/2009	08/22/2011	7,198.00	7,220.00	-22.00

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

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

THE HOWARD JOHNSON FOUNDATION

04-6060965

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. ISHARES FTSE XINHAU H INDEX	05/19/2009	09/06/2011	3,644.00	3,610.00	34.00
500. ISHARES MSCI EMERGING FUND	05/19/2009	01/27/2011	23,417.00	16,175.00	7,242.00
200. ISHARES MSCI EMERGING FUND	05/19/2009	02/08/2011	9,265.00	6,470.00	2,795.00
300. ISHARES MSCI EMERGING FUND	06/01/2009	03/16/2011	13,411.00	10,416.00	2,995.00
100. ISHARES MSCI EMERGING FUND	06/12/2009	03/16/2011	4,470.00	3,377.00	1,093.00
100. ISHARES MSCI EMERGING FUND	06/12/2009	05/16/2011	4,704.00	3,377.00	1,327.00
100. ISHARES MSCI EMERGING FUND	06/23/2009	05/16/2011	4,704.00	3,052.00	1,652.00
200. ISHARES MSCI EMERGING FUND	07/22/2009	05/16/2011	9,409.00	6,914.00	2,495.00
100. JOHNSON & JOHNSON	11/29/2005	01/27/2011	6,072.00	6,242.00	-170.00
200. JOHNSON & JOHNSON	01/12/2007	02/08/2011	12,159.00	13,355.00	-1,196.00
100. JOHNSON & JOHNSON	01/12/2007	03/10/2011	5,990.00	6,678.00	-688.00
100. JOHNSON & JOHNSON	01/12/2007	03/11/2011	5,968.00	6,678.00	-710.00
200. JOHNSON & JOHNSON	01/18/2007	03/11/2011	11,936.00	13,549.00	-1,613.00
983.562 LAZARD FUNDS INC E PORTFOLIO INSTL	06/14/2007	05/31/2011	21,540.00	23,438.00	-1,898.00
16.438 LAZARD FUNDS INC EM PORTFOLIO INSTL	06/14/2007	06/07/2011	355.00	392.00	-37.00
500. LAZARD FUNDS INC EMER PORTFOLIO INSTL	06/28/2007	06/07/2011	10,800.00	12,010.00	-1,210.00
500. LAZARD FUNDS INC EMER PORTFOLIO INSTL	08/02/2007	06/07/2011	10,800.00	12,185.00	-1,385.00
968.747 LAZARD FUNDS INC E PORTFOLIO INSTL	09/17/2007	06/07/2011	20,925.00	23,366.00	-2,441.00
31.253 LAZARD FUNDS INC EM PORTFOLIO INSTL	09/17/2007	06/13/2011	663.00	754.00	-91.00
1000. LAZARD FUNDS INC EME PORTFOLIO INSTL	12/04/2007	06/13/2011	21,220.00	26,770.00	-5,550.00
965.919 LAZARD FUNDS INC E PORTFOLIO INSTL	05/07/2008	06/13/2011	20,497.00	23,172.00	-2,675.00
34.081 LAZARD FUNDS INC EM PORTFOLIO INSTL	05/07/2008	07/21/2011	743.00	818.00	-75.00
599.203 LAZARD FUNDS INC E PORTFOLIO INSTL	07/22/2009	07/21/2011	13,057.00	9,018.00	4,039.00
357.537 LAZARD FUNDS INC E PORTFOLIO INSTL	12/16/2009	07/21/2011	7,791.00	6,554.00	1,237.00
142.463 LAZARD FUNDS INC E PORTFOLIO INSTL	12/16/2009	08/16/2011	2,784.00	2,611.00	173.00

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

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

THE HOWARD JOHNSON FOUNDATION

04-6060965

**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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 862.655 LAZARD FUNDS INC E PORTFOLIO INSTL	01/14/2010	08/16/2011	16,856.00	16,020.00	836.00
133.575 LAZARD FUNDS INC E PORTFOLIO INSTL	01/14/2010	08/22/2011	2,534.00	2,480.00	54.00
995.055 LAZARD FUNDS INC E PORTFOLIO INSTL	06/25/2010	08/22/2011	18,876.00	18,110.00	766.00
922.883 LAZARD FUNDS INC E PORTFOLIO INSTL	09/20/2010	12/02/2011	17,203.00	18,679.00	-1,476.00
503.887 LAZARD FUNDS INC E PORTFOLIO INSTL	09/29/2010	12/02/2011	9,392.00	10,476.00	-1,084.00
200. LOWES COMPANIES INCOR	04/15/2009	05/16/2011	4,991.00	3,854.00	1,137.00
200. LOWES COMPANIES INCOR	05/20/2009	05/16/2011	4,991.00	4,043.00	948.00
100. LOWES COMPANIES INCOR	05/20/2009	05/31/2011	2,412.00	2,022.00	390.00
100. LOWES COMPANIES INCOR	05/20/2009	06/07/2011	2,320.00	2,022.00	298.00
100. LOWES COMPANIES INCOR	06/01/2009	06/07/2011	2,320.00	1,998.00	322.00
200. LOWES COMPANIES INCOR	06/23/2009	06/07/2011	4,641.00	3,727.00	914.00
100. LOWES COMPANIES INCOR	07/02/2009	06/07/2011	2,320.00	1,879.00	441.00
100. MICROSOFT CORPORATION	11/22/1996	02/08/2011	2,826.00	950.00	1,876.00
300. MICROSOFT CORPORATION	11/22/1996	02/25/2011	7,996.00	2,850.00	5,146.00
200. MICROSOFT CORPORATION	11/22/1996	03/22/2011	5,067.00	1,900.00	3,167.00
440. MICROSOFT CORPORATION	11/22/1996	04/14/2011	11,123.00	4,180.00	6,943.00
60. MICROSOFT CORPORATION	12/30/1997	04/14/2011	1,517.00	969.00	548.00
300. MICROSOFT CORPORATION	12/30/1997	05/16/2011	7,395.00	4,847.00	2,548.00
100. MICROSOFT CORPORATION	09/11/2003	05/16/2011	2,465.00	2,798.00	-333.00
100. MICROSOFT CORPORATION	11/25/2003	05/16/2011	2,465.00	2,582.00	-117.00
200. MICROSOFT CORPORATION	12/31/2003	06/07/2011	4,785.00	5,474.00	-689.00
300. ORACLE SYS CORP	11/23/1998	06/07/2011	9,554.00	1,838.00	7,716.00
200. PROCTER & GAMBLE CO C	02/20/1996	03/11/2011	12,305.00	4,176.00	8,129.00
200. PROCTER & GAMBLE CO C	02/20/1996	03/30/2011	12,355.00	4,176.00	8,179.00
300. RIO TINTO PLC SPONSOR	09/17/2009	11/10/2011	16,384.00	13,493.00	2,891.00

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



**THE HOWARD JOHNSON FOUNDATION**  
**04-6060965**  
**Balance Sheet**  
**12/31/2011**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
002824100	ABBOTT LABS	800.000	37,657.50	44,984 00
015351109	ALEXION PHARMACEUTICALS INC	700.000	43,092.17	50,050 00
03524A108	ANHEUSER BUSCH INBEV SA/NV	1000 000	57,336.48	60,990 00
037411105	APACHE CORP	400.000	31,069 50	36,232 00
037833100	APPLE INC	200.000	31,663 50	81,000 00
04315J860	ARTIO GLOBAL HIGH INCOME FUND	5568.425	50,253 06	51,786 35
13342B105	CAMERON INTL CORP	800.000	33,399 71	39,352 00
149123101	CATERPILLAR INC	600 000	36,047.50	54,360 00
191216100	COCA COLA CO	1000.000	46,429 00	69,970 00
19765Y886	COLUMBIA BOND FUND	131478 360	1,206,180.83	1,246,414 85
235851102	DANAHER CORP DEL	700.000	28,571.00	32,928.00
244199105	DEERE & CO	600.000	32,898.02	46,410.00
254687106	DISNEY WALT CO	1200.000	21,793.91	45,000.00
25746U109	DOMINION RES INC VA NEW	1000.000	31,450.60	53,080 00
291011104	EMERSON ELEC CO	500.000	24,566.75	23,295.00
30231G102	EXXON MOBIL CORP	900.000	31,619.92	76,284 00
35671D857	FREEPORT-MCMORAN COPPER &	300.000	8,432.75	11,037 00
375558103	GILEAD SCIENCES INC	500.000	22,529.25	20,465.00
380956409	GOLDCORP INC	1200.000	51,021.65	53,100.00
38259P508	GOOGLE INC	100.000	50,395.75	64,590.00
452308109	ILLINOIS TOOL WKS INC	800 000	12,862.99	37,368.00
458140100	INTEL CORP	1000.000	15,408.90	24,250.00
459200101	INTERNATIONAL BUSINESS MACHS	700.000	63,854.21	128,716.00
464286848	ISHR MSCI JAPAN INDEX	3500.000	36,136.55	31,885.00
464287184	ISHARES FTSE CHINA 25 INDEX FUND	900.000	37,215.00	31,383.00
46625H100	J P MORGAN CHASE & CO	500.000	22,700.94	16,625.00
48124G104	JPMORGAN CHASE CAP XXVI	4000.000	97,975.00	103,600.00
52106N889	LAZARD EMERGING MKTS EQUITY	4827.696	102,096.19	81,105 29
582839106	MEAD JOHNSON NUTRITION CO	800.000	40,649.48	54,984 00
594918104	MICROSOFT CORP	1500.000	35,098.19	38,940 00
61166W101	MONSANTO CO	600.000	44,294.50	42,042 00
641069406	NESTLE S A	800.000	38,406.40	46,198.40
666807102	NORTHROP GRUMMAN CORP	700.000	41,269.58	40,936.00
68389X105	ORACLE CORP	2700.000	34,288.60	69,255.00

**THE HOWARD JOHNSON FOUNDATION**  
**04-6060965**  
**Balance Sheet**  
**12/31/2011**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
717081103	PFIZER INC	3300.000	65,047.99	71,412.00
73755L107	POTASH CORP SASK INC	400.000	17,917.00	16,512.00
74144T108	PRICE T ROWE GROUP INC	400.000	19,414.00	22,780.00
742718109	PROCTER & GAMBLE CO	1000.000	33,864.77	66,710.00
744573106	PUBLIC SVC ENTERPRISE GROUP	1000.000	32,853.00	33,010.00
747525103	QUALCOMM INC	600.000	33,856.02	32,820.00
75886F107	REGENERON PHARMACEUTICALS	500.000	22,430.50	27,715.00
790849103	ST JUDE MED INC	500.000	24,859.00	17,150.00
806857108	SCHLUMBERGER LTD	800.000	20,060.00	54,648.00
847560109	SPECTRA ENERGY CORP	2000.000	47,784.55	61,500.00
882508104	TEXAS INSTRS INC	500.000	10,683.00	14,555.00
885215566	THORNBURG INTL VALUE FUND	4383.389	131,779.64	107,743.70
88579Y101	3M CO	500.000	34,724.50	40,865.00
91911K102	VALEANT PHARMACEUTICALS INTL INC	1000.000	45,589.18	46,690.00
91913Y100	VALERO ENERGY CORP NEW	1000.000	27,989.40	21,050.00
92857W209	VODAFONE GROUP PLC	1700.000	46,003.79	47,651.00
949746101	WELLS FARGO & CO	1700.000	41,358.50	46,852.00
949746879	WELLS FARGO & CO NEW	2000.000	56,729.90	56,860.00
988498101	YUM BRANDS INC	1200.000	59,849.00	70,812.00
H5833N103	NOBLE CORP	1000.000	31,734.00	30,220.00
	Cash/Cash Equivalent	142285.010	142,285.01	142,285.01
		<b>Totals</b>	<b>3,445,478.13</b>	<b>3,938,456.61</b>