Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: EDWARD JOHN NOBLE FOUNDATION, INC.

A Employer identification number: 06-1055586

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 954 | Room/suite:

B Telephone number: (203) 438-5690

City or town, state, and ZIP code: RIDGEFIELD, CT 06877

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: [X] 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)* ▶$ 94,857,044.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,047.	2,047.		
	4 Dividends and interest from securities	3,119,035.	3,119,035.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,084,641.			STATEMENT 1
	b Gross sales price for all assets on line 6a 67,116,485.				
	7 Capital gain net income (from Part IV, line 2)		2,084,641.		
	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	204,353.	204,353.		STATEMENT 2
	12 Total. Add lines 1 through 11	5,410,076.	5,410,076.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	649,641.	180,376.		469,265.
	14 Other employee salaries and wages	182,210.	32,963.		149,247.
	15 Pension plans, employee benefits	216,148.	62,435.		153,714.
	16a Legal fees STMT 3	127,827.	66,231.		61,596.
	b Accounting fees STMT 4	101,675.	76,256.		25,419.
	c Other professional fees STMT 5	566,427.	488,450.		77,977.
	17 Interest				
	18 Taxes STMT 6	88,560.	11,138.		31,884.
	19 Depreciation and depletion	5,288.	979.		
	20 Occupancy	207,394.	13,285.		194,109.
	21 Travel, conferences, and meetings	28,087.	1,298.		26,789.
	22 Printing and publications				
	23 Other expenses STMT 7	113,422.	19,548.		93,874.
	24 Total operating and administrative expenses Add lines 13 through 23	2,286,679.	952,959.		1,283,874.
	25 Contributions, gifts, grants paid	7,203,347.			7,203,347.
	26 Total expenses and disbursements Add lines 24 and 25	9,490,026.	952,959.		8,487,221.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,079,950.			
	b Net investment income (if negative, enter -0-)		4,457,117.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	61,239.	152,712.	152,712.
	2 Savings and temporary cash investments			
	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	24,316.	24,166.	24,166.
	10a Investments - U.S. and state government obligations STMT 9	14,060,886.	23,515,213.	23,967,766.
	b Investments - corporate stock STMT 10	65,652,516.	51,606,342.	55,848,584.
	c Investments - corporate bonds STMT 11	13,338,744.	13,765,934.	14,037,933.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	266,735.	265,415.	804,640.
	14 Land, buildings, and equipment basis ▶ 383,448.			
	Less accumulated depreciation STMT 13 ▶ 363,205.	25,531.	20,243.	20,243.
	15 Other assets (describe ▶ SECURITY DEPOSIT)	1,000.	1,000.	1,000.
	16 **Total assets** (to be completed by all filers)	93,430,967.	89,351,025.	94,857,044.
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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	93,430,967.	89,351,025.	
	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**	93,430,967.	89,351,025.	
	31 **Total liabilities and net assets/fund balances**	93,430,967.	89,351,025.	

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	93,430,967.
2	Enter amount from Part I, line 27a	2	-4,079,950.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	8.
4	Add lines 1, 2, and 3	4	89,351,025.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,351,025.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	67,116,485.		65,031,844.	2,084,641.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,084,641.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,084,641.
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	11,385,167.	100,366,290.	.113436
2009	3,857,516.	93,162,343.	.041406
2008	9,869,291.	114,071,275.	.086519
2007	12,718,383.	130,159,355.	.097714
2006	9,589,073.	123,770,595.	.077475

2	**Total** of line 1, column (d)	2	.416550
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	.083310
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	102,152,986.
5	Multiply line 4 by line 3	5	8,510,365.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,571.
7	Add lines 5 and 6	7	8,554,936.
8	Enter qualifying distributions from Part XII, line 4	8	8,487,221.

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	89,142.
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	89,142.
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	89,142.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 49,000.		
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	49,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	40,142.
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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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) ▶ CT, NY			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 14	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 ▶ EDWARD JOHN NOBLE FOUNDATION Telephone no. ▶ (203) 438-5690

Located at ▶ P.O. BOX 954, RIDGEFIELD, CT ZIP+4 ▶ 06877

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.

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

			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 ▶ ☐

			Yes	No
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 ▶ ______, ______, ______, ______

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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

			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)? **5b** No: X

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 16 ☒ 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** No: 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 15		649,641.	132284.	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
NANCY E. REYES 32 EAST 57 STREET, NEW YORK, NY 10022	OFFICE MGR 40.00	127,271.	35,672.	0.
LESLIE A. STODDART 14 SOPHIA DRIVE, RIDGEFIELD, CT 06877	ADMIN 30.00	54,939.	39,704.	0.

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
ROCKEFELLER & CO 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112	INVESTMENT CONSULTANT	236,078.
BESSEMER TRUST COMPANY 630 5TH AVE, NEW YORK, NY 10111	INVESTMENT CONSULTANT	226,121.
NUSSBAUM YATES BERG KLEIN & WOLPOW 445 BROAD HOLLOW ROAD, MELVILLE, NY 11747	ACCOUNTING & AUDITING	101,675.
FRANKFURT KURNIT KLEIN & SELZ PC 488 MADISON AVENUE 9TH FL, NEW YORK, NY 10022	LEGAL	61,498.
MILLIMAN USA - THREE GARRET MOUTAIN PLAZA, STE 303, WEST PATERSON, NJ 07424	CONSULTING	59,040.
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	103,584,245.
b	Average of monthly cash balances	1b	124,370.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	103,708,615.
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	103,708,615.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,555,629.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	102,152,986.
6	**Minimum investment return** Enter 5% of line 5	6	5,107,649.

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	5,107,649.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 89,142.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	89,142.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,018,507.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,018,507.
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	5,018,507.

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	8,487,221.
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	8,487,221.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	8,487,221.

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				5,018,507.
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 3,547,327.				
b From 2007 6,428,989.				
c From 2008 4,215,311.				
d From 2009				
e From 2010 6,434,168.				
f **Total** of lines 3a through e	20,625,795.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 8,487,221.				
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				5,018,507.
e Remaining amount distributed out of corpus	3,468,714.			
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	24,094,509.			
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	3,547,327.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	20,547,182.			
10 Analysis of line 9:				
a Excess from 2007 6,428,989.				
b Excess from 2008 4,215,311.				
c Excess from 2009				
d Excess from 2010 6,434,168.				
e Excess from 2011 3,468,714.				

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:

E.J. NOBLE SMITH, 212-759-4212
32 EAST 57TH STREET, 19TH FLOOR, NEW YORK, NY 10022

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

SEE FOOTNOTE 1

c Any submission deadlines:

NO DEADLINES

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

SEE FOOTNOTE 2

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				
ALEXANDRIA TOWNSHIP HISTORICAL SOCIETY ALEXANDRIA, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	20,000.
AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK, NY		509(A)(1),(2) OR(3)	COLLECTIONS MANAGEMENT & RESEARCH	1,170,054.
BROOKLYN ACADEMY OF MUSIC BROOKLYN, NY		509(A)(1),(2) OR(3)	150TH ANNIVERSARY PUBLICATION	12,500.
BROWN UNIVERSITY SPORTS FOUNDATION PROVIDENCE, RI		509(A)(1),(2) OR(3)	MEN'S RUGBY	100,000.
CALM AIR VISIBILITY UNLIMITED UNIVERSAL CITY, TX		509(A)(1),(2) OR(3)	GENERAL SUPPORT	175,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	7,203,347.
b Approved for future payment				
CHARLESTON SCHOOL OF LAW FOUNDATION CHARLESTON, SC		509(A)(1),(2) OR(3)	SCHOLARSHIP FUND	100,000.
THE JULLIARD SCHOOL NEW YORK, NY		509(A)(1),(2) OR(3)	SECOND CENTURY FUND	1,000,000.
LINCOLN CENTER FOR THE PERFORMING ARTS NEW YORK, NY		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN	500,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	4,190,000.

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			14	2,047.	
4 Dividends and interest from securities			14	3,119,035.	
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	11,007.	
8 Gain or (loss) from sales of assets other than inventory			18	2,084,641.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ROYALTIES			15	193,346.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,410,076.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 5,410,076.

(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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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

Signature of officer or trustee: [signature] Date: 7/26/12 Title: Treasurer ~~SECRETARY~~

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
MARK L. DAVIS, CPA	Mark L Davis CPA	07/23/12		P00111034

Firm's name ▶ NUSSBAUM YATES BERG KLEIN & WOLPOW, LLP Firm's EIN ▶ 26-0221653

Firm's address ▶ 445 BROAD HOLLOW ROAD, STE 319 MELVILLE, NY 11747 Phone no (631)845-5252

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
CARNEGIE HALL NEW YORK, NY		509(A)(1),(2) OR(3)	ACADEMY PROGRAM	25,000.
CHARLESTON SCHOOL OF LAW FOUNDATION CHARLESTON, SC		509(A)(1),(2) OR(3)	SCHOLARSHIP FUND	100,000.
COMMUNITY FUNDS, INC. NEW YORK, NY		509(A)(1),(2) OR(3)	JTS FUND	585,000.
COMMUNITY PERFORMANCE SERIES POTSDAM, NY		509(A)(1),(2) OR(3)	RESIDENCY IN THE ATS & OUTREACH	83,093.
FAMILY COUNSELING SERVICES OF NORTHERN NEW YORK WATERTOWN, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	40,000.
THE FOOD DEPOT SANTE FE, NM		509(A)(1),(2) OR(3)	GENERAL SUPPORT	25,000.
FOUNDATION FOR CONTEMPORARY ARTS NEW YORK, NY		509(A)(1),(2) OR(3)	INTERNSHIP PROGRAM	16,000.
FREDERIC REMINGTON ART MUSEUM OGDENSBURG, NY		509(A)(1),(2) OR(3)	EDUCATIONAL PROGRAMMING	25,000.
FRIENDS OF THE NATURE CENTER FINEVIEW, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
GEORGIA SEA TURTLE CENTER JEKYLL ISLAND FOUNDATION JEKYLL ISLAND, GA		509(A)(1),(2) OR(3)	BEACH PATROL PARTNERSHIP	7,500.
Total from continuation sheets				5,725,793.

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
GUILD HALL OF EAST HAMPTON EAST HAMPTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	50,000.
JAZZ AT LINCOLN CENTER NEW YORK, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	100,000.
THE JUILLIARD SCHOOL NEW YORK, NY		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN SUPPORT	500,000.
THE JUILLIARD SCHOOL NEW YORK, NY		509(A)(1),(2) OR(3)	ANNUAL FUND	50,000.
LENSIC PERFORMING ARTS CENTER SANTE FE, NM		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN SUPPORT	25,000.
LINCOLN CENTER FOR THE PERFORMING ARTS, INC. NEW YORK, NY		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN SUPPORT	500,000.
LINCOLN CENTER FOR THE PERFORMING ARTS, INC. NEW YORK, NY		509(A)(1),(2) OR(3)	INTERNSHIP PROGRAM	50,000.
MAYO FOUNDATION JACKSONVILLE, FL		509(A)(1),(2) OR(3)	RESEARCH ENDOWNMENT	50,000.
MUSEUM OF MODERN ART NEW YORK, NY		509(A)(1),(2) OR(3)	ANNUAL SUPPORT, EDUCATION & DRAWINGS	310,000.
EDWARD JOHN NOBLE GUILD OF CANTON-POTSDAM HOSPITAL CANTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	20,000.
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
NORTH COUNTRY CHILDREN'S CLINIC WATERTOWN, NY		509(A)(1),(2) OR(3)	DENTAL PROGRAM	50,000.
NORTH COUNTRY CHILDREN'S CLINIC WATERTOWN, NY		509(A)(1),(2) OR(3)	CLINIC EXPANSION	40,000.
PHILANTHROPY NEW YORK NEW YORK, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	9,200.
REDFORD CENTER PROVO, UT		509(A)(1),(2) OR(3)	CONSERVATION FILM PROJECT	175,000.
RIVER HOSPITAL FOUNDATION ALEXANDRIA BAY, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	50,000.
SAMARITAN FOUNDATION OF NORTHERN NEW YORK WATERTOWN, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	25,000.
SAVE THE RIVER' CLAYTON, NY		509(A)(1),(2) OR(3)	EDUCATIONAL PROGRAMMING	40,000.
ST. BARNABAS CHURCH GREENWICH, CT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	15,000.
ST. CATHERINE'S ISLAND FDN, INC. MIDWAY, GA		4945(J)(3)	GENERAL SUPPORT	2,500,000.
ST. LAWRENCE UNIVERSITY CANTON, NY		509(A)(1),(2) OR(3)	ARTS RESIDENCY	25,000.
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
ST. LAWRENCE UNIVERSITY CANTON, NY		509(A)(1),(2) OR(3)	ATHLETICS	50,000.
SEA TURTLE CONSERVANCY GAINESVILLE, FL		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
SUN VALLEY LEADERSHIP INSTITUTE HAILEY, ID		509(A)(1),(2) OR(3)	GENERAL SUPPORT	10,000.
THOUSAND ISLANDS ARTS CENTER CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	20,000.
THOUSAND ISLANDS EMERGENCY RESCUE SERVICE CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	20,000.
THOUSAND ISLANDS LAND TRUST CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	40,000.
THOUSAND ISLANDS PERFORMING ARTS FUND CLAYTON, NY		509(A)(1),(2) OR(3)	GENERAL SUPPORT	50,000.
TRADITIONAL ARTS IN UPSTATE NEW YORK CLAYTON, NY		509(A)(1),(2) OR(3)	CAPITAL CAMPAIGN	25,000.
Total from continuation sheets				

123631 08-03-11

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
MAYO FOUNDATION JACKSONVILLE, FL		509(A)(1),(2) OR(3)	RESEARCH ENDOWNMENT	50,000.
ST BARNABAS CHURCH GREENWICH, CT		509(A)(1),(2) OR(3)	GENERAL SUPPORT	15,000.
ST CATHERINE'S ISLAND FOUNDATION, INC. ST. CATHERINE'S ISLAND MIDWAY, GA 31320		4945(J)(3)	GENERAL SUPPORT	2,500,000.
ST LAWERENCE UNIVERSITY CANTON, NY		509(A)(1),(2) OR(3)	ARTIST RESIDENCY PROGRAM	25,000.
Total from continuation sheets				2,590,000.

123635 08-03-11

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	FURNITURE & FIXTURE 1983-1996	01/01/96	200DB	5.00	HY	17	107,311.				107,311.	107,311.		0.	107,311.
12	ARTWORK	01/01/96	NC	.000	HY		6,900.				6,900.			0.	
13	FURNITURE & FIXTURE	01/01/97	200DB	5.00	HY	17	15,437.				15,437.	15,437.		0.	15,437.
14	FURNITURE & FIXTURE	01/01/98	200DB	5.00	HY	17	12,697.				12,697.	12,697.		0.	12,697.
15	FURNITURE & FIXTURE	01/01/99	200DB	5.00	HY	17	6,295.				6,295.	6,295.		0.	6,295.
16	FURNITURE & FIXTURE	01/01/00	200DB	5.00	HY	17	3,571.				3,571.	3,571.		0.	3,571.
17	FURNITURE & FIXTURE	01/01/01	200DB	5.00	HY	17	9,872.				9,872.	9,872.		0.	9,872.
18	FURNITURE & FIXTURE	01/01/02	200DB	5.00	HY	17	8,024.				8,024.	8,024.		0.	8,024.
19	FURNITURE & FIXTURE	01/01/03	200DB	5.00	HY	17	10,402.				10,402.	10,402.		0.	10,402.
20	FURNITURE & FIXTURE	01/01/04	200DB	5.00	HY	17	2,880.				2,880.	2,880.		0.	2,880.
21	FURNITURE & FIXTURE	01/01/05	200DB	5.00	HY	17	37,157.				37,157.	37,157.		0.	37,157.
22	FURNITURE & FIXTURE	01/01/06	SL	5.00	HY	17	11,444.				11,444.	10,300.		1,144.	11,444.
23	FURNITURE & FIXTURE	01/01/07	SL	5.00	HY	17	3,234.				3,234.	2,263.		647.	2,910.
24	FURNITURE & FIXTURE	01/01/08	SL	5.00	HY	17	1,910.				1,910.	955.		382.	1,337.
25	FURNITURE & FIXTURE	01/01/09	SL	5.00	HY	17	10,410.				10,410.	3,124.		2,082.	5,206.
26	FURNITURE & FIXTURE	01/01/07	NC	.000	HY		3,625.				3,625.			0.	
37	LEASHOLD IMPROVEMENT	01/01/94	SL	7.00		16	87,243.				87,243.	87,243.		0.	87,243.
38	LEASHOLD IMPROVEMENT	01/01/95	SL	6.00		16	19,980.				19,980.	19,980.		0.	19,980.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
39	LEASHOLD IMPROVEMENT	01/01/99	SL	5.00		16	400.				400.	400.		0.	400.
40	LEASHOLD IMPROVEMENT	01/01/02	SL	6.00		16	1,100.				1,100.	1,100.		0.	1,100.
41	LEASHOLD IMPROVEMENT	01/01/05	SL	3.00		16	17,356.				17,356.	17,356.		0.	17,356.
42	LEASHOLD IMPROVEMENT	01/01/09	SL	6.00		16	6,200.				6,200.	1,550.		1,033.	2,583.
	* TOTAL 990-PF PG 1 DEPR						383,448.				383,448.	357,917.		5,288.	363,205.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,116,485.	65,031,844.	0.	0.	2,084,641.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION FURN & FIX	PURCHASED	01/01/96	12/31/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,000.	0.	2,000.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	2,084,641.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,084,641.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC SETTLEMENT FUND	11,007.	11,007.	
ROYALTIES	193,346.	193,346.	
TOTAL TO FORM 990-PF, PART I, LINE 11	204,353.	204,353.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CRAVATH SWAINE & MOORE	31,234.	7,808.		23,426.
FRANKFURT KURNIT KLEIN & SELZ, PC	61,498.	58,423.		3,075.
PATTERSON BELKNAP WEBB & TYLER LLP	14,619.	0.		14,619.
TROUTMAN SANDERS	20,476.	0.		20,476.
TO FM 990-PF, PG 1, LN 16A	127,827.	66,231.		61,596.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUSSBAUM YATES KLEIN BERG & WOLPOW LLP	101,675.	76,256.		25,419.
TO FORM 990-PF, PG 1, LN 16B	101,675.	76,256.		25,419.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROCKEFELLER & CO., INC.	236,078.	236,078.		0.
BESSEMER TRUST COMPANY, NA	226,121.	226,121.		0.
STATE STREET	26,251.	26,251.		0.
BLUMSHAPIRO	518.	0.		518.
JORDAN ASSOCIATES	1,088.	0.		1,088.
MILLIMAN USA	59,040.	0.		59,040.
NETWORK SYNERGY	1,848.	0.		1,848.
PRICEWATERHOUSECOOPERS LLP	5,483.	0.		5,483.
TOWERS WATSON	10,000.	0.		10,000.
TO FORM 990-PF, PG 1, LN 16C	566,427.	488,450.		77,977.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	45,538.	0.		0.
PAYROLL TAXES	43,022.	11,138.		31,884.
TO FORM 990-PF, PG 1, LN 18	88,560.	11,138.		31,884.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ELECTRIC NY OFFICE	6,008.	0.		6,008.
ELECTRIC CT OFFICE	1,376.	826.		550.
TELEPHONE NY OFFICE	7,700.	0.		7,700.
TELEPHONE CT OFFICE	2,928.	1,757.		1,171.
MAINTENANCE NY OFFICE	7,705.	0.		7,705.
MAINTENANCE CT OFFICE	828.	497.		331.
SUPPLIES & STATIONARY NY OFFICE	3,162.	0.		3,162.
SUPPLIES & STATIONARY CT OFFICE	1,443.	866.		577.
INSURANCE	26,577.	0.		26,577.
FILING FEES	1,550.	0.		1,550.
POSTAGE NY OFFICE	5,367.	0.		5,367.
POSTAGE CT OFFICE	3,108.	1,865.		1,243.
MISCELLANEOUS NY OFFICE	23,636.	0.		23,636.
MISCELLANEOUS CT OFFICE	8,237.	4,942.		3,295.
DUES & SUBSCRIPTIONS	5,002.	0.		5,002.
PORTFOLIO INVESTMENT FEES (EXCELSIOR)	8,795.	8,795.		0.
TO FORM 990-PF, PG 1, LN 23	113,422.	19,548.		93,874.

FOOTNOTES | STATEMENT 8

PART XV, QUESTION 2B- FOOTNOTE 1

APPLICATIONS SHOULD BE INITIATED BY LETTER, DESCRIBING THE PROJECT FOR WHICH SUPPORT IS REQUESTED. INCLUDED OR ATTACHED SHOULD BE:

1. A BRIEF DESCRIPTION OF THE NATURE AND PURPOSE OF THE

ORGANIZATION

2. A CONCISE STATEMENT OF THE NEED FOR AND OBJECTIVES OF THE PROJECT, THE METHODS BY WHICH IT WILL BE CARRIED OUT, AND ITS ANTICIPATED DURATION.

3. THE QUALIFICATIONS OF THE KEY PERSONNEL INVOLVED

4. A PROGRAM BUDGET.

5. A LIST OF OTHER SOURCES OF SUPPORT ASSURED AND BEING SOUGHT.

6. A COPY OF THE ORGANIZATION'S MOST RECENT 501(C)(3) AND 509(A) RULINGS FROM THE IRS

7. A COPY OF THE ORGANIZATION'S MOST RECENT ANNUAL AUDIT OR FINANCIAL STATEMENT.

8. A LIST OF OFFICERS AND DIRECTORS OR TRUSTEES

ALL REQUESTS WILL BE REVIEWED AND ANSWERED AS SOON AS POSSIBLE. IF THE FOUNDATION IS ABLE TO GIVE FURTHER CONSIDERATION TO A PROPOSAL, ADDITIONAL INFORMATION WILL BE REQUESTED AS NEEDED AND A MEETING ARRANGED BY THE FOUNDATION, IF APPROPRIATE. EXPERIENCE HAS SHOWN THAT MEETINGS ARE LIKELY TO BE PRODUCTIVE ONLY AFTER REVIEW OF PRELIMINARY WRITTEN APPLICATIONS. WHEN A PROPOSAL IS CONSIDERED FOR A GRANT, THE APPLICANT WILL BE NOTIFIED PROMPTLY OF THE DIRECTORS' ACTION.

REQUESTS SHOULD BE ADDRESSED:
EDWARD JOHN NOBLE FOUNDATION, INC.
32 EAST 57TH STREET
NEW YORK, NY 10022

PART XV, QUESTION 2D- FOOTNOTE 2

APPLICATIONS FOR GRANTS

THE FOUNDATION'S PRINCIPAL INTERESTS LIE IN THE ARTS, EDUCATION, AND CONSERVATION AND HEALTH. IN EACH OF THESE FIELDS OUR PRIORITIES CAN BE DESCRIBED BRIEFLY AS FOLLOWS:

ARTS: TO ASSIST MAJOR CULTURAL ORGANIZATIONS AND SMALLER COMMUNITY ORGANIZATIONS LOCATED IN NEW YORK CITY, PRIMARILY IN THEIR EDUCATION PROGRAMS.

EDUCATION: IN HIGHER EDUCATION TO ENCOURAGE EFFECTIVE INTERDISCIPLINARY PROGRAMS OF ENVIRONMENTAL STUDIES AND AWARENESS OF GLOBAL ISSUES. CONSIDERATION LIMITED TO PRIVATE COLLEGES AND UNIVERSITIES IN THE EASTERN STATES. IN SECONDARY EDUCATION, TO SUPPORT PROGRAMS LIKELY TO IMPROVE EDUCATIONAL OPPORTUNITIES FOR DISADVANTAGED GIFTED AND TALENTED YOUTH PRIMARILY IN NEW YORK CITY.

CONSERVATION: TO SUPPORT THE SEVERAL CONSERVATION PROJECTS ON ST. CATHERINE'S ISLAND AND SELECTED OTHER NATIONAL ORGANIZATIONS WHICH HELP PRESERVE THE NATURAL ENVIRONMENT AND TO DEFRAY THE DEGRADATION OF THE PLANET. CONSIDERATION IS GENERALLY LIMITED TO ORGANIZATIONS IN THE EASTERN STATES.

HEALTH: PRIMARILY TO SUPPORT PROJECTS WHICH SHOW THE GREATEST PROMISE OF STABILIZING POPULATION AND PROVIDING EFFECTIVE POPULATION EDUCATION. AGAIN, CONSIDERATION GENERALLY LIMITED TO ORGANIZATIONS IN EASTERN STATES.

APPLICANTS SHOULD NOTE THAT THE FOUNDATION GENERALLY DOES NOT CONSIDER SUPPORT FOR BUILDINGS OR EQUIPMENT, PUBLICATIONS, PERFORMANCES, FILMS OR TELEVISION PROJECTS, AND IT DOES NOT MAKE GRANTS TO INDIVIDUALS.

PART XV, QUESTION 3- FOOTNOTE
SCHEDULE OF GRANTS, AND SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

ALL GRANTEES ARE PUBLIC CHARITIES DESCRIBED IN SECTION 509(A)(1), (2) OR (3) OF THE INTERNAL REVENUE CODE, EXCEPT THAT THE ST. CATHERINE'S ISLAND FOUNDATION, INC. (ST. CATHERINE'S), IS A PRIVATE OPERATING FOUNDATION UNDER SECTION 4942(J)(3) OF THE CODE. A PAYMENT OF $2,500,000 WAS MADE TO ST. CATHERINE'S IN 2011 FOR WHICH THE FOLLOWING ADDITIONAL INFORMATION IS SUBMITTED:

(I) ST. CATHERINE'S ISLAND FOUNDATION, INC.
MIDDWAY, GEORGIA 31320

(II) A TOTAL OF $2,500,000 WAS PAID TO ST. CATHERINE'S

(III) THE GRANT TO ST. CATHERINE'S IS FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF IT'S EXEMPT ACTIVITIES ON ST. CATHERINE'S ISLAND, LOCATED OFF THE COAST OF GEORGIA. THE ISLAND HAS NO COMMERICAL DEVELOPMENT AND IS USED TO CONDUCT ZOOLOGICAL, BOTANICAL, AND ECOLOGICAL RESEARCH IN A CONTROLLED NATURAL ENVIRONMENT, TO PROTECT ENDANGERED SPECIES, AND TO STUDY HISTORICAL AND ARCHAEOLOGICAL SITES.

(IV) ST. CATHERINE'S SPENT $2,500,000 AS OF DECEMBER 31, 2011, ALL APPLIED TO 2011.

(V) TO THE KNOWLEDGE OF THE DIRECTORS, ST. CATHERINE'S HAS NOT DIVERTED ANY PART OF THE FUNDS OR INCOME FROM THE FUNDS FROM THE PURPOSE OF THE PAYMENT.

(VI) DATE OF LAST REPORT RECEIVED FROM ST. CATHERINE'S: MARCH 31, 2012.

(VII) VERIFICATION OF ST. CATHERINE'S REPORTS WAS PERFORMED BY THE TREASURER OF THE EDWARD JOHN NOBLE FOUNDATION, INC. AND BY ITS INDEPENDENT AUDITOR AND ACCOUNTANT, EVEN THOUGH UNDER SECTION 53.4945-5(C)(1) OF THE TREASURY REGULATIONS, THE DIRECTORS OF THE EDWARD JOHN NOBLE FOUNDATION, INC. HAVE NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF ST. CATHERINE'S REPORTS.
ON VARIOUS DATES IN 2011.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BALTIMORE COUNTY MD GO 4% 11/01/17		X	166,883.	167,834.
CONNECTICUT STATE GOVERNMENT 5.3% 12/01/23		X	168,423.	179,348.
CONNECTICUT STATE GOVERNMENT 5.2% 12/01/22		X	87,465.	88,868.
FEDERAL HOME LOAN BANK 5% 11/17/17		X	660,711.	660,055.
FEDERAL HOME LOAN MORTGAGE 1.375% 2/25/14		X	661,331.	660,510.
FEDERAL NATIONAL MORTGAGE 6.625% 11/15/30		X	583,728.	666,518.
MTA NEW YORK 4.813% 11/15/18		X	396,472.	434,936.
NEW YORK NY GOVERNMENT 4.669% 10/01/22		X	260,352.	268,748.
OHIO STATE GOVERNMENT 4.772% 09/01/23		X	160,790.	169,666.
PENNSYLVIANIA STATE GOVERNMENT 4.75% 07/15/22		X	131,360.	138,250.
TEXAS STATE 09B-2 TAXABLE 5.503% 10/01/2022		X	197,270.	206,057.
UNITED STATES. TREASURY BONDS 6.25% 5/15/30	X		323,517.	347,976.
UNITED STATES TREASURY NOTES 4.25% 11/15/17	X		464,972.	501,997.
UNITED STATES TREASURY NOTES 3.75% 08/15/41	X		673,875.	717,415.
UNITED STATES TREASURY NTS 3.375% 1/15/2012	X		160,871.	159,453.
UNITED STATES TREASURY 2.125% 01/15/19	X		357,895.	376,068.
UNITED STATES TREASURY NTS 1.625% 1/15/15	X		380,559.	370,906.
UNITED STATES TREASURY NOTES 2.625% 11/15/20	X		625,008.	645,935.
VANGUARD GNMA-FUND		X	2,532,378.	2,560,486.
WISCONSIN ST. TRANSPORTATION 4.737% 07/01/20		X	268,150.	277,620.
FEDERAL GOVERNMENT OBLIGATION FUND #395 .01%	X		750,500.	750,500.
FEDERAL HOME LOAN BANK .07% 05/11/12		X	1,499,487.	1,499,487.
FEDERAL HOME LOAN BANK 1.375% 06/08/2012		X	271,477.	271,436.

FEDERAL HOME LOAN BANK 2.75% 3/13/2015		X	163,052.	164,988.
FEDERAL HOME LOAN BANK 4.5% 9/14/2012		X	889,056.	926,208.
FEDERAL NATIONAL MORTGAGE ASSC. .07% 06/13/12		X	1,499,484.	1,499,483.
GNMA GTD PASS THRU CTF - POOL #352109 7.00% 7/15/2023		X	10,337.	11,676.
GNMA GTD PASS THRU CTF - POOL #366218 6.50% 10/15/2023		X	10,472.	11,769.
GNMA GTD PASS THRU CTF - POOL #366340 6.50% 10/15/2023		X	11,942.	13,506.
GNMA GTD PASS THRU CTF - POOL #373257 6.00% 10/15/2023		X	4,724.	5,377.
GNMA GTD PASS THRU CTF - POOL #374407 6.00% 10/15/2023		X	11,837.	13,557.
GNMA GTD PASS THRU CTF - POOL 365967 6.00% 10/15/2023		X	18,155.	20,660.
PRIVATE EXPORT FDG CORP 3.55% 4/15/2013		X	1,069,567.	1,081,850.
UNITED STATES TREASURY BILLS .03% 05/03/2012	X		2,835,527.	2,835,527.
UNITED TREASURY NOTES 2.75% 12/31/2017	X		5,207,586.	5,263,096.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,780,310.	11,968,873.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			11,734,903.	11,998,893.
TOTAL TO FORM 990-PF, PART II, LINE 10A			23,515,213.	23,967,766.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ADVANCED AUTO PARTS INC.	187,392.	340,491.
AFLAC INC.	633,936.	652,793.
ALEXION PHARMACEUTICALS INC.	70,815.	220,220.
ALLSTATE CORP.	331,806.	268,618.
ANADARKO PETE CORP.	438,696.	570,185.
APACHE CORP.	353,905.	371,378.
APPLE COMPUTER INC - COM	474,193.	745,200.
BAKER HUGHES INC.	328,399.	378,419.
BIOMARIN PHARMACEUTICAL INC.	173,323.	254,756.
CAREFUSION CORP.	373,768.	459,159.
CENTRICA	559,083.	621,664.
CHEVRON CORP.	274,901.	596,904.
CHINA AGRI-INDUSTRIES HOLDINGS LTD	215,784.	129,826.
CHINA MOBILE LTD	615,268.	675,466.
CHUNGHWA TELECOM CO. LTD.	224,768.	303,980.

CISCO SYSTEMS INC.	408,471.	417,829.
COMCAST CORP.	308,731.	484,632.
COMERICA INC.	269,256.	184,986.
CONTINENTAL RESOURCES	138,276.	388,919.
COVIDIEN	284,368.	359,630.
CREE INC.	150,903.	72,732.
FEDEX CORP.	309,441.	393,332.
GALAXY ENTERTAINMENT GROUP LTD	137,088.	286,208.
GOLDMAN SACHS GROUP	182,368.	158,252.
GOOGLE INC.	892,038.	1,001,145.
HERTZ GLOBAL HOLDINGS INC.	275,058.	267,919.
HEWLETT PACKARD CO.	711,619.	495,365.
HONEYWELL INTERNATIONAL INC.	427,936.	567,958.
INTERCONTINENTAL HOTELS GROUP	186,951.	329,771.
INTERTEK GROUP	253,654.	410,189.
INTESA SANPAOLO SPA	267,684.	253,231.
ISHARES MSCI KOREA INDEX FUND	668,540.	615,100.
JOHNSON MATTHEY	488,355.	413,162.
KONINKLIJKE BOSKALIS WESTMINSTER	284,843.	255,328.
KOREA ELECTRIC POWER CORP.	557,457.	485,536.
MASTERCARD INC.	161,585.	356,043.
MICROSOFT CORP.	846,370.	751,802.
MITSUI & CO. LTD	313,843.	292,482.
MORGAN STANLEY GROUP INC	365,465.	208,945.
MSCI INC.	214,060.	191,323.
NETAPP INC.	262,098.	262,595.
NGK INSULATORS LTD	318,247.	249,467.
NOVARTIS	676,363.	717,484.
NYSE EURONEXT	251,647.	256,302.
OCEANEERING INTERNATIONAL INC.	124,281.	201,588.
PEPSICO INC.	465,234.	597,150.
PETROLEO BRADILEIRO	236,113.	145,168.
PFIZER INC.	415,298.	512,652.
PHILLIPINE LONG DISTANCE	131,183.	134,831.
PRUDENTIAL CORP.	281,067.	276,949.
QUALCOMM INC.	358,313.	519,103.
QUEST DIAGNOSTICS INC.	457,686.	463,899.
REGENERON	110,075.	205,091.
ROYAL DUTCH SHELL	447,559.	605,112.
SAGEM	396,171.	416,910.
SANTOS LTD.	306,194.	259,628.
SEMEN GRESIK	148,500.	179,942.
STATE STREET MONEY MARKET	626,578.	626,578.
SMITHS GROUP	403,445.	324,643.
SVENSKA HANDELSBKN	345,097.	333,997.
SWEDBANK	208,001.	258,400.
THERMO FISHER SCIENTIFIC	301,782.	313,441.
TORONTO DOMINION BANK	323,796.	376,294.
TULLOW OIL	126,069.	135,089.
VEDANTA RESOURCES	453,277.	198,281.
VODAPHONE GROUP	557,598.	793,529.
WAL MART STORES INC.	460,663.	589,831.
WELLPOINT INC.	314,703.	412,075.
WELLS FARGO & COMPANY	327,495.	512,892.

WYNN MACAU LTD	145,602.	181,025.
YUM BRANDS INC.	190,734.	423,690.
AB FOODS LTD.	86,651.	86,020.
ABERTIS	20,127.	22,028.
ACCENTURE	60,151.	58,553.
ACE LTD.	117,878.	154,264.
AJINOMOTO INC.	40,927.	42,033.
AKZO NOBEL	20,951.	23,037.
ALLIANZ AKTIENGES	28,323.	28,785.
BARCLAYS	40,274.	43,960.
BARRICK GOLD CORP.	69,377.	65,612.
BESSEMER SWEEP PROGRAM	110,983.	110,983.
BHP BILLITON PLC	68,985.	71,528.
CARNIVAL CORP.	86,928.	89,760.
CENTURYLINK INC.	40,980.	40,920.
CHINA CONSTRUCTION	83,899.	83,742.
CHINA TELECOM	125,972.	120,830.
COMCAST CORPORATION	69,147.	77,058.
CONOCOPHILLIPS	27,349.	29,148.
CVS/CAREMARK CORPORATION	69,983.	75,443.
DETROIT ENERGY COMPANY	40,156.	43,560.
DEUTSCHE POST	65,277.	67,857.
EAST JAPAN RAIL	132,419.	137,982.
ENI SPA	118,554.	115,556.
EXELON CORPORATION	53,958.	54,212.
FIRST ENERGY CORP	54,132.	55,375.
FREEPORT-MCMORAN COPPER & GOLD INC.	56,594.	55,185.
GDF SUEZ	20,183.	21,934.
GENERAL DYNAMICS CORP.	34,396.	36,526.
IMPERIAL TOBACCO	68,212.	73,414.
INTERNATIONAL BUSINESS MACHINES CORP.	54,271.	55,164.
IS TEVA PHARMACEUTICAL INDUSTRIES LTD.	67,331.	70,630.
ITOCHU CORPORATION	43,399.	45,736.
JOHNSON & JOHNSON	61,856.	64,268.
KON AHOLD	56,992.	60,782.
KON PHILIP ELECTRIC	20,304.	23,045.
MACY'S INC.	21,222.	22,526.
MAGNA INTERNATIONAL IN.	33,449.	33,310.
MARATHON OIL CORPORATION	47,898.	54,150.
MCGRAW-HILL COMPANIES INC.	41,280.	42,722.
MERCK KGAA	28,145.	29,999.
MICROSOFT CORPORATION	157,349.	160,952.
MUNICH RE GROUP	61,643.	64,596.
NEWMONT MINING CORPORATION	120,581.	114,019.
NOBLE CORPORATION	34,456.	30,220.
NORDEA BANK SWEDEN	62,991.	64,086.
OW GLOBAL OPPORTUNITIES FUND	7,180,578.	7,058,227.
OW GLOBAL SMALL & MID CAPITAL FUNDS	6,009,463.	7,764,083.
OW LARGE CAPITAL STRATEGIES FUND	5,721,454.	5,402,388.
OW REAL RETURN FUND	4,603,078.	4,214,435.
SANOFI	60,827.	67,599.
SINOPEC/CHINA PETE&CHM	63,720.	64,606.
SK TELECOM	42,764.	40,830.
SSE	20,969.	21,066.

SUMITOMO MITSUI FIN.	43,088.	44,080.
SUNCOR INC.	28,588.	30,068.
TARGET CORP.	67,909.	66,586.
TELE2	42,617.	43,947.
TOKYO GAS LTD.	61,507.	66,714.
TOTAL	68,474.	71,554.
UNILEVER	61,561.	65,303.
UNITEDHEALTH GROUP INC.	55,498.	63,350.
WESTERN UNION COMPANY	48,868.	54,780.
WHARF HOLDINGS	55,713.	51,974.
YUM BRANDS INC.	112,467.	120,970.
TOTAL TO FORM 990-PF, PART II, LINE 10B	51,606,342.	55,848,584.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY MTN 4.375% 08/15/13	322,062.	318,894.
BB&T CORP 3.95% 4/29/16	319,466.	322,308.
BOEING CO. 6% 3/15/19	148,202.	151,602.
CAMPBELL SOUP CO. 4.25% 04/15/21	165,381.	167,364.
CATERPILLAR INC. 5.7% 08/15/16	146,548.	146,682.
COMCAST CORP. 5.3% 01/15/14	110,299.	107,755.
CSX CORP 6.25% 04/01/2015	199,886.	228,522.
DIAGEO CAPITAL 5.75% 10/23/17	176,534.	176,014.
DUKE ENERGY INDIANA 3.75% 7/15/2020	160,460.	161,064.
EI DU PONT DE NEMOURS 6% 07/15/18	153,588.	152,785.
FEDEX CORP. 8% 01/15/19	261,000.	262,618.
GENERAL DYNAMICS CORP 5.25% 02/01/14	161,468.	163,670.
GENERAL MILLS INC. 5.7% 2/15/2017	318,654.	322,206.
HONEYWELL INTERNATIONAL 5% 2/15/2019	294,270.	349,167.
IBM CORP 6.5% 10/15/2013	556,450.	551,400.
JOHNSON & JOHNSON 5.15% 7/15/18	118,772.	120,738.
JP MORGAN CHASE & CO. 3.7% 1/20/2015	157,350.	155,520.
MCDONALDS CORP. MTN 5.35% 3/01/18	328,062.	328,598.
ORACLE CORP. 5% 07/08/19	166,930.	176,850.
TARGET CORP. 3.875% 7/15/20	99,789.	110,479.
THE DOW CHEMICAL CO. 4.25% 11/15/20	328,523.	337,818.
TORONTO-DOMINION BANK 2.375% 10/19/16	355,315.	344,155.
UNITED PARCEL SERVICE 5.125% 4/01/19	332,887.	332,186.
VERIZON COMMUNICATION 6.35% 4/01/19	182,313.	182,776.
WALGREEN CO. 5.25% 01/15/19	327,071.	326,931.
WAL-MART STORES INC. 5.8% 2/15/18	332,750.	337,103.
WELLS FARGO & CO. NEW 5.625% 12/11/17	170,122.	170,930.
AMERICAN EXPRESS CREDIT CO. 7.3% 8/20/2013	274,546.	298,446.
BERKSHIRE HATHAWAY 3.2% 2/11/2015	299,862.	318,048.
EKSPORTFINANS A/S 2% 9/15/2015	299,235.	248,514.
GENERAL ELECTRIC CAPITAL CORP. 5.25% 10/19/2012	418,316.	413,988.
HK DOLLAR DEPOSIT - BNYM	1,160,000.	1,162,178.

IBM CORP 2.1% 05/06/13	299,757.	306,189.
JP MORGAN CHASE & CO. 3.7% 1/20/2015	299,364.	311,040.
MARYLAND STATE COOPERATIVE TX 2.519% 9/01/14	245,000.	250,218.
NEW YORK STATE URBAN DEV. 2.626% 12/15/14	250,000.	260,345.
NO KRONE DEPOSIT-BNYM	580,000.	570,698.
NOVARTIS CAPITAL CORP 4.125% 2/10/2014	299,691.	320,976.
OHIO STATE NEW STATE INF. 3.643% 6/15/2016	300,000.	326,298.
PFIZER INC. 5.35% 3/15/2015	299,625.	339,357.
PROCTOR & GAMBLE CO. 3.5% 2/15/2015	298,740.	323,052.
SG DOLLAR DEPOSTIT-BNYM	725,000.	720,855.
SHELL INTERNATIONAL FINANCE 4% 3/21/2014	299,919.	322,452.
TOYOTA MOTOR CREDIT CORP. 2% 09/15/2016	248,703.	252,488.
US BANCORP 2.2% 11/15/2016	199,488.	201,922.
UNITED STATES DOLLAR DEPOSIT-BNYM	375,018.	375,018.
WAL-MART STORES 4.25% 4/15/2013	199,518.	209,716.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,765,934.	14,037,933.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCELSIOR VENTURE PARTNERS	COST	24,206.	247,640.
LISTERINE ROYALTY RIGHTS	COST	241,209.	557,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		265,415.	804,640.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURE 1983-1996	107,311.	107,311.	0.
ARTWORK	6,900.	0.	6,900.
FURNITURE & FIXTURE	15,437.	15,437.	0.
FURNITURE & FIXTURE	12,697.	12,697.	0.
FURNITURE & FIXTURE	6,295.	6,295.	0.
FURNITURE & FIXTURE	3,571.	3,571.	0.
FURNITURE & FIXTURE	9,872.	9,872.	0.
FURNITURE & FIXTURE	8,024.	8,024.	0.
FURNITURE & FIXTURE	10,402.	10,402.	0.
FURNITURE & FIXTURE	2,880.	2,880.	0.
FURNITURE & FIXTURE	37,157.	37,157.	0.
FURNITURE & FIXTURE	11,444.	11,444.	0.
FURNITURE & FIXTURE	3,234.	2,910.	324.
FURNITURE & FIXTURE	1,910.	1,337.	573.
FURNITURE & FIXTURE	10,410.	5,206.	5,204.

FURNITURE & FIXTURE	3,625.	0.	3,625.
LEASHOLD IMPROVEMENT	87,243.	87,243.	0.
LEASHOLD IMPROVEMENT	19,980.	19,980.	0.
LEASHOLD IMPROVEMENT	400.	400.	0.
LEASHOLD IMPROVEMENT	1,100.	1,100.	0.
LEASHOLD IMPROVEMENT	17,356.	17,356.	0.
LEASHOLD IMPROVEMENT	6,200.	2,583.	3,617.
TOTAL TO FM 990-PF, PART II, LN 14	383,448.	363,205.	20,243.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 14

EXPLANATION

THE ED J NOBLE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND WHICH WAS TREATED AS A QUALIFYING DISTRIBUTION. THE ADVISOR OF THE FUND IS A DISQUALIFIED PERSON. THE DISTRIBUTION WILL BE USED TO SUPPORT COMMUNITY BASED PROGRAMS IN THE ARTS AND CULTURAL ORGANIZATIONS AS PER THE FOUNDATION MISSION STATEMENT.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUNE NOBLE LARKIN 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	CHAIRMAN EMERITUS & DIRECTOR 3.00	0.	0.	0.
E. J. NOBLE SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	CHAIRMAN, PRESIDENT & DIRECTOR 30.00	290,319.	54,090.	0.
E. MARY HEFFERNAN 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	TREASURER 30.00	179,661.	39,097.	0.
DEBORAH MENTON-NIGHTLINGER 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	EXEC DIR & CORP SEC 30.00	179,661.	39,097.	0.
HAROLD B. JOHNSON 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.

DANIEL L. MOSLEY, ESQ. 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DAVID S. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
JEREMY T. SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
MARIBETH SMITH 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
CARROLL L. WAINWRIGHT, JR., ESQ 32 EAST 57TH STREET, 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		649,641.	132,284.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 16
PART VII-B, LINE 5C

GRANTEE'S NAME

ST CATHERINE'S ISLAND FOUNDATION INC

GRANTEE'S ADDRESS

ST CATHERINE'S ISLAND
MIDWAY, GA 31320

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,500,000.		2,500,000.

PURPOSE OF GRANT

SEE FOOTNOTE 3 FOR PART XV, QUESTION 3 WITH RESPECT TO THE GRANT PAID DURING 2011 OF $2,500,000 MADE TO THE ST. CATHERINE'S ISLAND FOUNDATION, INC., MIDWAY, GEORGIA 31320 FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES IN CONNECTION WITH CONSERVATION, PROTECTION OF ENDANGERED SPECIES AND SCIENTIFIC ACTIVITIES ON ST. CATHERINE'S ISLAND.

DATES OF REPORTS BY GRANTEE

ST CATHERINE SUBMITS REPORTS MONTHLY

ANY DIVERSION BY GRANTEE

NONE

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.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	EDWARD JOHN NOBLE FOUNDATION, INC.	[X] 06-1055586
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P. O. BOX 954	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions RIDGEFIELD, CT 06877	

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 ▶ EDWARD JOHN NOBLE FOUNDATION P.O. BOX 954 - RIDGEFIELD, CT 06877

  Telephone No ▶ (203) 438-5690 FAX No ▶
- 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

▶ [X] 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	$ 43,366.
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	$ 49,000.
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)

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01-04-12