S 4- 1

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 , 2011, and ending , 20

Name of foundation: GEO & GRACE LONG FOUNDATION

A Employer identification number: 06-6030953

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

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)* ▶ $ 9,245,483.

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	338,453.	338,400.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	556,045.			
	b Gross sales price for all assets on line 6a 3,532,884.				
	7 Capital gain net income (from Part IV, line 2)		556,045.		
	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)	-619.	-619.		STMT 4
	12 **Total.** Add lines 1 through 11	893,879.	893,826.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,481.	45,289.		30,192.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 5	275.	NONE	NONE	275.
	b Accounting fees (attach schedule) STMT 6	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	8,192.	6,332.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	27,222.			27,222.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	112,420.	51,621.	NONE	58,939.
	25 Contributions, gifts, grants paid	375,500.			375,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	487,920.	51,621.	NONE	434,439.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	405,959.			
	b **Net investment income** (if negative, enter -0-)		842,205.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	NONE	NONE	
2	Savings and temporary cash investments	60,295.	301,971.	301,971.
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) ▶ *		* NONE	
	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)	260,742.	260,742.	320,605.
b	Investments - corporate stock (attach schedule)	8,137,095.	8,314,884.	8,622,907.
c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule) STMT 9	NONE	NONE	NONE
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,458,132.	8,877,597.	9,245,483.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	8,458,132.	8,877,597.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	**Total net assets or fund balances** (see instructions)	8,458,132.	8,877,597.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,458,132.	8,877,597.	

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	8,458,132.
2	Enter amount from Part I, line 27a	2	405,959.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	13,724.
4	Add lines 1, 2, and 3	4	8,877,815.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	218.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,877,597.

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			
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	2,825,094.		2,378,360.	446,734.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				446,734.
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 } 2 556,045.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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	482,976.	9,318,622.	0.051829
2009	416,505.	8,494,191.	0.049034
2008	537,233.	9,849,687.	0.054543
2007	527,352.	11,426,182.	0.046153
2006	527,659.	10,751,923.	0.049076

2	**Total** of line 1, column (d)	2	0.250635
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050127
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,632,655.
5	Multiply line 4 by line 3	5	482,856.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,422.
7	Add lines 5 and 6	7	491,278.
8	Enter qualifying distributions from Part XII, line 4	8	434,439.

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	16,844.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	16,844.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	16,844.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,588.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,588.
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	14,256.
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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶$ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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			
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)	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 ▶ (888)866-3275

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 ▶ ☐

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	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)*

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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 12		75,481.	-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
SEE STATEMENT 13		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
SEE STATEMENT 14		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.)

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	9,648,942.
b	Average of monthly cash balances	1b	130,403.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,779,345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,779,345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,690.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,632,655.
6	**Minimum investment return.** Enter 5% of line 5	6	481,633.

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	481,633.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16,844.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	16,844.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	464,789.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	464,789.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	464,789.

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	434,439.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	434,439.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	434,439.

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				464,789.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ...... NONE				
b From 2007 ...... NONE				
c From 2008 ...... 38,069.				
d From 2009 ...... NONE				
e From 2010 ...... 22,189.				
f Total of lines 3a through e	60,258.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 434,439.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				434,439.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	30,350.			30,350.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,908.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	29,908.			
10 Analysis of line 9				
a Excess from 2007 ... NONE				
b Excess from 2008 ... 7,719.				
c Excess from 2009 ... NONE				
d Excess from 2010 ... 22,189.				
e Excess from 2011 ...				

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

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

N/A

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 15

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total . . . . ▶ **3a**				375,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	338,453.	
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			1	-619.	
8 Gain or (loss) from sales of assets other than inventory			18	556,045.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				893,879.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 893,879.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

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	Date: 05/01/2012	Title: SVP Tax

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	8,416.	8,416.
ABBOTT LABORATORIES	1,880.	1,880.
ALLERGAN INCORPORATED	92.	92.
AMGEN INC COM	703.	703.
APACHE CORPORATION	300.	300.
AVON PRODUCTS INC	276.	276.
BOFA CASH RESERVES CAPITAL CLASS	162.	162.
SMALL CAP CTF	3,534.	3,534.
INTERNATIONAL EQUITY CTF	17,354.	17,354.
CELANESE CORP DEL SER A COM	445.	445.
CISCO SYSTEMS INCORPORATED	278.	278.
COLUMBIA ACORN FUND CLASS Z SHARES	570.	570.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	23,301.	23,301.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	5,590.	5,590.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	2,258.	2,258.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	2,426.	2,426.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	22,232.	22,232.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	3,953.	3,953.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	1,597.	1,597.
SMALL CAP GROWTH CTF	578.	578.
DISNEY WALT CO	400.	400.
EOG RESOURCES INC	205.	205.
EXELON CORP COM	2,100.	2,100.
EXXON MOBIL CORPORATION	2,775.	2,775.
FIFTH THIRD BANCORP COM	810.	810.
MORTGAGE-BACKED CTF	14,358.	14,358.
FLOWSERVE CORP	751.	751.
FRONTIER COMMUNICATIONS CORP COM	68.	15.
GENERAL ELEC CO	2,420.	2,420.
HEWLETT PACKARD CO COM	608.	608.
INTEL CORPORATION	1,927.	1,927.
ISHARES INC MSCI AUSTRALIA INDEX	1,052.	1,052.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES INC MSCI BRAZIL FREE INDEX FUND	309.	309.
ISHARES INC MSCI SINGAPORE INDEX FUND	905.	905.
ISHR MSCI HONG KONG INDEX FUND	408.	408.
ISHARES MSCI EMERGING MKTS INDEX FUND	9,332.	9,332.
ISHR MSCI EAFE INDEX FUND	12,010.	12,010.
J P MORGAN CHASE & CO COM	1,600.	1,600.
JOHNSON & JOHNSON	1,800.	1,800.
LOCKHEED MARTIN CORPORATION	1,970.	1,970.
LOWES COMPANIES INCORPORATED	1,981.	1,981.
MICROSOFT CORPORATION	5,842.	5,842.
MONSANTO CO NEW COM	367.	367.
NEXTERA ENERGY INC COM	2,310.	2,310.
OCCIDENTAL PETROLEUM CORPORATION	2,640.	2,640.
PIMCO TOTAL RETURN FUND INSTL	9,069.	9,069.
PNC BK CORP	2,046.	2,046.
PACKAGING CORP OF AMERICA	2,153.	2,153.
PEPSICO INCORPORATED	3,775.	3,775.
PIMCO COMMODITY REALRETURN STRATEGY FUND	74,670.	74,670.
POWERSHARES WILDERHILL CLEAN ENERGY PORT	998.	998.
PROCTER & GAMBLE CO COM	5,142.	5,142.
PRUDENTIAL FINL INC COM	1,450.	1,450.
SHORT TERM BOND CTF	1,998.	1,998.
STAPLES INCORPORATED	1,151.	1,151.
TARGET CORP	2,265.	2,265.
TEVA PHARMACEUTICAL INDS LTD ADR	1,785.	1,785.
UNITED PARCEL SERVICE CL B	1,988.	1,988.
UNITED STATES TREAS BOND DTD 05/15/86 7.	18,125.	18,125.
UNITED TECHNOLOGIES CORP	5,205.	5,205.
VANGUARD MSCI EMERGING MKTS ETF	10,146.	10,146.
VERIZON COMMUNICATIONS	2,944.	2,944.
WELLS FARGO COMPANY	1,920.	1,920.
GOVERNMENT CREDIT CTF	24,367.	24,367.
NOBLE CORP COM	341.	341.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TYCO INTL LTD NEW F COM		2,022.	2,022.
	TOTAL	338,453.	338,400.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP CTF	-27.	-27.
INTERNATIONAL EQUITY CTF	-796.	-796.
SMALL CAP GROWTH CTF	204.	204.
TOTALS	-619.	-619.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES- CHARITABLE PURPOSE	275.			275.
TOTALS	275.	NONE	NONE	275.

GEO & GRACE LONG FOUNDATION 06-6030953

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	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,542.	2,542.
FEDERAL ESTIMATES - PRINCIPAL	1,860.	
FOREIGN TAXES ON QUALIFIED FOR	3,181.	3,181.
FOREIGN TAXES ON NONQUALIFIED	609.	609.
TOTALS	8,192.	6,332.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	392.	392.
OTHER ALLOCABLE EXPENSE-INCOME	2,192.	2,192.
GRANTMAKING FEE PD TO TRUSTEE	24,638.	24,638.
TOTALS	27,222.	27,222.

GEO & GRACE LONG FOUNDATION 06-6030953

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED STATEMENTS	C
TOTALS	

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	9,201.
TYE INC ADJ	4,523.
TOTAL	13,724.

GEO & GRACE LONG FOUNDATION 06-6030953

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

DESCRIPTION	AMOUNT
SECURITIES ADJ	216.
ROUNDING	2.
TOTAL	218.

GEO & GRACE LONG FOUNDATION 06-6030953

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
777 MAIN STREET
HARTFORD, CT 06115
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 44,791.

OFFICER NAME:
PULLMAN & COMLEY, LLC
ADDRESS:
90 STATE HOUSE SQUARE
HARTFORD, CT 06013
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3
COMPENSATION .... 30,690.

TOTAL COMPENSATION: 75,481.

GEO & GRACE LONG FOUNDATION 06-6030953

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

STATEMENT 13

GEO & GRACE LONG FOUNDATION 06-6030953

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
NONE

STATEMENT 14

GEO & GRACE LONG FOUNDATION 06-6030953
FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
BANK OF AMERICA C/O AMY LYNCH
ADDRESS:
777 MAIN STREET
HARTFORD, CT
FORM, INFORMATION AND MATERIALS:
SEE ATTACHMENT
SUBMISSION DEADLINES:
MARCH 15 & SEPTEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO ORGANIZATIONS IN CONNECTICUT

PART XV - SUPPLEMENTARY INFORMATION

Schedule c

GEORGE A. LONG AND GRACE L. LONG FOUNDATION
GRANT APPLICATION INFORMATION

1. The George A. Long and Grace L. Long Foundation Trust was established by the late George A. Long in his will dated the 5th day of June, 1958 and admitted to Probate in the Probate Court for the District of Hartford, Connecticut. It is a private foundation as defined in Internal Revenue Code Section 509. In his said will Mr. Long set up the rest and residue of his estate in a charitable trust and named Hartford National Bank and Trust Company now Connecticut National Bank, Isabelle C. Shea (now deceased) and J. Harold Williams to administer the trust to be known as the George A. Long and Grace L. Long Foundation. The Co-Trustees are authorized to distribute the net income accruing to the trust annually, semi-annually or oftener as the Truste may determine to such religious, charitable, scientific and educational corporations or associations, or both, having an office in the State of Connecticut, as the Trustees or their successors may select. As Mr. and Mrs. Long lived in the Greater Hartford Area and the Co-Trustees receive so many requests for financial aid from public foundations in that area grants in aid are normally confined to requests coming from that area.

2. Preference is given to proposals for support for specific programs or projects. Grants are not normally made for defici financing or annual giving; nor for financial assistance or scholarships to individual applicants.

3. The following information should be included on the grant application:

a) What the need is that will be met by the actions for which funds are requested;

b) How the need will be met by the project or program proposed;

c) Why the organization requesting a grant is the logical one to carry out the project;

d) What the qualifications are of its staff leadership;

e) What the budget for the project is and what other potential sources of support may be forthcoming;

f) What evaluation of the project is planned;

g) How the program will be supported after the requested grant would expire;

h) Additional information:

Brief background on the organization;

Identification of its Board members;

Organization's most recent audited financial statement;

A copy of the organization's current operating budget;

Evidence of tax-exempt status including its status under IRS Code 509(a) (The Federal Tax Reform Act of and 501(c)(3).

4. Conferences with grant applicants or site visits will be arrange when considered appropriate.

5. The Co-Trustees are in frequent communication with each other by mail and telephone and make distributions of funds twice per calendar year, usually in April and October. The deadline for the April distribution is March 15. The deadline for the October distribution is September 15.

6. Requests for grants should be addressed to J. Harold Williams, Co-Trustee, One Financial Plaza, Hartford, Connecticut 06103, Area Code 203 278-1420 or Mrs. Maxine R. Dean, Community Action Officer, Connecticut National Bank, 777 Main Street, Hartford, Connecticut 06115, Area Code 203 728-2274.

GEORGE A. LONG AND GRACE L. LONG FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

Does organization have United States Internal Revenue Service exemption letter dated after 1969?

Yes_____ No_____

Please send us a copy of your tax classification letter under 501(c)(3) and 509(a).

Please attach copies of the following:

1) most recent audited report.

2) operating budget in including period of time in which grant will be needed and budgeted sources of income.

Signature of Executive Director

Phone number

GEO & GRACE LONG FOUNDATION 06-6030953
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
SEE ATTACHED STATEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS ATTACHED ORGANIZATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 375,500.

TOTAL GRANTS PAID: 375,500.
===============

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/24/2011	-2000	ARCHITECTURE RESOURCE CTR INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	ARTE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	CAYASCO, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	CHARTER OAK CULTURAL CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	CONNECTICUT LANDMARKS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	CULTURAL DANCE TROUPE OF THE WES	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	EASTERN CONNECTICUT BALLET INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	GOODSPEED OPERA HOUSE FOUNDATION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	GREATER HARTFORD FESTIVAL OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	GUILFORD ART CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	HARTBEAT ENSEMBLE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	HILL-STEAD MUSEUM	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	NEW BRITAIN MUSEUM OF AMERICAN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	PILOBOLUS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	REAL ART WAYS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SHAKESPERIENCE PRODUCTIONS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	STEPPING STONES MUSEUM FOR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	YOUNG AUDIENCES ARTS FOR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	LOCAL INITIATIVES SUPPORT CORP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	FAMILY REENTRY, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-4000	INTERVAL HOUSE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	SUSAN B ANTHONY PROJECT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	NMS SOCIETY GRTR CT CHAPTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	PREVENT BLINDNESS CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	ACHIEVEMENT FIRST	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	CHRISTIAN ACTIVITIES COUNCIL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	CO-OPPORTUNITY, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	COMMUNITY FARM OF SIMSBURY, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	CPEP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	THE DISCOVERY CENTER, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	HARTFORD YOUTH SCHOLAS FNDN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	HOLCOMB FARM LEARNING CTRS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	LITERACY VOLUNTERS OF GRTR HTFD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	LITERACY VOLUNTERS OF GRTR NEW	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	LYME ACADEMY COLLEGE OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	THE PARENT ACADEMY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-4000	TRINITY COLLEGE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	WATKINSON SCHOOL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	ABILITY BEYOND DISABILITY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	NEW HAVEN ECOLOGY PROJECT INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	FOODSHARE OF GREATER HARTFORD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	HARTFORD FOOD SYSTEM, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	THE HOSP OF CENTRAL CT AT NEW	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	MALTA HOUSE OF CARE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SAINT FRANCIS HOSP & MED CTR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1000	SAINT MARY'S HOSP FOUNDATION INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	VNA HEALTH AT HOME INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	WINDHAM HOSPITAL FNDN INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	HABITAT FOR HUMANITY/HTFD AREA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3500	SOUTH PARK INN	NONE	SUPPORTS NAMED ORGANIZATION	N/A

5/24/2011	-2000	ARC OF GREATER ENFIELD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	HARTFORD STAGE COMPANY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-4000	ARC OF THE FARMINGTON VALLEY INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	CTR FOR WOMEN & FAMILIES EASTERN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	CHILDREN'S HOME OF CROMWELL, CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	CHRISTIAN FELLOWSHIP CTR, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	F R E S H NEW LONDON	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	GIFTS OF LOVE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	HARC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	KLINGBERG FAMILY CENTERS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	THE NEW HTFD ARTISAN WEAVING CTR	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	PLAINVILLE COMMUNITY FOOD PANTRY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	PLANNED LIFETIME ASSISTANCE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	PRUDENCE CRANDALL CENTER INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SAFE HAVEN OF GREATER WATERBURY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-4000	THE SALVATION ARMY OF GRTR HTFD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	MARTIN HOUSE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-7000	ALMADA LODGE-TIMES FARM CAMP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	WOMEN'S CTR OF SOUTHEASTERN CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	FRIENDS OF ELIZABETH PARK	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-10000	HARTFORD'S CAMP COURANT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	THE HOLE IN THE WALL GANG CAMP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	BIG BROTHERS BIG SISTERS SE CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	BOYS & GIRLS CLUB OF NEW HAVEN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	BOYS & GIRLS CLUB OF GREATER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	CONNECTICUT JUNIOR REPUBLIC INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	EBONY HORSEWOMEN, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	HARTFORD CONSORTIUM FOR HIGHER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	HARTFORD FRIENDSHIP KID'S CAMP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1500	INNER CITY OUTREACH INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	KNOX PARKS FOUNDATION, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	LEADESHIP GRTR HTFD/COMMON GROUN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	NUTMEG BIG BROTHERS-BIG SISTERS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-3000	OPMAD, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SERVCORPS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SOLAR YOUTH, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	SQUASH HAVEN INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	WAKEMAN BOYS & GIRLS CLUB	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2000	YOUTH CONTINUUM	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	YOUTH UNITED FOR SURVIVAL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-1000	CT YOUTH LEADERSHIP PROJECT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
5/24/2011	-2500	CONNECTIKIDS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-1500	AHM YOUTH &FAMILY SERVICES, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-4500	ARTISTS COLLECTIVE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	BILLINGS FORGE COMMUNITY WORKS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	BRISTOL SYMPHONY ORCHESTRA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2500	COMMUNITY FOUNDATION OF SE CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-1500	CONNECTICUT CHORAL ARTISTS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	CONNECTICUT STORYTELLING CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-1000	CT VIRTUOSI CHAMBER ORCHESTRA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-3000	HARTFORD SYMPOHNY ORCHESTRA INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A

12/14/2011	-1500	THE KATHARINE HEPBURN CULTURAL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-1000	LATIN NETWORK F/THE VISUAL ARTS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2500	LONG WHARF THEATRE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2500	MARK TWAIN HOUSE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	NEIGHBORHOOD MUSIC SCHOOL INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	PALACE THEATER GROUP, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-2000	WADSWORTH ATHENEUM MUSEUM	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-1000	WINDSOR ART CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/14/2011	-3000	CTR FOR CHILDREN'S ADVOCACY INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	AMERICA RED CROSS CONN REGION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	CHILDREN'S LAW CTR OF CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-1500	MARC· COMM RESOURCES LTD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-1500	CT AFTER SCHOOL NETWORK	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	ECSU FOUNDATION INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-4000	GOODWIN COLLEGE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	JEWISH FEDERATION OF GRTR HTFD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	JUBILEE HOUSE, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	MERCY LEARNING CENTER OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	RAPE CRISIS CENTER OF MIDFORD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	UNIVERSITY OF HARTFORD	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	WEST HAVEN COMMUNITY HOUSE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	SOUNDWATERS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	BIAC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	HSC COMMUNITY SERVICES INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	RONALD MCDONALD HOUSE OF CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	VNA HEALTH CARE INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	IMMACULATE CONCEPTION SHELTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	MY SISTER'S PLACE INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	ST LUKE'S COMM SERVICES	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3500	THE BRIDGE FAMILY CENTER INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-4500	OPEN HEARTH ASSOCIATION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-5000	MERCY HOUSING AND SHELTER CORP	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	CHILDREN'S ADVANCEMENT FUND INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	FAMILY CENTERS INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-4000	FAMILY LIFE EDUCATION INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	HORIZONS, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	THE HOUSATONIC YOUTH SERVICE	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	JEWISH FAMILY SERVICES OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	KIDS IN CRISIS INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-1000	KIWANIS FOUNDATION OF MIDDLETOWN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	MANCHESTER AREA CONFERENCE OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	OPERATION FUEL, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-1500	ST JOSEPH PARENTING CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	THE SALVATION ARMY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	BIG BROTHERS BIG SISTERS OF	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-3000	COMPASS YOUTH COLLABORATIVE INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	CT RIVERS COUNCIL - BOY SCOUTS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	COVENANT TO CARE FOR CHILDREN	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	GIRL SCOUTS OF CT	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2500	GILEAD COMMUNITY SERVICES, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
12/15/2011	-2000	MCGIVNEY COMM CENTER, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A

12/15/2011	-2000	NEW HAVEN SYMPHONY ORCHESTRA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
TOTAL	**-375500**				

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: GEO & GRACE LONG FOUNDATION

Employer identification number: 06-6030953

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	-9,943.
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	20,822.
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	10,879.

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					28,477.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	456,295.
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	60,394.
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	545,166.

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			10,879.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			545,166.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			556,045.

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

Part IV **Capital Loss Limitation**

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

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

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

SCHEDULE D-1 (Form 1041)
Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: GEO & GRACE LONG FOUNDATION

Employer identification number: 06-6030953

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 115. ALLERGAN INCORPORATED	05/25/2011	12/12/2011	9,530.00	9,353.00	177.00
1255. AMGEN INC COM	05/25/2011	12/12/2011	73,134.00	74,760.00	-1,626.00
10. CME GROUP INC COM	12/16/2011	12/21/2011	2,409.00	2,411.00	-2.00
794. ISHR MSCI EAFE INDEX	06/06/2011	12/12/2011	39,628.00	48,120.00	-8,492.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -9,943.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

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

GEO & GRACE LONG FOUNDATION

Employer identification number

06-6030953

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. AT&T INC	02/08/2005	12/12/2011	57,949.00	49,280.00	8,669.00
2893. AT&T INC	07/19/2005	12/12/2011	83,823.00	68,998.00	14,825.00
460. AMAZON COM INC	09/27/2010	12/12/2011	87,401.00	73,353.00	14,048.00
250. APACHE CORPORATION	01/26/2010	12/12/2011	23,961.00	25,782.00	-1,821.00
1200. AVON PRODUCTS INC	02/27/2009	05/10/2011	35,166.00	21,765.00	13,401.00
6780.885 SMALL CAP CTF	11/12/1999	12/09/2011	124,000.00	129,198.00	-5,198.00
8078.229 INTERNATIONAL EQU	12/30/1994	12/09/2011	143,000.00	141,566.00	1,434.00
1410. CELANESE CORP DEL SE	09/27/2010	12/12/2011	60,763.00	46,083.00	14,680.00
633. CISCO SYSTEMS INCORPO	07/19/2005	05/25/2011	10,213.00	12,787.00	-2,574.00
4000. CISCO SYSTEMS INCORP	04/22/2003	05/25/2011	64,540.00	57,120.00	7,420.00
8030. E M C CORP MASS	08/18/2009	12/12/2011	186,895.00	119,486.00	67,409.00
300. EOG RESOURCES INC	11/05/2009	05/10/2011	33,231.00	26,194.00	7,037.00
350. EOG RESOURCES INC	11/05/2009	05/25/2011	37,157.00	30,560.00	6,597.00
540. EXELON CORP COM	07/19/2005	12/12/2011	23,465.00	28,474.00	-5,009.00
700. EXXON MOBIL CORPORATI	05/31/1990	12/12/2011	56,597.00	1,351.00	55,246.00
3859. FIFTH THIRD BANCORP	09/27/2010	12/12/2011	47,677.00	47,283.00	394.00
3545.866 MORTGAGE-BACKED C	02/28/2007	05/31/2011	36,732.00	35,989.00	743.00
601. FLOWSERVE CORP	02/10/2010	12/12/2011	61,033.00	55,446.00	5,587.00
360. FRONTIER COMMUNICATIO	02/27/2009	05/10/2011	3,136.00	2,461.00	675.00
1172. GENERAL ELEC CO	07/19/2005	12/12/2011	19,601.00	41,336.00	-21,735.00
1328. GENERAL ELEC CO	05/31/1990	12/12/2011	22,210.00	1,662.00	20,548.00
1900. HEWLETT PACKARD CO C	02/27/2009	12/12/2011	51,594.00	56,197.00	-4,603.00
400. INTEL CORPORATION	06/30/2000	05/10/2011	9,194.00	26,350.00	-17,156.00
600. INTEL CORPORATION	11/08/1999	05/10/2011	13,791.00	24,563.00	-10,772.00
8724. ISHR MSCI EAFE INDEX	05/05/2004	12/12/2011	435,406.00	411,349.00	24,057.00

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

Schedule D-1 (Form 1041) 2011 Page 2

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: GEO & GRACE LONG FOUNDATION

Employer identification number: 06-6030953

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 295. J P MORGAN CHASE & CO	12/09/2008	12/12/2011	9,598.00	10,507.00	-909.00
800. JOHNSON & JOHNSON	02/07/1985	12/12/2011	51,107.00	1,909.00	49,198.00
400. LABORATORY CORP AMER NEW	11/05/2009	12/12/2011	33,309.00	28,478.00	4,831.00
606. LOCKHEED MARTIN CORPO	02/10/2010	12/12/2011	46,846.00	45,412.00	1,434.00
2855. LOWES COMPANIES INCO	08/18/2009	05/25/2011	69,061.00	57,261.00	11,800.00
2705. LOWES COMPANIES INCO	08/18/2009	12/12/2011	66,961.00	54,252.00	12,709.00
560. MEDCO HEALTH SOLUTION	09/27/2010	12/12/2011	31,799.00	28,482.00	3,317.00
2000. MICROSOFT CORPORATIO	11/26/2002	12/12/2011	50,749.00	57,310.00	-6,561.00
1500. MICROSOFT CORPORATIO	07/13/2004	12/12/2011	38,062.00	41,535.00	-3,473.00
1000. MICROSOFT CORPORATIO	07/19/2005	12/12/2011	25,375.00	26,200.00	-825.00
656. MONSANTO CO NEW COM	08/18/2009	05/25/2011	45,205.00	53,100.00	-7,895.00
200. NEXTERA ENERGY INC CO	02/27/2009	05/10/2011	11,662.00	9,014.00	2,648.00
100. NEXTERA ENERGY INC CO	02/27/2009	12/12/2011	5,733.00	4,507.00	1,226.00
890. OCCIDENTAL PETROLEUM	02/27/2009	12/12/2011	81,856.00	45,503.00	36,353.00
700. PNC BK CORP	09/27/2010	12/12/2011	38,580.00	36,838.00	1,742.00
2870. PACKAGING CORP OF AM	09/27/2010	12/12/2011	69,887.00	66,383.00	3,504.00
600. PEPSICO INCORPORATED	10/01/1996	12/12/2011	39,080.00	15,840.00	23,240.00
10819. POWERSHARES WILDERH ENERGY PORT	05/14/2010	12/12/2011	57,243.00	100,725.00	-43,482.00
1300. PROCTER & GAMBLE CO	06/13/1991	12/12/2011	84,141.00	13,507.00	70,634.00
10219.325 SHORT TERM BOND	03/05/2004	05/31/2011	85,506.00	84,622.00	884.00
11815.163 SHORT TERM BOND	06/30/2004	05/31/2011	98,859.00	96,483.00	2,376.00
1000. STAPLES INCORPORATED	07/19/2005	12/12/2011	14,615.00	22,890.00	-8,275.00
1950. STAPLES INCORPORATED	07/13/2004	12/12/2011	28,499.00	38,101.00	-9,602.00
900. TARGET CORP	09/27/2010	12/12/2011	48,010.00	49,359.00	-1,349.00
2000. TEVA PHARMACEUTICAL	10/14/2003	12/12/2011	80,168.00	58,500.00	21,668.00

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: GEO & GRACE LONG FOUNDATION

Employer identification number: 06-6030953

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 500. UNITED PARCEL SERVICE	02/10/2010	12/12/2011	35,902.00	28,533.00	7,369.00
1000. UNITED TECHNOLOGIES	02/23/1990	12/12/2011	75,534.00	6,201.00	69,333.00
215. VERIZON COMMUNICATION	02/27/2009	12/12/2011	8,216.00	5,694.00	2,522.00
1700. WELLS FARGO COMPANY	06/30/2000	12/12/2011	45,143.00	34,644.00	10,499.00
13993.309 GOVERNMENT CREDI	06/22/2001	05/13/2011	110,000.00	110,621.00	-621.00
1200. NOBLE CORP COM	01/26/2010	05/25/2011	49,970.00	50,516.00	-546.00
715. TYCO INTL LTD NEW F C	11/05/2009	12/12/2011	33,279.00	24,635.00	8,644.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 456,295.00

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Cusip	Asset	Units	Basis	Market Value
H89128104	TYCO INTL LTD	1335.000	45,997.56	62,357.85
G3075P101	ENSTAR GROUP LTD	280.000	27,951.00	27,496.00
G1151C101	ACCENTURE PLC	240.000	14,034.00	12,775.20
B798FW0#8	NOVOZYMES A/S	1010.000	29,626.89	31,277.21
B06S4F0#1	RHJ INTL	2620.000	9,940.95	11,938.03
B05Q3L4#0	OLAM INTL LTD	12750.000	21,400.75	20,944.30
B04TZX0#8	COLOPLAST A/S - B	150.000	21,139.49	21,640.60
B01CLC3#6	NOBLE GROUP LTD	27230.000	23,680.41	23,730.13
B00HLY1#0	HUABAO INTERNATIONAL HOLDINGS LT	23160.000	10,751.97	11,838.47
993361880	GOVERNMENT CREDIT CTF	70982.997	554,967.80	569,950.88
968223206	WILEY JOHN & SONS INC	515.000	22,959.58	22,866.00
949746101	WELLS FARGO & CO	2300.000	46,871.12	63,388.00
92343V104	VERIZON COMMUNICATIONS INC	1285.000	34,029.90	51,554.20
922042858	VANGUARD MSCI EMERGING MKTS	9891.000	400,930.01	377,935.11
913017109	UNITED TECHNOLOGIES CORP	1791.000	11,105.54	130,904.19
912810DW5	UNITED STATES TREAS BD	250000.000	260,742.19	320,605.00
911312106	UNITED PARCEL SVC INC	456.000	26,021.64	33,374.64
883556102	THERMO FISHER SCIENTIFIC CORP	1005 000	45,692.33	45,194.85
87612E106	TARGET CORP	1159 000	63,563.62	59,363.98
872540109	TJX COS INC NEW	1100.000	69,063.50	71,005.00
81724Q107	SENOMYX INC	2295.000	8,889.46	7,986.60
806857108	SCHLUMBERGER LTD	545.000	39,705.98	37,228.95
780259206	ROYAL DUTCH SHELL PLC	905.000	64,350.03	66,146.45
775781206	ROLLS-ROYCE HLDGS PLC	550.000	31,278.50	31,903.85
773903109	ROCKWELL AUTOMATION INC	200.000	14,604.19	14,674.00
767204100	RIO TINTO PLC	810.000	39,920.85	39,625.20
760759100	REPUBLIC SVCS INC	810.000	21,825.45	22,315.50
75886F107	REGENERON PHARMACEUTICALS	490.000	25,379.55	27,160.70
748356102	QUESTAR CORP	1775.000	33,716.13	35,251.50
747525103	QUALCOMM INC	375.000	20,413.13	20,512.50
744320102	PRUDENTIAL FINL INC	1000.000	50,568.60	50,120.00
742718109	PROCTER & GAMBLE CO	1200.000	12,467.86	80,052.00
741503403	PRICELINE COM INC	75.000	35,589.38	35,078.25
74144T108	PRICE T ROWE GROUP INC	1035.000	58,617.23	58,943.25

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Cusip	Asset	Units	Basis	Market Value
722005667	PIMCO COMMODITY REALRETURN	35761.450	299,486.26	233,879.88
718172109	PHILIP MORRIS INTL INC	1600.000	120,632.00	125,568.00
713448108	PEPSICO INC	1297.000	34,241.61	86,055.95
701094104	PARKER HANNIFIN CORP	590.000	47,208.85	44,987.50
693475105	PNC FINL SVCS GROUP INC	1079.000	56,783.78	62,225.93
693390700	PIMCO TOTAL RETURN FUND	21298.104	233,640.20	231,510.39
6916781#3	UTD O/S BANK	1375.000	16,199.28	16,192.69
675232102	OCEANEERING INTL INC	725.000	34,483.11	33,444.25
674599105	OCCIDENTAL PETE CORP DEL	610.000	31,187.77	57,157.00
6730936#2	SHINSEI BK LTD	20770.000	20,811.58	21,596.02
670100205	NOVO-NORDISK A S	330.000	36,744.35	38,035.80
6640682#9	NIDEC CORP	355.000	29,880.38	30,867.56
65339F101	NEXTERA ENERGY INC	900.000	40,560.75	54,792.00
6472960#0	JARDINE STRATEGIC HLDGS LTD	1535.000	42,279.01	42,473.45
6356934#8	FANUC CORP	200.000	31,289.99	30,621.26
6332439#9	FAST RETAILING CO LTD	255.000	43,592.42	46,399.79
6286257@8	LI & FUNG LTD	9715.000	18,253.09	17,987.42
6190273#0	CHEUNG KONG(HLDGS)	1725.000	19,655.57	20,522.48
61166W101	MONSANTO CO	505.000	34,857.63	35,385.35
594918104	MICROSOFT CORP	4091.000	107,024.20	106,202.36
58405U102	MEDCO HLTH SOLUTIONS INC	541.000	27,515.97	30,241.90
580135101	MCDONALDS CORP	290.000	28,595.45	29,095.70
57636Q104	MASTERCARD INC	90.000	32,605.65	33,553.80
5756029#6	BAYER MOTOREN WERK	335.000	22,029.25	22,509.40
527288104	LEUCADIA NATL CORP	1060.000	23,759.90	24,104.40
517834107	LAS VEGAS SANDS CORP	1010.000	41,940.25	43,157.30
46625H365	JPMORGAN ALERIAN MLP INDEX ETN	2465.000	91,881.89	96,061.05
46625H100	J P MORGAN CHASE & CO	1705.000	60,727.84	56,691.25
464287234	ISHARES MSCI EMERGING MKTS INDEX	9817.000	397,090.14	372,456.98
464286871	ISHR MSCI HONG KONG INDEX	2350.000	36,201.75	36,354.50
464286673	ISHARES MSCI SINGAPORE INDEX	3260.000	36,626.10	35,305.80
464286400	ISHARES INC MSCI BRAZIL FREE	620.000	36,614.10	35,581.80
464286103	ISHARES INC MSCI AUSTRALIA INDEX	1605.000	36,361.28	34,411.20
461202103	INTUIT	850.000	44,756.75	44,701.50

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Cusip	Asset	Units	Basis	Market Value
459200101	INTERNATIONAL BUSINESS MACHS	545.000	105,520.18	100,214.60
45865V100	INTERCONTINENTAL EXCHANGE INC	355.000	43,185.47	42,795.25
458140100	INTEL CORP	2000.000	73,878.50	48,500.00
445658107	HUNT J B TRANS SVCS INC	475.000	21,092.38	21,408.25
444859102	HUMANA INC	305.000	26,368.78	26,721.05
416515104	HARTFORD FINL SVCS GROUP INC	890.000	15,241.25	14,462.50
38259P508	GOOGLE INC	120.000	74,739.56	77,508.00
38141G104	GOLDMAN SACHS GROUP INC	485.000	48,051.38	43,858.55
375558103	GILEAD SCIENCES INC	1200.000	54,281.88	49,116.00
369604103	GENERAL ELEC CO	1672.000	2,091.89	29,945.52
337997993	MORTGAGE-BACKED SEC CTF	36709.210	369,504.58	381,019.57
30231G102	EXXON MOBIL CORP	1175.000	31,834.17	99,593.00
30161N101	EXELON CORP	460.000	24,255.89	19,950.20
268648102	EMC CORP	2549.000	37,929.12	54,905.46
2659518#3	ONEX CORP	980.000	30,869.43	32,447.80
254687106	DISNEY WALT CO	1350.000	47,247.43	50,625.00
22160K105	COSTCO WHSL CORP NEW	800.000	67,300.00	66,656.00
207543877	SMALL CAP GROWTH CTF	13133.545	273,875.48	185,718.83
19765P547	COLUMBIA REAL ESTATE EQUITY	7637.474	142,110.89	96,995.92
19765N468	COLUMBIA INTERMEDIATE BOND FUND	74716.451	650,000.00	693,368.67
19765J608	COLUMBIA MID CAP INDEX FUND	15486.797	190,003.29	165,244.12
19763T889	COLUMBIA INCOME OPPORTUNITIES	46739.280	465,000.00	436,077.48
197199409	COLUMBIA ACORN FUND	6870.339	120,501.41	189,346.54
191216100	COCA COLA CO	370.000	25,006.45	25,888.90
189754104	COACH INC	545.000	33,678.28	33,266.80
166764100	CHEVRON CORP	580.000	60,415.70	61,712.00
151020104	CELGENE CORP	835.000	52,542.38	56,446.00
150870103	CELANESE CORP DEL	613.000	20,034.68	27,137.51
1261292H7	INTERNATIONAL EQUITY CTF	12496.600	218,829.69	217,228.40
1261291Q8	SMALL CAP CTF	15271.261	291,798.61	281,395.89
12572Q105	CME GROUP INC	65.000	15,670.53	15,838.55
099724106	BORG WARNER INC	370.000	23,541.25	23,583.80
097751200	BOMBARDIER INC	7045.000	24,556.05	27,841.84
084670702	BERKSHIRE HATHAWAY INC DEL	335.000	25,300.88	25,560.50

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Cusip	Asset	Units	Basis	Market Value
037833100	APPLE INC	305.000	102,197.91	123,525.00
037411105	APACHE CORP	250.000	25,781.75	22,645.00
03524A108	ANHEUSER BUSCH INBEV SA/NV	455.000	26,196.63	27,750.45
032511107	ANADARKO PETE CORP	275.000	21,531.13	20,990.75
029912201	AMERICAN TOWER CORP	590.000	34,429.45	35,405.90
023135106	AMAZON COM INC	304.000	48,477.03	52,622.40
018490102	ALLERGAN INC	800.000	65,062.49	70,192.00
01741R102	ALLEGHENY TECHNOLOGIES INC	575.000	25,544 38	27,485.00
015351109	ALEXION PHARMACEUTICALS INC	440.000	28,245.80	31,460.00
009158106	AIR PRODS & CHEMS INC	300.000	24,589.50	25,557.00
002824100	ABBOTT LABS	1000.000	53,997.50	56,230.00
	Cash/Cash Equivalent	301971.250	301,971.25	301,971.25
		Totals:	8,877,597.02	9,245,483.30