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HURRICANE SANDY EXTENDED DEADLINE

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 The Ettinger Foundation, Inc		A Employer identification number 06-6038938
Number and street (or P O box number if mail is not delivered to street address) 501 Silverside Road	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 16,484,373	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	266,962	266,962		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	373,235			
	b Gross sales price for all assets on line 6a 6,658,093				
	7 Capital gain net income (from Part IV, line 2)		373,206		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	165,345	168,608		
	12 Total. Add lines 1 through 11	805,542	808,776		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	133,057	133,057		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,683	6,533		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications	545			545	
23 Other expenses (attach schedule)	80,599	76,421		2,998	
24 Total operating and administrative expenses. Add lines 13 through 23	226,884	216,011		3,543	
25 Contributions, gifts, grants paid	1,267,000			1,267,000	
26 Total expenses and disbursements Add lines 24 and 25	1,493,884	216,011		1,270,543	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-688,342				
b Net investment income (if negative, enter -0-)		592,765			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		106,739		
	2	Savings and temporary cash investments		497,113	1,761,873	1,761,873
	3	Accounts receivable <input type="checkbox"/> 623,550				
		Less: allowance for doubtful accounts <input type="checkbox"/>			623,550	623,550
	4	Pledges receivable <input type="checkbox"/>				
		Less: allowance for doubtful accounts <input type="checkbox"/>				
	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) <input type="checkbox"/>				
		Less: allowance for doubtful accounts <input type="checkbox"/>				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	9,688,119	8,157,377	8,348,572	
	c	Investments—corporate bonds (attach schedule)	1,725,130	78,294	74,757	
	11	Investments—land, buildings, and equipment basis <input type="checkbox"/>				
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	4,893,800	5,879,735	5,675,621		
14	Land, buildings, and equipment basis <input type="checkbox"/>					
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>					
15	Other assets (describe <input type="checkbox"/>)	6,809				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,917,710	16,500,829	16,484,373		
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 <input type="checkbox"/>)	38,590			
	23	Total liabilities (add lines 17 through 22)	38,590	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	16,879,120	16,500,829		
30	Total net assets or fund balances (see instructions)	16,879,120	16,500,829			
31	Total liabilities and net assets/fund balances (see instructions)	16,917,710	16,500,829			

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	16,879,120
2	Enter amount from Part I, line 27a	2	-688,342
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See attachment to Form 990-PF	3	310,051
4	Add lines 1, 2, and 3	4	16,500,829
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,500,829

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 Passthrough K1 Capital Gain				
b Publicly Traded Securities				
c Securities litigation income				
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			1,971	
b 6,649,028		6,286,858	362,170	
c 9,065			9,065	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			1,971	
b			362,170	
c			9,065	
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	373,206	
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

See Attachment

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	1,202,624	17,407,786	0.069085
2009	1,137,704	16,101,711	0.070657
2008	1,662,123	21,655,524	0.076753
2007	1,650,997	28,663,136	0.057600
2006	1,587,999	27,051,388	0.058703
2 Total of line 1, column (d)			2 0.332798
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 0.066560
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 17,560,448
5 Multiply line 4 by line 3			5 1,168,823
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,928
7 Add lines 5 and 6			7 1,174,751
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,270,543

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,928	
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	5,928	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,928	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	8,732	
b Exempt foreign organizations—tax withheld at source		6b		
c Tax paid with application for extension of time to file (Form 8868)		6c	0	
d Backup withholding erroneously withheld		6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,732	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,804	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,804 Refunded <input type="checkbox"/>		11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Foundation Source	Telephone no ▶	(800) 839-1754	
	Located at ▶ 501 Silverside Rd, Suite 123 Wilmington DE	ZIP+4 ▶	19809	
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years 20____, 20____, 20____, 20____		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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 ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	00			
	00			
	00			
	00			
	00			
	00			
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

**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	
.....	
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	
.....	
2	
.....	
All other program-related investments. See instructions.	
3	
.....	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,574,703
b	Average of monthly cash balances	1b	1,065,877
c	Fair market value of all other assets (see instructions)	1c	6,187,286
d	Total (add lines 1a, b, and c)	1d	17,827,866
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	
3	Subtract line 2 from line 1d	3	17,827,866
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	267,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,560,448
6	Minimum investment return. Enter 5% of line 5	6	878,022

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	878,022
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,928
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	5,928
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	872,094
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	872,094
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	872,094

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	1,270,543
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,270,543
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	5,928
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,264,615

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				872,094
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	188,570			
b From 2007	305,522			
c From 2008	583,781	See attachment		
d From 2009	331,120			
e From 2010	340,069			
f Total of lines 3a through e	1,749,062			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,270,543				
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)				
d Applied to 2011 distributable amount				872,094
e Remaining amount distributed out of corpus	398,449			
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	2,147,511			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	188,570			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,958,941			
10 Analysis of line 9				
a Excess from 2007	305,522			
b Excess from 2008	583,781			
c Excess from 2009	331,120			
d Excess from 2010	340,069			
e Excess from 2011	398,449			

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Attachment	N/A	Public	See Attachment	1,267,000
Total			▶ 3a	1,267,000
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	266,962	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	29	18	373,206	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through Inc/Loss	525990	-3,294	14	167,015	
b	Other Income			01	1,680	
c	Currency Loss			14	-56	
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-3,265		808,807	0
13	Total. Add line 12, columns (b), (d), and (e)				13	805,542

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

[illegible]

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

Gross Sales	Cost Basis	Net Gain or Loss
0	0	29
TOTAL:		

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	NORTH SKY CLEANTECH VENTURES LP K-1 UBI Cap Gain						29
2							
3							
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:				165,345	168,608	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	ALT INV INSTITUTIONAL LP K-1 Pass-Through Share of Partnership Income	132,283	132,283	0		
2	GENERATION IM GLOBAL EQ FUND LLC K-1 Pass-Through Share of Partnership Income	28,828	28,828	0		
3	NORTH SKY CLEANTECH VENTURES LP K-1 Pass-Through Share of Partnership Income	2,610	5,873	0		
4	Other Income	1,680	1,680	0		
5	Currency Loss	-56	-56			
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 16c - Other Professional Fees

		TOTAL:	133,057	133,057	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Investment Management Services	133,057	133,057	0	0	
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					12,683	6,533	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Excise Tax 2011	6,150	0	0	0			
2	Foreign Tax	6,533	6,533	0	0			
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

		TOTAL:					
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	ALT INV INSTITUTIONAL LP K-1 Expenses	17,664	17,664	0	0	2,998	
2	GENERATION IM GLOBAL EQ FUND LLC K-1 pass-through	30,119	29,002	0	0		
3	NORTH SKY CLEANTECH VENTURES LP K-1 pass-through	29,503	29,440	0	0		
4	Bank Fees	315	315	0	0		
5	Office Supplies	138	0	0	0	138	
6	Membership Dues	2,860	0	0	0	2,860	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:			8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year
1	AARON'S INC (AAN)	1,411	25,118	37,645
2	ABB LTD (ABB)	1,405	32,139	26,456
3	ACCENTURE PLC (ACN)	678	36,377	36,090
4	ACI WORLDWIDE INC (ACIW)	900	26,703	25,776
5	ACIOM CORPORATION (ACXM)	1,000	14,971	12,210
6	ADESA INC (KAR - OLD)	2,000	26,594	27,000
7	AEGON N V ORD AMER REG (AEG)	5,947	69,029	23,907
8	AFCE (AFCE)	700	10,956	10,290
9	AFFILIATED MANAGERS GROUP (AMG)	320	23,045	30,704
10	AGRIUM INC (AGU)	1,500	76,953	100,664
11	AIR PRODS & CHEM INC (APD)	335	27,882	28,539
12	AKZO NOBEL NV-ADR (AKZOY PK)	440	18,812	21,252
13	ALBEMARLE CP (ALB)	125	6,430	6,439
14	ALCATEL LUCENT (ALU)	4,920	15,017	7,675
15	ALLSCRIPTS HEALTHCARE SOLUTIONS (MDRX)	2,590	51,040	49,055
16	AMAZON COM (AMZN)	500	34,576	86,550
17	AMERICA MOVIL SA (AMX)	990	23,366	22,374
18	AMERICAN EAGLES OUTFITTERS INC (AEO)	1,100	15,039	16,819
19	AMERICAN EXPRESS CO (AXP)	957	24,470	45,142
20	AMERICAN PUBLIC EDUCATION, INC (APEI)	200	7,294	8,656
21	AMERICAN TOWER REIT INC (AMT)	1,035	32,863	62,110
22	APPLE INC (AAPL)	259	25,764	104,894
23	ARM HOLDINGS PLC (ARMH)	802	21,469	22,191
24	ASCENA RETAIL GROUP, INC (ASNA)	500	12,238	14,860
25	ASTELLAS PHARMA INC (ALPMY.PK)	550	17,927	22,204
26	ASTRAZENECA (AZN)	530	24,549	24,534
27	ATLAS AIR WORLDWIDE HOLDINGS (AAWW)	1,000	32,756	38,430
28	AXA ADS (AXAHY PK)	400	11,977	5,144
29	BAKER HUGHES INTL (BHI)	1,080	49,047	52,531
30	BANCO DO BRASIL S A SPONSORED ADR (BDORY.PK)	980	17,640	12,348
31	BANCO SANTANDER BRASIL (BSBR)	1,150	8,915	9,361
32	BANK OF AMERICA CORP (BAC)	2,405	36,759	13,372
33	BARCLAYS PLC ADR (BCS)	770	16,203	8,462
34	BASF AG SPONS ADR (BASFY PK)	645	40,295	44,976
35	BERKSHIRE HATHAWAY INC CLASS B (BRK-B)	1,352	100,407	103,157
36	BOINGO WIRELESS, INC (WIFI)	1,100	9,230	9,460
37	BORG WARNER INC (BWA)	902	34,868	57,493
38	BOTTOMLINE TECHNOLOGIES, INC (EPAY)	400	9,323	9,268
39	BRINKS CO (BCO)	800	19,683	21,504
40	BROADRIDGE FINANCIAL SOLUTIONS (BR)	800	15,291	18,040
41	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	475	12,047	13,053

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year		
42	CANADIAN NATL RAILWAY CO (CNI)	2,260	74,380	177,545		
43	CANADIAN PACIFIC RAILWAY LTD (CP)	1,125	56,846	76,129		
44	CANON INC (CAJ)	380	11,092	16,735		
45	CAPITALSOURCE INC (CSE)	4,200	25,482	28,140		
46	CARMAX INC (KMX)	1,740	30,905	53,035		
47	CARREFOUR S A (CRRFY.PK)	5,570	36,958	24,954		
48	CASH AMER INTL INC (CSH)	630	21,338	29,377		
49	CATERPILLAR INC. (CAT)	491	47,139	44,485		
50	CBIZ, INC. (CBZ)	4,000	27,951	24,440		
51	CELGENE CORP (CELG)	658	40,076	44,481		
52	CEMEX SA DE CV A ADS (CX)	3,867	31,669	20,843		
53	CITRIX SYSTEMS INC (CTXS)	955	76,470	57,988		
54	CME GROUP, INC (CME)	115	29,253	28,022		
55	CNH GLOBAL NV (CNH)	750	23,086	26,993		
56	CONVERGYS CP (CVG)	2,200	31,819	28,094		
57	COOPER INDUSTRIES PLC (CBE)	825	38,133	44,674		
58	CORE LABRATORIES (CLB)	1,026	74,376	116,912		
59	COVANCE INC (CVD)	579	33,652	26,472		
60	CROWN CASTLE INTL (CCI)	600	23,743	26,880		
61	CYS INVESTMENTS INC (CYS)	2,600	33,679	34,164		
62	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY.PK)	1,680	27,347	15,893		
63	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 (DSNKY PK)	720	12,864	14,083		
64	DEUTSCHE BANK AG (DB)	160	7,935	6,058		
65	DEUTSCHE POST AG (DPSGY PK)	1,270	23,556	19,583		
66	DEUTSCHE TELE AG ADS (DTEGY.PK)	1,990	32,021	22,786		
67	DIAGEO PLC ADS (DEO)	775	54,371	67,751		
68	DIGITAL GENERATION INC (DGIT)	1,100	31,968	13,112		
69	DOLAN MEDIA COMPANY (DM)	2,700	25,351	23,004		
70	ECOLAB INC (ECL)	676	35,852	39,080		
71	ENI S.P.A. (E)	1,210	57,862	49,937		
72	ENSCO PLC (ESV)	925	55,079	43,401		
73	ENTERTAINMENT PROPERTIES TRUST SBI (EPR)	500	17,121	21,855		
74	ERICSSON L M TEL CO (ERIC)	1,530	15,727	15,499		
75	EXPRESS SCRIPTS HOLDING CO (ESRX)	1,225	62,786	54,745		
76	FEDEX CORPORATION COMMON STOCK (FDX)	810	72,037	67,643		
77	FINNING INTL INC (FINGF PK)	125	3,435	2,706		
78	FLEXTRONICS INTERNATIONAL (FLEX)	2,650	21,653	14,999		
79	FOSTER WHEELER AG (FWLT)	575	17,859	11,006		
80	FRANCE TELECOM ADS (FTE)	2,186	50,757	34,233		
81	FRANKLIN RES INC (BEN)	635	60,033	60,998		
82	FUJIFILM HOLDINGS (FUJII PK)	1,280	42,282	29,773		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year		
83	GENERAL MOTORS (GM)	1,092	37,693	22,135		
84	GLAXOSMITHKLINE PLC (GSK)	570	31,541	26,009		
85	GLOBAL CASH ACS HLDG (GCA)	3,500	39,660	15,575		
86	GLOBAL PAYMENTS INC (GPN)	500	23,127	23,690		
87	GOLDMAN SACHS GROUP (GS)	315	47,934	28,485		
88	GOOGLE INC CL A (GOOG)	365	182,235	235,753		
89	GOVERNMENT PROPERTIES INCOME REIT (GOV)	1,000	23,837	22,550		
90	GRAINGER W W INC (GWV)	241	36,050	45,113		
91	GROUPE DANONE ADS (DANOY PK)	1,580	18,751	19,971		
92	H LUNDBECK A/S UNSPON/ADR (HLUKY PK)	950	14,134	17,832		
93	HATTERAS FINL CPRP (HTS)	750	21,320	19,778		
94	HELEN OF TROY LIMITED - COMMON STOCK (HELE)	500	13,051	15,350		
95	HERCULES TECHNOLOGY GROWTH (HTGC)	2,500	24,305	23,600		
96	HONDA MOTOR CO LTD (HMC)	730	24,481	22,302		
97	HSBC HLDGS PLC ADS (HBC)	460	23,470	17,526		
98	IAC/INTERACTIVE CORP (IACI)	1,200	36,555	51,120		
99	INGERSOL-RAND PLC (IR)	840	32,318	25,595		
100	INTERDIGITAL COMMUNICATIONS CORP (IDCC)	550	24,868	23,964		
101	INTERNATIONAL BUSINESS MACHINES (IBM)	135	17,304	24,824		
102	INTESA SANPAOLO S/ADR (ISNPY PK)	2,020	37,340	20,079		
103	INTUITIVE SURGICAL, INC. (ISRG)	90	26,326	41,671		
104	ITALCEMENTI FABRICHERIUNITE SPA ADR (ITALY.PK)	1,590	22,490	9,079		
105	J SAINSBURY PLC S/ADR NEW (JSAIY.PK)	1,490	32,249	27,789		
106	J2 GLOBAL INC (JCOM)	1,450	32,776	40,803		
107	JOHNSON & JOHNSON (JNJ)	538	34,711	35,282		
108	JOHNSON CONTROLS INC (JCI)	1,969	36,253	61,551		
109	KAMAN CORPORATION (KAMN)	1,400	40,604	38,248		
110	KENAMETAL INC (KMT)	741	32,842	27,061		
111	KINDER MORGAN INC (KMI)	2,706	79,346	87,051		
112	KINGFISHER PLC (KGFHY.PK)	2,010	16,083	15,457		
113	KOHL'S CORP (KSS)	473	25,458	23,343		
114	KONINKLIJKE AHOLD (AHONY.PK)	1,508	15,244	20,283		
115	KRAFT FOODS INC (KFT)	1,488	32,298	55,592		
116	LAS VEGAS SANDS CORP (LVS)	1,478	64,260	63,155		
117	LIMITED BRANDS INC (LTD)	960	38,088	38,736		
118	LITTELFUSE, INC (LFUS)	150	6,575	6,447		
119	LOWES COMPANIES INC (LOW)	2,578	69,805	65,430		
120	MANULIFE FIN CORP (MFC)	775	20,928	8,231		
121	MARKS & SPENCER GRP ADR (MAKSY PK)	2,200	23,074	20,944		
122	MARRIOTT INTERNATIONAL INC CL A (MAR)	1,960	66,991	57,173		
123	MASTERCARD INC (MA)	363	46,288	135,333		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:				8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year	
124	MDC PARTNERS INC A (MDC-A)	2,200	24,913	29,744	
125	MEDICL PROP TRST, IN (MPW)	1,500	14,888	14,805	
126	MERCK & CO INC. (MRK)	1,415	39,483	53,346	
127	MICHAEL KORS HOLDINGS LIMITED O (KORS)	790	19,778	21,528	
128	MICROSOFT CORPORATION (MSFT)	3,741	104,696	97,115	
129	MILLICOM INTL CELL REG SH (MIICF PK)	280	21,546	28,277	
130	MITSUBISHI TOKYO FIN (MTU)	4,650	54,868	19,484	
131	MIZUHO FINANCIAL GRO (MFG)	6,330	43,923	16,964	
132	MS&AD INS GROUP ADR (MSADY PK)	2,760	56,717	25,088	
133	NABORS INDUSTRIES LTD (NBR)	2,235	48,432	38,755	
134	NELNET INC (NNI)	2,200	41,936	53,834	
135	NEXEN INC (NXY)	2,600	55,890	41,366	
136	NIKE INC-CL B (NKE)	597	54,918	57,533	
137	NIPPON TELEPHONE ADR (NTT)	1,440	32,963	36,475	
138	NISSAN MOTOR LTD ASR (NSANY PK)	490	4,513	8,712	
139	NOBLE CORPORATION (NE)	1,575	66,671	47,597	
140	NORTHWEST BANCSHARES INC (NWBII)	2,000	22,296	24,880	
141	OASIS PETROLEUM CORP (OAS)	1,000	29,473	29,090	
142	OCCIDENTAL PETE CORP (OXY)	1,210	90,882	113,376	
143	ORACLE CORP (ORCL)	3,340	106,528	85,671	
144	OWENS CORNING (NEW) (OC)	1,490	41,181	42,793	
145	PACCAR INC (PCAR)	1,325	64,966	49,648	
146	PARTNERRE LTD. COM (PRE)	385	30,041	24,721	
147	PAX WORLD HIGH YIELD BOND-IN (PXHIX)	43,747	343,853	313,667	
148	PEPSICO INC (PEP)	315	17,195	20,900	
149	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	770	30,192	18,087	
150	PFIZER INC (PFE)	2,440	43,186	52,802	
151	PORTUGAL TELECOM SGPS (PT)	2,260	29,630	13,040	
152	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	2,440	85,575	100,722	
153	PRAXAIR INC. (PX)	445	37,753	47,571	
154	PRECISION CASTPARTS (PCP)	523	71,623	86,185	
155	PRICELINE COM INCORPORATED (PCLN)	104	21,225	48,642	
156	PURE CYCLE CORPORATION (PCYO)	10,200	41,985	19,176	
157	QUALCOMM INC (QCOM)	2,524	104,413	138,062	
158	R R DONNELLEY & SONS CO (RRD)	1,750	26,683	25,253	
159	RENAISSANCE HOLDINGS LTD (RNR)	335	23,493	24,914	
160	SALESFORCE COM (CRM)	422	41,508	42,816	
161	SANDRIDGE ENERGY INC (SD)	800	16,573	6,528	
162	SANOFI-AVENTIS SPONSORED ADR (SNY)	720	31,546	26,309	
163	SCHLUMBERGER LTD (SLB)	885	75,264	60,454	
164	SCRIPPS NETWORKS INT (SNI)	690	18,224	29,270	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year		
165	SEIKO EPSON CORP ADR (SEKEY.PK)	3,400	43,888			22,168
166	SEVEN & I HOLDINGS C (SVNDY PK)	350	16,738			19,338
167	SHERWIN-WILLIAMS CO. (SHW)	416	29,653			37,136
168	SIGMA ALDRICH CORP (SIAL)	681	46,468			42,535
169	SILGAN HOLDINGS, INC - COMMON STOCK (SLGN)	1,380	30,373			53,323
170	SIX FLAGS ENTERTAINMENT CORPORATION (SIX)	1,100	33,276			45,364
171	SK TELECOM ADS ADS (SKM)	990	23,975			13,474
172	SONY CORP ADR (SNE)	1,010	37,626			18,220
173	SOUTHWESTERN ENERGY (SWN)	1,705	65,317			54,458
174	ST JUDE MED INC. (STJ)	845	41,801			28,984
175	STAGE STORES INC (SSI)	1,225	23,268			17,015
176	STARWOOD PROPERTY TRUST INC (STWD)	1,100	23,766			20,361
177	STEINWAY MUSICAL (LVB)	500	14,045			12,520
178	STMICROELECTRONICS (STM)	2,680	37,747			15,892
179	SUMITOMO MITSUI FINCL GRP (SMFG)	2,510	34,883			13,830
180	SUNCOR ENERGY INC (SU)	1,660	65,070			47,858
181	SWEDISH KRONA (KRONA)	1,380	1,380			1,346
182	SWISS RE LTD-SPN ADR (SSREY PK)	490	28,273			24,770
183	SWISSCOM AG S/ADR (SCMWY PK)	440	18,832			16,685
184	T ROWE PRICE ASSOCIATES (TROW)	650	31,985			37,018
185	TAKEDA PHARMACEUTICAL CO LTD (TKPY PK)	750	17,648			16,538
186	TALISMAN ENERGY INC (TLM)	1,610	30,309			20,528
187	TDK CORP (TTDKY PK)	270	15,264			11,864
188	TE CONNECTIVITY LTD (TEL)	910	32,214			28,037
189	TELECOM ITALIA ADR (TI)	2,900	57,577			30,885
190	TELEFLEX INC. (TFX)	450	25,477			27,581
191	TELEFONICA S A ADR (TEF)	762	15,948			13,099
192	TEMPLETON GLOBAL BD (TGBAX)	17,425	231,229			215,546
193	TENARIS SA-ADR (TS)	1,290	51,540			47,962
194	TIME WARNER CABLE INC (TWC)	761	46,808			48,377
195	TJX COMPANIES INC (TJX)	985	25,177			63,582
196	TOKIO MARINE HOLDINGS INC (TKOMY PK)	1,095	52,381			24,090
197	TOYOTA MTR CORP (TM)	500	36,525			33,065
198	UBS AG (UBS)	365	9,130			4,318
199	UNILEVER N V N Y (UN)	1,850	58,464			63,585
200	UNILEVER PLC AMER (UL)	756	17,109			25,341
201	UNITED TECHNOLOGIES CORP (UTX)	620	34,269			45,316
202	VALUECLICK INC (VCLK)	900	15,126			14,661
203	VIRGIN MEDIA INC (VMED)	1,200	19,498			25,656
204	VISA INC (V)	1,118	97,787			113,510
205	VODAFONE GROUP PLC (VOD)	680	14,710			19,060

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:		8,157,377	8,348,572
	Description	Shares	Book Value End of Year	FMV End of Year	
206	WALT DISNEY HOLDINGS CO. (DIS)	2,118	43,419	79,425	
207	WEATHERFORD INTL NEW (WFT)	4,375	86,539	64,050	
208	WELLPOINT INC (WLP)	695	25,957	46,044	
209	WELLS FARGO & CO. (WFC)	4,856	119,256	133,830	
210	WEST PHARMA SVCS INC (WST)	200	6,786	7,590	
211	WOLTERS KLUWER S/ADR (WTKWY.PK)	845	35,970	14,466	
212	WORLD FUEL SVCS CP (INT)	1,875	59,645	78,713	
213	YARA INTERNATIONAL ASA (YARIY PK)	635	22,160	25,305	

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		78,294	74,757
	Description	Shares	Book Value End of Year	FMV End of Year	
1	AMERICAN EXPRESS CO NT - 6 150% - 08/28/2017 (025816AX7)	5,000	5,697	5,628	
2	ARROW ELECTRONICS INC - 6 875% - 06/01/2018 (042735AL4)	5,000	5,629	5,648	
3	ATP OIL & GAS CORP SR 2LIEN 11 87500% 05/01/2015 (00208JAE8)	5,000	5,292	3,275	
4	BEAR STEARNS INC-5 70%-11/15/2014 (07385TAJ5)	2,000	2,193	2,180	
5	CENTURYLINK INC NOTE - 6 450% - 06/15/2021 (156700AR7)	5,000	4,954	5,009	
6	GATX CORP NOTE 04 75000% 05/15/2015CALL MAKE WHOLE (361448AJ2)	5,000	5,307	5,329	
7	GENWORTH FINL INC NT - 5 750% - 06/15/2014 (37247DAE6)	5,000	5,368	5,075	
8	ICAHN ENTERPRISES-8.00%-01/15/2018 (451102AH0)	2,000	2,035	2,075	
9	INT'L LEASE FIN CORP - 5 750% - 05/15/2016 (459745GJ8)	5,000	4,950	4,638	
10	MASCO CORP BD - 6.125% - 10/03/2016 (574599BD7)	5,000	5,156	5,131	
11	MEDTRONIC INC SR NT CV 1 62500% 04/15/2013 (585055AM8)	2,000	2,001	2,015	
12	MERRILL LYNCH & CO - 6 500% - 07/15/2018 (590188JF6)	2,000	2,027	1,941	
13	MORGAN STANLEY MTN 04.00% 07/30/2020 (61745EZ61)	5,000	5,031	4,778	
14	NASDAQ OMX GROUP 4 0% 01/15/2015 (631103AC2)	2,000	2,075	2,051	
15	NISOURCE FINANCE CORP - 6.800% - 01/15/2019 (65473QAT0)	5,000	5,837	5,855	
16	REGIONS BANK - 7.500% - 05/15/2018 (75913MAB5)	5,000	5,341	4,950	
17	SLM CORP - 5.000% - 10/01/2013 (78442FBG2)	5,000	5,213	5,024	
18	SPRINT NEXTEL CORP 6 8750 10/31/2013 (65332VBH5)	2,000	1,990	1,990	
19	ZURICH REINS CENTRE HLDG INC - 7 125% - 10/15/2023 (989822AA9)	2,000	2,198	2,165	

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			5,879,735	5,675,621
	Asset Description	Book Value End of Year	FMV End of Year	
1	ALT INV INSTITUTIONAL LP	2,212,819	2,102,489	
2	F&C EMERGING EQUITY ESG FUND	900,000	704,102	
3	GENERATION IM GLOBAL EQ FUND LLC	2,192,136	2,177,369	
4	NORTH SKY CLEANTECH VENTURES LP	574,780	691,661	
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
TOTAL:							0	0	0	0
1	Diane M Allison	501 Silverside Road, Ste 123	Wilmington	DE	19809	Secretary / Director	1	0	0	0
2	David L Godfrey	501 Silverside Road, Ste 123	Wilmington	DE	19809	Treasurer / Director	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Abortion Access Project, Inc 47 Thorndike St, Cambridge, MA, 02141-1799	509(a)(1)	Advanced Practice Clinician	20,000
Akron Childrens Hospital Foundation 1 Perkins Sq, Akron, OH, 44308-1063	509(a)(1)	General Support I/M/O Madeline Rae Renner	10,000
Alliance for Sustainable Colorado 1536 Wynkoop St Ste 4A, Denver, CO, 80202-1183	509(a)(1)	General Support	45,000
American Heart Association, Inc 7272 Greenville Ave, Dallas, TX, 75231-5129	509(a)(1)	Circle of Red	1,000
American Humane Association 1400 16th St Nw Ste 360, Washington, DC, 20036-2215	509(a)(1)	General Support	1,000
American National Red Cross 8550 Arlington Boulevard, Fairfax, VA, 22031	509(a)(1)	Japan Disaster Relief	5,000
AmeriCares 88 Hamilton Ave, Stamford, CT, 06902-3111	509(a)(1)	Japanese Earthquake/Tsunami Disaster Relief	10,000
AmeriCares 88 Hamilton Ave, Stamford, CT, 06902-3111	509(a)(1)	Alabama Tornado Disaster Relief	10,000
Answer/RutgersThe State University of NJ 65 Davidson Rd Rm 317, Piscataway, NJ, 08854-5602	509(a)(1)	Online Professional Development Initiative	10,000
Antioch University New England 40 Avon St, Keene, NH, 03431	509(a)(1)	AUNE Wilson Scholarship Fund	10,000
Asian Communities for Reproductive Justice 310 8th Street, Oakland, CA, 94607-6526	509(a)(1)	General Support	5,000
Aspen Community Foundation 110 E Hallam St Ste 126, Aspen, CO, 81611-1460	509(a)(1)	Third Gen Fund	42,000
Austin Community Foundation for the Capital Area 4315 Guadalupe St Ste 300, Austin, TX, 78751-3644	509(a)(1)	Women's Fund of Central Texas/Power of the Purse	1,200
Austin Lyric Opera Po Box 984, Austin, TX, 78767-0984	509(a)(1)	General Support	5,000
Austin Lyric Opera Po Box 984, Austin, TX, 78767-0984	509(a)(1)	Opera Guild Project	2,000
Austin Lyric Opera Po Box 984, Austin, TX, 78767-0984	509(a)(1)	25th Anniversary	2,000
Austin Theatre Alliance Po Box 1566, Austin, TX, 78767-1566	509(a)(2)	Paramount Theatre	1,000
Backline Po Box 6772, Portland, OR, 97228-6772	509(a)(1)	Family Planning/Abortion Services	3,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Bard College 30 Campus Rd, Annandale, NY, 12504-9800	509(a)(1)	Summer Scape	5,000
Blue Mountain Clinic, Inc 610 N California St, Missoula, MT, 59802-3950	509(a)(2)	Family Planning/Abortion Services	1,000
Bobby Fund, Inc 17 Bote Rd, Greenwich, CT, 06830-4866	509(a)(1)	General Support	3,500
Boy Scouts of America Council 1325 W Walnut Hill Ln, Irving, TX, 75038-3008	509(a)(1)	General Support - Gulf Stream Council	1,000
Carolina Pet Rescue 4714 Highgate Drive, Durham, NC, 27713	509(a)(1)	General Support	2,000
Center for Independent Documentary, Inc 680 S Main St, Sharon, MA, 02067-2868	509(a)(1)	"Cooked" Film Project	10,000
Center for International Policy, Inc 1717 Massachusetts Ave NW Ste 801, Washington, DC, 20036	509(a)(1)	For Win Without War	10,000
Center for Reproductive Rights, Inc 120 Wall Street, New York, NY, 10005-3904	509(a)(1)	General Support	4,000
Chicago Abortion Fund 333 W North Ave Ste 267, Chicago, IL, 60610-1293	509(a)(1)	Family Planning/Abortion Services	7,500
Chicago Women's Health Center, Inc 3435 N Sheffield Avenue, Chicago, IL, 60657-1687	509(a)(2)	Family Planning/Abortion Services	2,000
Coastal Pet Rescue, Inc Po Box 30462, Savannah, GA, 31410-0462	509(a)(1)	General Support	2,000
Colleges of the Seneca Hobart & Wm Smith 615 South Main Street, Geneva, NY, 14456	509(a)(1)	General Support	4,500
Colorado Rocky Mountain school 1493 County Road 106, Carbondale, CO, 81623-2357	509(a)(1)	General Support	1,000
Columbia Presbyterian Medical Center 630 West 168th Street, New York, NY 10032	509(a)(1)	Women at Risk - Breast Cancer Research & Support I/H/O Dr Roman Nowygrod	5,000
Columbia-Greene Hospital Foundation 71 Prospect Ave, Hudson, NY, 12534-2907	509(a)(2)	Columbia Memorial Hospital's 23rd Annual Ball	5,000
Common Cause Education Fund 1133 19th Street NW No 900, Washington, DC, 20036-3604	509(a)(1)	For Conference on the Koch Brothers	5,000
Common Cause Education Fund 1133 19th Street NW No 900, Washington, DC, 20036-3604	509(a)(1)	Protection of Voting Rights	2,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Community Foundation Svg Boulder Co 1123 Spruce St, Boulder, CO, 80302-4001	509(a)(1)	General Support	3,000
Defenders of Wildlife 1130 17th Street NW, Washington, DC, 20036-4604	509(a)(2)	I/H/O Roger Schlickeisen	10,000
Dollars for Scholars of Indian River Coun P O Box 1820, Vero Beach, FL, 32961	509(a)(1)	In Honor of Gaye McIntosh Ludwig	3,000
Earth Island Institute 2150 Allston Way, Suite 460, Berkeley, CA, 94704-1375	509(a)(1)	Project Survival Media	10,000
Earthjustice 50 California Street, Suite 500, San Francisco, CA, 94111	509(a)(2)	For Work in Florida	10,000
Ecology Action of Texas, Inc 707 E 9th St, Austin, TX, 78701-2607	509(a)(2)	General Support	350
Edible Schoolyard New York 350 Avenue X, Brooklyn, NY, 11223-5916	509(a)(1)	General Support	5,300
Emergency Medical Assistance, Inc Po Box 33552, Palm Bch Gdns, FL, 33420-3552	509(a)(1)	Family Planning/Abortion Services	1,500
Emory University 1365 Clifton Rd NE, Atlanta, GA, 30322-1013	509(a)(2)	Judith London Evans Director Fund for Tam Institute for Jewish Studies	2,500
Empire State College Foundation, Inc 28 Union Ave, Saratoga Springs, NY, 12866	509(a)(1)	Winter Summer Institute	2,000
Enormous Changes, Inc 1520 Lyon St, San Francisco, CA, 94115-2917	509(a)(1)	Little School	6,000
ETC Workshop, Inc 20 Waterside Plz Apt 35G, New York, NY, 10010-2617	509(a)(1)	General Support	4,900
Feminist Women's Health Center, Inc 1924 Cliff Valley Way NE, Atlanta, GA, 30329-2421	509(a)(2)	Family Planning/Abortion Services	2,000
FilmAid International, Inc 37 W 28th St Fl 8, New York, NY, 10001-4203	509(a)(1)	General Support	5,000
First Presbyterian Church 33 Gleason Street, Delray Beach, FL 33483	509(a)(1)	General Support	5,000
Florida Association of Planned Parenthood 736 Central Avenue No 100, Sarasota, FL, 34236-4042	509(a)(1)	Protect and Enhance Access to Reproductive Health Care	20,000
Food Bank for New York City Food for Survival 355 Food Center Dr Hunts Point Co-O, Bronx, NY, 10474	509(a)(1)	General Support	12,000
Fountain Valley School of Colorado 6155 Fountain Valley School Rd, Colorado Spgs, CO, 80911	509(a)(1)	General Support I/M/O Richard J Ettinger Fdn	12,500
Freedom Institute, Inc (National Network of Abortion Funds) Po Box 170280, Boston, MA, 02117-0290	509(a)(1)	Family Planning/Abortion Services	5,000
Freedom Institute, Inc (National Network of Abortion Funds) Po Box 170280, Boston, MA, 02117-0290	509(a)(1)	General Support	4,000
Friends of Clermont 87 Clermont Ave, Germantown, NY, 12526-5632	509(a)(1)	Support Restoration of Gardener's Cottage	3,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Friends of the Gateway School, Inc 211 West 61st Street, New York, NY, 10023-7832	509(a)(1)	General Support	15,000
Friendship School 6505 Ridenour Way E Ste 1B, Eldersburg, MD, 21784-6557	509(a)(1)	General Support	4,995
Fund for Public Schools 52 Chambers Street, New York, NY, 10007-1222	509(a)(1)	City As - Environmental Program	5,000
Garrison Art Center Po Box 4, Garrison, NY, 10524-0004	509(a)(1)	General Support	17,800
God's Love We Deliver, Inc 166 Avenue of the Americas, New York, NY, 10013-1207	509(a)(1)	General Support	750
Grist Magazine, Inc 710 Second Avenue, Suite 860, Seattle, WA, 98104-1742	509(a)(1)	General Support	6,500
Harvest Food and Outreach Center 1360 28th St, Vero Beach, FL, 32960-4937	509(a)(2)	General Support	2,500
Haven, Inc P O Box 32, Merrill, WI, 54452	509(a)(1)	General support	1,500
Heart of the Valley Humane Society Po Box 11390, Bozeman, MT, 59719-1390	509(a)(1)	General Support	1,200
Heartgift Foundation 1010 W 40th St, Austin, TX, 78756-4010	509(a)(1)	General Support	1,250
Horizons Foundation 870 Market St Ste 728, San Francisco, CA, 94102-2900	509(a)(1)	Civil Marriage Collaborative Donor Circle	5,000
Hospice By The Sea, Inc 1531 W Palmetto Park Rd, Boca Raton, FL, 33486-3307	509(a)(1)	General Support	1,000
Hudson Valley Shakespeare Festival, Inc 140 Main St, Cold Spring, NY, 10516-2819	509(a)(2)	General Support	5,000
Hudson Valley Shakespeare Festival, Inc 140 Main St, Cold Spring, NY, 10516-2819	509(a)(2)	Capacity Building for Consulting Work	5,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Humane Society of the United States 2100 L Street, NW, Washington, DC, 20037	509(a)(1)	General Support	1,000
INFORM, Inc 192 32nd St Apt 3, Brooklyn, NY, 11232-1836	509(a)(1)	General Support	10,000
Interfaith Committee of Remembrance, Inc 40 W 37th St Rm 802, New York, NY, 10018-7313	509(a)(1)	Josh Aronson Film Project	10,000
International Documentary Association 1201 W 5th St Ste M270, Los Angeles, CA, 90017-1482	509(a)(1)	EL Sistema USA Doc Project	5,000
International Documentary Association 1201 W 5th St Ste M270, Los Angeles, CA, 90017-1482	509(a)(1)	Jonathan Berman's Documentary Film, 'Secrets of the Desert'	2,500
International Primate Protection League Po Box 766, Summerville, SC, 29484-0766	509(a)(1)	General Support	2,000
IPAS Po Box 5027, Chapel Hill, NC, 27514-5001	509(a)(1)	Policy Work in the U S	10,000
Jane's Due Process Inc Po Box 685137, Austin, TX, 78768-5137	509(a)(1)	General Support	3,000
Jazz Foundation of America, Inc 322 West 48th Street, New York, NY, 10036-1308	509(a)(1)	General Support	1,000
Jemicy School, Inc 11 Celadon Rd, Owings Mills, MD, 21117-3009	509(a)(1)	Scholarship Purposes	21,005
Jimmie Johnson Foundation 4325 Papa Joe Hendrick Blvd, Charlotte, NC, 28262-5701	509(a)(1)	Toolbox for Education Program	2,000
Jose's Hands, Inc 7854 NW 188th Ln, Hialeah, FL, 33015-5267	509(a)(1)	General Support	1,100
Judicial Watch, Inc 425 3rd St Sw Ste 800, Washington, DC, 20024-3232	509(a)(1)	General Support	10,000
Kent School Corp 1 Macedonia Rd, Kent, CT, 06757-1304	509(a)(1)	General Support	1,000
Lifesavers, Inc 23809 E Avenue J, Lancaster, CA, 93535-8984	509(a)(1)	General Support	1,000
Louisiana SPCA 1700 Mardi Gras Blvd, New Orleans, LA, 70114-4621	509(a)(1)	General Support	2,500
Madison Square Park Conservancy Eleven Madison Ave, New York, NY, 10010-3643	509(a)(1)	General Support	7,500
Make-A-Wish Foundation of Southern Florida 4491 S State Road 7 Ste 201, Davie, FL, 33314-4035	509(a)(2)	General Support	20,000
Medical Students for Choice 325 Chestnut St Ste 1120, Philadelphia, PA, 19106-2605	509(a)(1)	General Support	20,000
Mental Health Association in Indian River 820 37th Pl, Vero Beach, FL, 32960-6562	509(a)(1)	Annual Fund	2,500
Municipal Art Society of New York 111 W 57th St Fl 16, New York, NY, 10019-2235	509(a)(1)	General Support	5,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
NARAL Pro-Choice America Foundation 1156 15th Street NW, Washington, DC, 20005	509(a)(1)	General Support	5,000
National Advocates for Pregnant Women Inc 15 W 36th St Rm 901, New York, NY, 10018-7126	509(a)(1)	For 'Trust Women'	11,000
National Marine Sanctuary Foundation 8601 Georgia Ave Ste 501, Silver Spring, MD, 20910-3439	509(a)(1)	Ocean for Life Program	20,000
National Network of Abortion Funds Po Box 170280, Boston, MA, 02117-0290	509(a)(1)	For Work in West Virginia & Minnesota to Defend Medicaid Coverage	17,500
National Park Foundation 1201 Eye Street NW, Suite 550B, Washington, DC, 20005	509(a)(1)	Give Thanks for Our National Parks and Double Your Impact Project	3,000
National Security Initiative 1225 Eye Street NW No 307, Washington, DC, 20005-5973	509(a)(1)	National Security Network	5,000
Natural Resources Defense Council, Inc 40 West 20th Street, New York, NY, 10011-4211	509(a)(1)	General Support	10,000
Naval SEAL Foundation, Inc P O Box 5965, Virginia Beach, VA, 23471	509(a)(1)	General Support	10,000
New York Stage and Film Company, Inc 315 W 36th St Rm 1006, New York, NY, 10018-6499	509(a)(1)	Powerhouse Theater Season	5,000
New York Theatre Workshop, Inc 79 E 4th St, New York, NY, 10003-8904	509(a)(1)	General Support	10,000
North Carolina Community Foundation 4601 Six Forks Rd Ste 524, Raleigh, NC, 27609-5286	509(a)(1)	North Carolina Network of Grantmakers	11,000
Oceana, Inc 1350 Connecticut Ave NW Fl 5, Washington, DC, 20036-1759	509(a)(1)	Mission of the Mermaids Film Project	35,000
Olana Partnership Po Box 199, Hudson, NY, 12534-0199	509(a)(1)	General Support	1,000
Options Fund, Inc Po Box 170280, Boston, MA, 02117-0290	509(a)(1)	Family Planning/Abortion Services	1,500

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Our Family Coalition 1385 Mission St Ste 340, San Francisco, CA, 94103-2634	509(a)(1)	General Support	5,000
Partnership for Immigrant Leadership 1305 Franklin Street, Oakland, CA, 94612-3213	509(a)(1)	Mobilize the Immigrant Vote	5,000
Peace Education Fund 2201 Broadway Ste 321, Oakland, CA, 94612-3044	509(a)(1)	Peace Action West	2,000
People for the American Way Foundation 1101 15th St NW No 600, Washington, DC, 20005-5002	509(a)(1)	Mobilizing African American and Youth Voters	5,000
Physicians for Reproductive Choice and Health 55 West 39th Street 10th Floor, New York, NY, 10018	509(a)(1)	Rashbaum and Tiller Award Winners	5,000
Planned Parenthood League of Massachusetts 1055 Commonwealth Ave, Boston, MA, 02215-1001	509(a)(1)	Family Health/Reproductive Health	2,500
Planned Parenthood of Central & Greater Northern NJ 196 Speedwell Ave, Morristown, NJ, 07960-2934	509(a)(1)	Family Planning/Abortion Services	1,500
Planned Parenthood of Illinois 18 South Michigan Ave No 6th Fl, Chicago, IL, 60603-3200	509(a)(1)	General Support	2,500
Planned Parenthood of Kansas Mid-Missouri 4401 W 109th St Suite 200, Overland Park, KS, 66211	509(a)(1)	General Support/ Access for Kansas Clients	2,500
Planned Parenthood of Middle and East Tennessee Inc 50 Vantage Way Ste 102, Nashville, TN, 37228-1516	509(a)(2)	Family Planning/Abortion Services	5,000
Planned Parenthood of S FL/Treasure Coast 2300 N Florida Mango Rd, West Palm Beach, FL, 33409	509(a)(1)	Education/Medical Services to Support a Nurse	20,000
Planned Parenthood of S FL/Treasure Coast 2300 N Florida Mango Rd, West Palm Beach, FL, 33409	509(a)(1)	General Support	15,000
Planned Parenthood of So Finger Lakes 100 Westinghouse Cir, Horseheads, NY, 14845-2230	509(a)(1)	Family Planning/Abortion Services	2,500
Planned Parenthood of the Rocky Mountains 7155 E 38th Ave, Denver, CO, 80207-1630	509(a)(1)	Personwood Work	2,500
Planned Parenthood of the Heartland Inc P O Box 4557, Des Moines, IA, 50305	509(a)(1)	For Access for Nebraska clients	2,500
Planned Parenthood Texas Capital Region 201 East Ben White Blvd Bldg B, Austin, TX, 78704-7301	509(a)(1)	Austin Stands With Planned Parenthood	1,000
Planned Parenthood Texas Capital Region 201 East Ben White Blvd Bldg B, Austin, TX, 78704-7301	509(a)(1)	Paddles Up	1,200
Prison Policy Initiative, Inc Po Box 127, Northampton, MA, 01061-0127	509(a)(1)	General Support	5,000
Pro-Choice Resources 250 3rd Ave N Ste 625, Minneapolis, MN, 55401-1783	509(a)(1)	Hershey Abortion Assistance Fund	5,000
Public Interest Projects, Inc 45 West 36th Street 6th Floor, New York, NY, 10018	509(a)(1)	Funders' Committee For Civic Participation	2,000
Religious Coalition for Reproductive Choice 1413 K St NW Ste 1400, Washington, DC, 20005-3456	509(a)(1)	General Support	25,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Riverside Theatre, Inc 3250 Riverside Park Dr, Vero Beach, FL, 32963-1877	509(a)(1)	General Support	4,000
Rockefeller University 1230 York Ave, New York, NY, 10065-6307	509(a)(1)	'Women & Science'	1,000
Sailors for the Sea, Inc 449 Thames Street, 300D, Newport, RI, 02840	509(a)(1)	'A Sea Change'	10,000
Saint Stephens Episcopal School 6500 Saint Stephens Dr, Austin, TX, 78746-1716	509(a)(1)	General Support	3,000
San Jose Police Foundation 101 W Santa Clara St, San Jose, CA, 95113-1760	509(a)(1)	General Support	5,000
Sarah Lawrence College 1 Mead Way, Bronxville, NY, 10708-5940	509(a)(1)	Ray Seidelman Fund	5,000
Scribe Video Center Inc 4212 Chestnut St Flr 3, Philadelphia, PA, 19104-6414	509(a)(1)	Shored Up' by Ben Kalina	10,000
Sexuality Information and Education Council 90 John St, New York, NY, 10038-3202	509(a)(1)	Policy and Advocacy Work	5,000
Society for the Prevention of Cruelty to Animals 520 Eighth Avenue, 7th Floor, New York, NY, 10018	509(a)(1)	General Support	4,300
Some Gave All-The Joey Graves Foundation 5779 Cutter Loop, Discovery Bay, CA, 94505-9507	509(a)(1)	General Support	8,000
Southern Coalition for Social Justice 1415 West Highway 54 Suite 101, Durham, NC, 27707	509(a)(1)	For Redistricting Campaign	15,000
Southern Vermont Arts Center, Inc Po Box 617, Manchester, VT, 05254-0617	509(a)(2)	General Support	500
SPCA International, Inc Po Box 8682, New York, NY, 10116-8682	509(a)(1)	No Buddy left Behind - Operating	5,300
St Paul Domestic Abuse Intervention Project 1509 Marshall Avenue, St Paul, MN, 55104-6363	509(a)(1)	General Support	10,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Stone Soup Films Endowment 2325 Dulles Corner Blvd Ste 670, Herndon, VA, 20171	509(a)(1)	General Support - Stone Soup Films	1,000
Summer Search 500 Sansome St Ste 350, San Francisco, CA, 94111-3215	509(a)(1)	General Support	1 000
The Flea Theater, Inc 41 White Street, New York, NY, 10013	509(a)(1)	General Support	5,000
The Heritage Foundation 214 Massachusetts Ave NE, Washington, DC, 20002-4958	509(a)(1)	Hispanic Outreach	15,000
The New York Botanical Garden 200th Street And Kazimiroff Blvd, Bronx, NY, 10458	509(a)(1)	School Gardening Program	10,000
The Prentice School 18341 Lassen Dr, Santa Ana, CA, 92705-2012	509(a)(1)	General Support	6,250
The Watershed Project 1327 S 46th St, Richmond, CA, 94804-4600	509(a)(1)	General Support	5,000
Thea Foundation 401 Main St, N Little Rock, AR, 72114-5327	509(a)(1)	General Support	45,000
Threshold Foundation Po Box 29903, San Francisco, CA, 94129-0903	509(a)(1)	General Support	5,000
Tides Center P O Box 29907, San Francisco, CA, 94129	509(a)(1)	Democracy Research Center Project #1342	30,000
Tides Foundation P O Box 29903, San Francisco, CA, 94129	509(a)(1)	Chicken & Egg Film Fund	60,000
Union of Concerned Scientists, Inc 2 Brattle Square, Suite 6, Cambridge, MA, 02138-3756	509(a)(1)	For Work in Florida	10,000
United Way of Greenwich 1 Lafayette Court, Greenwich, CT, 06830	509(a)(2)	General Support	1,000
United Way of Palm Beach County, Inc 2600 Quantum Blvd, Boynton Beach, FL, 33426-8627	509(a)(1)	General Support	1,000
University of Florida Foundation, Inc Po Box 14425, Gainesville, FL, 32604-2425	509(a)(1)	For work in the area of Alzheimer's Research	10,000
University of Florida Foundation, Inc Po Box 14425, Gainesville, FL, 32604-2425	509(a)(1)	Center for Psychiatry & Addition Medicine in honor of Ellie and Bob McCabe	2,500
University of Florida Foundation, Inc Po Box 14425, Gainesville, FL, 32604-2425	509(a)(1)	Babicka Fellowship	12,500
University of Texas Foundation, Number 1 Po Box 250, Austin, TX, 78767-0250	509(a)(1)	McCombs School of Business, Endowed Excellence Fund	2,000
Upstate Films, Limited Po Box 324, Rhinebeck, NY, 12572-0324	509(a)(2)	For 'Update Upstate Event'	5,000
Vero Beach Museum of Art, Inc 3001 Riverside Park Dr, Vero Beach, FL, 32963-1874	509(a)(1)	Chairman's Club	5,000
Visiting Nurse & Hospice Fairfield Cty P O Box 489, Wilton, CT, 06897	509(a)(1)	General Support IMO Janel Tellier	250

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Visiting Nurse Association & Hospice Foundation 1110 35th Ln, Vero Beach, FL, 32960-6549	509(a)(1)	General Support	750
Visiting Nurse Association & Hospice Foundation 1110 35th Ln, Vero Beach, FL, 32960-6549	509(a)(1)	General Support I/M/O Patty Hutchison	500
Visiting Nurse Association & Hospice Foun 1110 35th Ln, Vero Beach, FL, 32960-6549	509(a)(1)	General Support I/M/O Janel Tellier	1,000
Wayside House, Inc 3705 Park Center Blvd, St Louis Park, MN, 55416-2504	509(a)(1)	Well Woman Program	7,500
West Virginia Free Incorporated 100 Capitol St Ste 1005, Charleston, WV, 25301-2601	509(a)(1)	Family Planning/Abortion Services	1,000
Westcave Preserve Corporation 24814 Hamilton Pool Rd, Round Mtn, TX, 78663-8570	509(a)(1)	General Support	5,000
Western Conservation Foundation 1536 Wynkoop St Ste 510, Denver, CO, 80202-1245	509(a)(1)	General Support	37,000
Whittier College 13406 Philadelphia St, Whittier, CA, 90601-4413	509(a)(1)	General Support	1,000
Witness, Inc 80 Hanson Place 5th Floor, Brooklyn, NY, 11217-1506	509(a)(1)	General Support	2,000
Women Have Options, Inc Po Box 5, Granville, OH, 43023-0005	509(a)(1)	Family Planning/Abortion Services	4,000
Women Make Movies, Inc 462 Broadway Fl 5, New York, NY, 10013-2618	509(a)(1)	'Oscars Comeback', a project of Lisa Collins	5,000
Women's Action for New Directions Educati 691 Massachusetts Ave, Arlington, MA, 02476-4905	509(a)(1)	Afghanistan Project	2,000
Women's Health & Counseling Center, Inc 71 4th St, Somerville, NJ, 08876-3235	509(a)(1)	Sliding Scale Fees for Reproductive Services	1,000
Women's Health Project, Inc 227 N Dubuque St, Iowa City, IA, 52245-1714	509(a)(1)	Family Planning/Abortion Services	2,500

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Womens Health Rights Coalition Po Box 3609, Oakland, CA, 94609-0609	509(a)(1)	ACCESS - Women In Need Fund	3,000
Women's Medical Fund Inc Po Box 248, Madison, WI, 53701-0248	509(a)(2)	Family Planning/Abortion Services	1,500
Women's Reproductive Rights Assistance Pr 2934 1/2 Beverly Glen Cjr 169, Los Angeles, CA, 90077	509(a)(1)	Family Planning/Abortion Services	5,000
World Wildlife Fund, Inc 1250 24th St N W , Washington, DC, 20037-1124	509(a)(1)	General Support	1,000
Wounded Warrior Project, Inc 4899 Belfort Road, Suite 300, Jacksonville, FL, 32256	509(a)(1)	General Support	10,000
Wounded Warrior Project, Inc 4899 Belfort Road, Suite 300, Jacksonville, FL, 32256	509(a)(1)	General Support	2,600
WWW Pilotsnpaws Org Incorporated 4651 Howe Rd, Landrum, SC, 29356-9593	509(a)(1)	General Support	1,000
GRAND TOTAL			<u>1,267,000</u>

The Ettinger Foundation, Inc.

EIN: 06-6038938

Taxable Year Ending December 31, 2011

Form 990-PF

In 2011, the Foundation discovered that an employee of a professional service advisor had embezzled \$698,550 between 2008 and 2011. Immediately upon discovering the embezzlement, the Foundation hired legal counsel to coordinate the Foundation's internal investigation of the embezzlement, to pursue recovery of the Foundation's funds and its costs, and to act as a liaison with law enforcement officials. The Foundation is pursuing recovery of funds stolen and has already made a partial recovery of the embezzled funds. Consequently, the Foundation is showing an accounts receivable equal to the unrecovered amounts on its 2011 return. The professional service provider no longer provides services to the Foundation and the Foundation has instituted internal controls and other precautionary safeguards.

The Foundation has confirmed that a portion of the amount embezzled, \$305,050, was erroneously reported as grants to qualified charities on its 2008 - 2010 Forms 990-PF. As a consequence, the Foundation is re-stating its 2008 - 2010 qualifying distribution carryovers reflected in Part XIII to subtract such amounts. Part V has also been restated to report the correct amount of qualifying distributions for 2008 - 2010. The balance of the embezzled funds, \$393,500, was either accounted for as an improper inflation of the cash balance shown on the Foundation's financial statements, did not relate to qualifying distributions, or occurred during 2011 and therefore was never misclassified. The Foundation has adjusted its cash balance on its balance sheet and Part III of this return. Notwithstanding the embezzlement and misstatement of account balances, there was no impact to the Foundation under Sections 4942 and 4940 of the Code. The Foundation determined that in each of the years between 2008 - 2010 it was not liable for a tax on undistributed income under Section 4942 and likewise it continued to qualify for the lesser 1% tax on net investment income under Section 4940(e) of the Code, even after the aforementioned adjustments.

As indicated in Part VII-B, the Foundation has filed a Form 4720 for each of the years during 2008 - 2011 in regards to amounts embezzled.