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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

EXTENSION ATTACHED

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE JOSEPH LEROY AND ANN C. WARNER FUND, INC.		A Employer identification number 11-3426508
Number and street (or P.O. box number if mail is not delivered to street address) 2 RECTOR STREET, 20TH FLOOR		B Telephone number 212-619-2501
City or town, state, and ZIP code NEW YORK, NY 10006		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 17,609,428. (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"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		25.	25.		STATEMENT 1
4 Dividends and interest from securities		382,007.	382,007.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		193,722.			
b Gross sales price for all assets on line 6a		43,733,402.			
7 Capital gain net income (from Part IV, line 2)			193,722.		
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 (loss)		-3,661.	-3,661.		STATEMENT 3
11 Other income		572,093.	572,093.		
12 Total. Add lines 1 through 11		213,643.	42,729.		170,914.
13 Compensation of officers, directors, trustees					
14 Other employee salaries and wages		31,256.	6,251.		25,005.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		15,400.	15,400.		0.
c Other professional fees STMT 5		118,087.	118,087.		0.
17 Interest					
18 Taxes STMT 6		20,941.	10,650.		10,291.
19 Depreciation and depletion		384.	384.		
20 Occupancy		27,599.	27,599.		0.
21 Travel, conferences, and meetings		6,903.	6,903.		0.
22 Printing and publications					
23 Other expenses STMT 7		24,791.	21,846.		2,945.
24 Total operating and administrative expenses. Add lines 13 through 23		459,004.	249,849.		209,155.
25 Contributions, gifts, grants paid		1,222,500.			1,222,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,681,504.	249,849.		1,431,655.
27 Subtract line 26 from line 12		-1,109,411.			
a Excess of revenue over expenses and disbursements			322,244.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

THE JOSEPH LEROY AND ANN C. WARNER FUND,
INC.

Form 990-PF (2011)

11-3426508

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		55,511.	90,193.	90,193.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8	2,914,639.	2,756,477.	2,756,477.	
	b	Investments - corporate stock STMT 9	13,931,122.	10,881,915.	10,881,915.	
	c	Investments - corporate bonds STMT 10	2,523,314.	2,599,867.	2,599,867.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	1,000,020.	1,280,676.	1,280,676.		
14	Land, buildings, and equipment basis ▶ 27,416.					
	Less: accumulated depreciation ▶ 27,223.	577.	193.	300.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	20,425,183.	17,609,321.	17,609,428.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	20,425,183.	17,609,321.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input 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				
30	Total net assets or fund balances	20,425,183.	17,609,321.			
31	Total liabilities and net assets/fund balances	20,425,183.	17,609,321.			

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	20,425,183.
2	Enter amount from Part I, line 27a	2	-1,109,411.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,315,772.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED CAPITAL LOSSES	5	1,706,451.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,609,321.

Form 990-PF (2011)

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 FROM PARTNERSHIP PASS-THROUGHS	P	VARIOUS	VARIOUS
b FROM PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c LITIGATION PROCEEDS ON LIQUIDATED SECURITIES	P	VARIOUS	VARIOUS
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,222.			6,222.
b 43,727,169.		43,539,680.	187,489.
c 11.			11.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			6,222.
b			187,489.
c			11.
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	193,722.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,379,486.	19,622,289.	.070302
2009	1,490,350.	18,844,752.	.079086
2008	1,640,617.	23,937,028.	.068539
2007	1,853,879.	28,105,102.	.065962
2006	1,729,364.	27,337,494.	.063260

2 Total of line 1, column (d)	2	.347149
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	.069430
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,559,046.
5 Multiply line 4 by line 3	5	1,357,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,222.
7 Add lines 5 and 6	7	1,361,207.
8 Enter qualifying distributions from Part XII, line 4	8	1,431,655.

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

THE JOSEPH LEROY AND ANN C. WARNER FUND,
INC.

Form 990-PF (2011)

11-3426508

Page 4

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 <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	3,222.
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	3,222.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,222.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,856.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	9,856.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,634.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

Form 990-PF (2011)

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MICHAEL STALONAS Telephone no ▶ 212-619-2501 Located at ▶ 2 RECTOR STREET, NEW YORK, NY ZIP+4 ▶ 10006			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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 ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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.

(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
MICHAEL STALONAS C/O WARNER FUND, 2 RECTOR STREET NEW YORK, NY 10006	EXECUTIVE DIRECTOR 40.00	173,643.	31,256.	0.
JO ANN FERDINAND C/O WARNER FUND, 2 RECTOR STREET NEW YORK, NY 10006	PRESIDENT, DIRECTOR 6.00	40,000.	0.	0.
BARBARA FEI C/O WARNER FUND, 2 RECTOR STREET NEW YORK, NY 10006	SECRETARY, DIRECTOR 0.50	0.	0.	0.
RACHEL FERDINAND C/O WARNER FUND, 2 RECTOR STREET NEW YORK, NY 10006	TREASURER, DIRECTOR 0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2011)

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY SMITH BARNEY ONE NEW YORK PLAZA, NEW YORK, NY 10004	INVESTMENT MANAGEMENT SERVICES	118,087.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE LIST OF CHARITABLE GRANTS ATTACHED	1,222,500.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2011)

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	19,771,232.
b	Average of monthly cash balances	1b	85,205.
c	Fair market value of all other assets	1c	462.
d	Total (add lines 1a, b, and c)	1d	19,856,899.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,856,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,853.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,559,046.
6	Minimum investment return. Enter 5% of line 5	6	977,952.

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	977,952.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,222.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,222.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	974,730.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	974,730.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	974,730.

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	1,431,655.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,431,655.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,222.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,428,433.

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.

Form 990-PF (2011)

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				974,730.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	351,917.			
d From 2009	555,018.			
e From 2010	412,010.			
f Total of lines 3a through e	1,318,945.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,431,655.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				974,730.
e Remaining amount distributed out of corpus	456,925.			
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	1,775,870.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010: Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,775,870.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	351,917.			
c Excess from 2009	555,018.			
d Excess from 2010	412,010.			
e Excess from 2011	456,925.			

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(1)(3) or ☐ 4942(1)(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

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MICHAEL STALONAS, 212-619-2501

2 RECTOR STREET, 20TH FLOOR, NEW YORK, NY 10006

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

THE NYRAG COMMON APPLICATION FORM.

- c Any submission deadlines**

NONE

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

GRANTS ARE MADE FOR THE BENEFIT OF ORPHANS AND CHILDREN WITH DISABILITIES.

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 <i>Paid during the year</i>				
SEE LIST OF CHARITABLE GRANTS ATTACHED		EXEMPT		1,222,500.
Total			▶ 3a	1,222,500.
b <i>Approved for future payment</i>				
NONE				
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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25.	
4 Dividends and interest from securities			14	382,007.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-3,661.	
8 Gain or (loss) from sales of assets other than inventory			18	193,722.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		572,093.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 572,093.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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.		

[illegible]



2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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.

Sign Here			DIRECTOR
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TOM BURKE	<i>T. Burke</i>	11/19/12		P01012402
	Firm's name ▶ MCGLADREY LLP				Firm's EIN ▶ 41-1944416
	Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602			Phone no 212-372-1000	

Form 990-PF (2011)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY OPERATING ACCOUNT	25.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY INVESTMENT ACCOUNTS	379,528.	0.	379,528.
PARTNERSHIPS SCHEDULES K-1	2,479.	0.	2,479.
TOTAL TO FM 990-PF, PART I, LN 4	382,007.	0.	382,007.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM PASS-THROUGHS	-3,661.	-3,661.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,661.	-3,661.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICES	15,400.	15,400.		0.
TO FORM 990-PF, PG 1, LN 16B	15,400.	15,400.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	118,087.	118,087.		0.
TO FORM 990-PF, PG 1, LN 16C	118,087.	118,087.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,863.	2,572.		10,291.
FOREIGN TAXES PAID	7,328.	7,328.		0.
NYS FILING FEES	750.	750.		0.
TO FORM 990-PF, PG 1, LN 18	20,941.	10,650.		10,291.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES & OTHER EXPENSES	6,643.	6,643.		0.
POSTAGE & DELIVERY	759.	759.		0.
TELEPHONE	3,705.	3,705.		0.
INSURANCE	1,657.	1,657.		0.
PAYROLL SERVICE & BANK FEES	2,378.	2,378.		0.
PORTFOLIO EXPENSES FROM PASS-THROUGHS	6,087.	6,087.		0.
STORAGE EXPENSES	547.	547.		0.
PROFESSIONAL DUES & MEMBERSHIPS	3,015.	70.		2,945.
TO FORM 990-PF, PG 1, LN 23	24,791.	21,846.		2,945.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T BONDS @ MARKET VALUE	X		2,756,477.	2,756,477.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,756,477.	2,756,477.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,756,477.	2,756,477.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES @ MARKET VALUE	10,881,915.	10,881,915.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,881,915.	10,881,915.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP. BONDS @ MARKET VALUE	2,599,867.	2,599,867.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,599,867.	2,599,867.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS @ MARKET VALUE	FMV	220,320.	220,320.
MONEY FUNDS @ MARKET VALUE	FMV	1,060,356.	1,060,356.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,280,676.	1,280,676.

THE JOSEPH LEROY AND ANN C. WARNER FUND, INC.

11-3426508

DECEMBER 31, 2011

FORM 990-PF, PART II, LINE 14

FIXED ASSETS:	<u>DATE</u>	<u>COST</u>	ACCUM. DEPREC. <u>12/31/10</u>	DEPREC. <u>12/31/11</u>	ACCUM. DEPREC. <u>12/31/11</u>
OFFICE FURNITURE	6/98	5,080.00	5,080.00	-	5,080.00
OFFICE EQUIPMENT	7/98	4,081.00	4,081.00	-	4,081.00
COMPUTER SOFTWARE	6/99	4,500.00	4,500.00	-	4,500.00
COMPUTER EQUIPMENT	9/00	500.00	500.00	-	500.00
COMPUTER SOFTWARE	9/00	792.51	792.51	-	792.51
OFFICE EQUIPMENT	8/00	866.98	866.98	-	866.98
COMPUTER SOFTWARE	12/01	332.50	332.50	-	332.50
COMPUTER EQUIPMENT	2/02	832.11	832.11	-	832.11
COMPUTER SOFTWARE	12/02	280.00	280.00	-	280.00
OFFICE FURNITURE - FILING CAB.	8/02	714.00	714.00	-	714.00
COMPUTER SOFTWARE	1/03	195.59	195.59	-	195.59
COMPUTER EQUIPMENT	11/03	492.43	492.43	-	492.43
OFFICE EQUIPMENT	12/03	444.65	444.65	-	444.65
COMPUTER SOFTWARE	2/04	160.67	160.67	-	160.67
OFFICE FURNITURE	5/04	832.01	832.01	-	832.01
OFFICE EQUIPMENT	8/04	688.21	688.21	-	688.21
COMPUTER	4/05	1,292.60	1,292.60	-	1,292.60
PRINTER	4/05	383.89	383.89	-	383.89
COMPUTER SOFTWARE	2/06	3,024.85	3,024.85	-	3,024.85
COMPUTER EQUIPMENT	4/07	793.30	555.31	158.66	713.97
OFFICE EQUIPMENT - COPY MACH.	7/07	1,128.90	790.23	225.78	1,016.01
TOTAL FIXED ASSETS		27,416.20	26,839.53	384.44	27,223.98

DEPRECIATION: STRAIGHT LINE, 5 YEAR LIFE, HALF YEAR CONVENTION

SOFTWARE: STRAIGHT LINE, 3 YEAR LIFE

The Joseph Leroy and Ann C. Warner Fund, Inc.

11-3426508

Form 990-PF, Part XV, Line 3a

Grants Paid During the Year 2011

ORGANIZATION	AMOUNT	PURPOSE
Dancing Dreams 23-91 Bell Boulevard, Suite 203 Bayside, New York 11360	\$20,000.00	Program Support
Advocates for Children of New York, Inc. 151 W. 30 th Street, 5 th Floor New York, N. Y. 10001	\$10,000.00	Program Support
Job Path, Inc. 22 W. 38 th Street, 11 th Floor New York, N.Y. 10018	\$35,000.00	Program Support
Olivia's House 830 S. George Street York, Pennsylvania 17403	\$15,000.00	Program Support
The Trustees of Columbia University in the City of New York 615 West 131 st Street, Room 254 New York, N.Y. 10027	\$60,000.00	Program Support
Creative Alternatives of New York, Inc. 225 W. 99 th Street New York, New York 10025	\$10,000.00	Program Support
The Children's Village, Inc. Echo Hills Dobbs Ferry, New York 10522	\$35,000.00	Program Support
Autism Science Foundation 419 Lafayette Street New York, N.Y. 10003	\$60,000.00	Program Support
New York Center for Autism Charter School 433 East 100 th Street (at PS 50) New York, New York 10029	\$25,000.00	Program Support

ORGANIZATION	AMOUNT	PURPOSE
Our Time Theatre Company, Inc. 330 W. 42 nd Street, 12 th Floor New York, N.Y. 10036	\$25,000.00	Program Support
Theatre Development Fund, Inc. 520 Eighth Avenue, Suite 801 New York, New York 10018	\$25,000.00	Program Support
Resources for Children with Special Needs 116 East 16 th Street, 5 th Floor New York, N.Y. 10003	\$75,000.00	Program Support
New Alternatives for Children, Inc. 37 West 26 th Street New York, New York 10010	\$30,000.00	Program Support
The New York Society for the Prevention of Cruelty to Children 161 William Street, 19 th Floor New York, N.Y. 10038	\$20,000.00	Program Support
Pegasus Therapeutic Riding, Inc. 310 Peach Lake Road Brewster, New York 10509	\$20,000.00	Program Support
Giving Alternative Learners Uplifting Opportunities, Inc. 95 Franklin Street, Apt. 4 New York, N.Y. 10013	\$10,000.00	Program Support
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, New York 11217	\$55,000.00	Program Support
Court Appointed Special Advocates Inc. 50 Broadway, 31 st Floor New York, NY 10004-1694	\$15,000.00	Program Support
Jewish Child Care Association of New York 120 Wall Street New York, N.Y. 10005	\$75,000.00	Program Support

ORGANIZATION	AMOUNT	PURPOSE
Brooklyn Children's Museum 145 Brooklyn Avenue Brooklyn, New York 11213	\$50,000.00	Program Support
Cooke Center for Learning & Development 475 Riverside Drive, Suite 730 New York, NY 10115-0797	\$12,500.00	Program Support
The National Foundation For Facial Reconstruction 317 East 34th Street, Room 901 New York, NY 10016	\$10,000.00	Program Support
New York State Citizens' Coalition for Children 5014 4 th Street Brooklyn, New York 11215	\$10,000.00	Program Support
Cities at Peace, Inc. DBA The Possibility Project 104 W. 27 th Street, 12 th Floor New York, N.Y. 10001	\$20,000.00	Program Support
Westchester Arc Foundation 265 Saw Mill River Road Hawthorne, N.Y. 10532	\$10,000.00	Program Support
Family Services of Westchester, Inc. One Gateway Plaza Port Chester, N.Y. 10573	\$10,000.00	Program Support
Brooklyn Conservatory of Music 58 Seventh Avenue Brooklyn, N.Y. 11217	\$40,000.00	Program Support
Extreme Kids and Crew, Inc. 225 Cumberland Street Brooklyn, New York 11205	\$20,000.00	Program Support

ORGANIZATION	AMOUNT	PURPOSE
South East Consortium for Special Services, Inc. 740 West Boston Post Road, Suite 301 Mamaroneck, N.Y. 10543	\$10,000.00	Program Support
AHRC, New York City 83 Maiden Lane New York, NY 10038	\$25,000.00	Program Support
The Young Men's and Young Women's Hebrew Association 1395 Lexington Avenue New York, New York 10128	\$15,000.00	Program Support
McLean Hospital 115 Mill Street Belmont, Massachusetts 02478	\$70,000.00	Program Support
Intrepid Museum Foundation One Intrepid Square New York, New York 10036	\$25,000.00	Program Support
The McCarton School 331 West 25 th Street New York, N.Y.	\$25,000.00	Program Support
Federation of Protestant Welfare Agencies 281 Park Avenue South New York, N.Y. 10010	\$25,000.00	Program Support
St. Mary's Hospital for Children, Inc. 5 Dakota Drive, Suite 500 New Hyde Park, N.Y. 11042	\$25,000.00	Program Support

ORGANIZATION	AMOUNT	PURPOSE
Special Olympics New York, Hudson Valley Region. 1207 Route 9, Suite 1-C Wappinger Falls, New York 12590	\$5,000.00	Program Support
International Center for the Disabled, Inc. 340 East 24 th Street New York, N.Y. 10010	\$10,000.00	Program Support
Youth Communication/New York Center, Inc. 224 West 29 th Street New York, N.Y. 10001	\$10,000.00	Program Support
SNACK & Friends, Inc. 220 East 86 th Street (lower level) New York, New York 10028-3606	\$50,000.00	Program Support
Prospect Park Alliance 95 Prospect Park West Brooklyn, New York 11215	\$15,000.00	Program Support
Brooklyn Public Library 10 Grand Army Plaza Brooklyn, New York 11238-5619	\$45,000.00	Program Support
ArtWorks, The Naomi Cohain Foundation, Inc. 15 Engle Street, Suite 100B Englewood, New Jersey 07631	\$35,000.00	Program Support
Communities Acting to Heighten Awareness and Learning, Inc. 540-A Willow Ave Cedarhurst, New York 11516	\$30,000.00	Program Support

GRANT TOTAL FOR 2011 IS \$1,222,500.00

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE JOSEPH LEROY AND ANN C. WARNER FUND, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 11-3426508
	Number, street, and room or suite no. If a P.O. box, see instructions. 2 RECTOR STREET, 20TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10006	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHAEL STALONAS

- The books are in the care of **2 RECTOR STREET - NEW YORK, NY 10006**

Telephone No. **212-619-2501**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 4,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 9,856.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **EXECUTIVE DIRECTOR**

Date ☐

Form 8868 (Rev. 1-2012)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE JOSEPH LEROY AND ANN C. WARNER FUND, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 11-3426508
	Number, street, and room or suite no. If a P.O. box, see instructions. 2 RECTOR STREET, 20TH FLOOR	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10006	

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

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

MICHAEL STALONAS

- The books are in the care of ► **2 RECTOR STREET, NEW YORK, NY - 10006**

Telephone No. ► **212-619-2501**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2011** or

► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	9,856.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)