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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2011**Department of the Treasury  
Internal Revenue Service

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

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

|                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                |                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE KURT BERLINER FOUNDATION, INC.</b>                                                                                                                                                                                                                                     |                                                                                                                                                                                                | A Employer identification number<br><b>13-3320078</b>                                                            |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>280 ROUND HILL RD, c/o R.E. PATTI-AVELLINO</b>                                                                                                                                                              |                                                                                                                                                                                                | B Telephone number (see the instructions)<br><b>(203) 918-6691</b>                                               |
| City or town<br><b>GREENWICH</b>                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                | C If exemption application is pending, check here <input type="checkbox"/>                                       |
| State ZIP code<br><b>CT 06830</b>                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                | D 1 Foreign organizations, 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<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                                                                | D 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<br><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, column (c), line 16)<br><b>\$ 2,079,892.</b>                                                                                                                                                                                        | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 (att sch)                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities                                       | <b>38,127.</b>                     | <b>38,127.</b>            |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                  |                                    | <b>L-6a Stmt</b>          |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain/(loss) from sale of assets not on line 10                          | <b>78,634.</b>                     |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a                                  | <b>861,023.</b>                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                               |                                    | <b>78,634.</b>            |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain                                                  |                                    |                           | <b>78,634.</b>          |                                                             |
|                                                                                                                                                                    | 9 Income modifications                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 10a Gross sales less returns and allowances                                    |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                                          |                                                                                |                                    |                           |                         |                                                             |
| c Gross profit/(loss) (att sch)                                                                                                                                    |                                                                                |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                                                                                                  |                                                                                |                                    |                           |                         |                                                             |
| <b>REIMBURSED EXPENSES</b>                                                                                                                                         |                                                                                | <b>3,844.</b>                      | <b>3,844.</b>             |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   | <b>120,605.</b>                                                                | <b>120,605.</b>                    | <b>78,634.</b>            |                         |                                                             |
| ADMINISTRATIVE AND OPERATING EXPENSES                                                                                                                              | 13 Compensation of officers, directors, trustees, etc                          | <b>48,000.</b>                     | <b>36,000.</b>            |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule)                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach sch)                                                 | <b>8,000.</b>                      | <b>6,400.</b>             |                         |                                                             |
|                                                                                                                                                                    | c Other professional fees (attach sch)                                         | <b>19,384.</b>                     | <b>19,384.</b>            |                         |                                                             |
|                                                                                                                                                                    | 17 Interest                                                                    | <b>142.</b>                        |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instr)                                         | <b>972.</b>                        | <b>150.</b>               |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach sch) and depletion                                     | <b>1,415.</b>                      | <b>1,415.</b>             |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                           | <b>564.</b>                        |                           |                         |                                                             |
|                                                                                                                                                                    | 22 Printing and publications                                                   |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule)                                                                                                                                | <b>1,291.</b>                                                                  | <b>43.</b>                         |                           |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                                            | <b>79,768.</b>                                                                 | <b>63,392.</b>                     |                           |                         |                                                             |
| 25 Contributions, gifts, grants paid                                                                                                                               | <b>185,440.</b>                                                                |                                    |                           | <b>185,440.</b>         |                                                             |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           | <b>265,208.</b>                                                                | <b>63,392.</b>                     |                           | <b>185,440.</b>         |                                                             |
| 27 Subtract line 26 from line 12:                                                                                                                                  |                                                                                |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                | <b>-144,603.</b>                                                               |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |                                                                                | <b>57,213.</b>                     |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |                                                                                |                                    | <b>78,634.</b>            |                         |                                                             |

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| <b>Part II Balance Sheets</b>      |     | 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 |
| <b>ASSETS</b>                      | 1   | Cash – non-interest-bearing                                                                                             |                                     |                   |                |                       |
|                                    | 2   | Savings and temporary cash investments                                                                                  |                                     | 269,521.          | 165,270.       | 165,270.              |
|                                    | 3   | Accounts receivable                                                                                                     |                                     |                   |                |                       |
|                                    |     | Less allowance for doubtful accounts                                                                                    |                                     |                   |                |                       |
|                                    | 4   | Pledges receivable                                                                                                      |                                     |                   |                |                       |
|                                    |     | Less allowance for doubtful accounts                                                                                    |                                     |                   |                |                       |
|                                    | 5   | Grants receivable                                                                                                       |                                     |                   |                |                       |
|                                    | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |                                     |                   |                |                       |
|                                    | 7   | Other notes and loans receivable (attach sch)                                                                           |                                     |                   |                |                       |
|                                    |     | Less allowance for doubtful accounts                                                                                    |                                     |                   |                |                       |
|                                    | 8   | Inventories for sale or use                                                                                             |                                     |                   |                |                       |
|                                    | 9   | Prepaid expenses and deferred charges                                                                                   |                                     | 2,000.            | 928.           | 928.                  |
|                                    | 10a | Investments – U.S. and state government obligations (attach schedule) L-10a Stmt                                        |                                     | 124,780.          | 124,780.       | 120,228.              |
|                                    | b   | Investments – corporate stock (attach schedule) L-10b Stmt                                                              |                                     | 1,073,061.        | 1,151,426.     | 1,649,039.            |
|                                    | c   | Investments – corporate bonds (attach schedule) L-10c Stmt                                                              |                                     | 247,639.          | 127,639.       | 135,473.              |
| <b>LIABILITIES</b>                 | 11  | Investments – land, buildings, and equipment basis                                                                      | 61,364.                             |                   |                |                       |
|                                    |     | Less accumulated depreciation (attach schedule) L-11 Stmt                                                               | 60,108.                             | 2,671.            | 1,256.         | 1,256.                |
|                                    | 12  | Investments – mortgage loans                                                                                            |                                     |                   |                |                       |
|                                    | 13  | Investments – other (attach schedule)                                                                                   |                                     |                   |                |                       |
|                                    | 14  | Land, buildings, and equipment basis                                                                                    |                                     |                   |                |                       |
|                                    |     | Less accumulated depreciation (attach schedule)                                                                         |                                     |                   |                |                       |
|                                    | 15  | Other assets (describe L-15 Stmt)                                                                                       |                                     | 7,271.            | 7,698.         | 7,698.                |
|                                    | 16  | <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)                    |                                     | 1,726,943.        | 1,578,997.     | 2,079,892.            |
|                                    | 17  | Accounts payable and accrued expenses                                                                                   |                                     | 7,594.            | 4,250.         |                       |
|                                    | 18  | Grants payable                                                                                                          |                                     |                   |                |                       |
| <b>FUND ASSETS</b>                 | 19  | Deferred revenue                                                                                                        |                                     |                   |                |                       |
|                                    | 20  | Loans from officers, directors, trustees, & other disqualified persons                                                  |                                     |                   |                |                       |
|                                    | 21  | Mortgages and other notes payable (attach schedule)                                                                     |                                     |                   |                |                       |
|                                    | 22  | Other liabilities (describe)                                                                                            |                                     |                   |                |                       |
|                                    | 23  | <b>Total liabilities</b> (add lines 17 through 22)                                                                      |                                     | 7,594.            | 4,250.         |                       |
|                                    |     | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>               | <input type="checkbox"/>            |                   |                |                       |
|                                    | 24  | Unrestricted                                                                                                            |                                     |                   |                |                       |
|                                    | 25  | Temporarily restricted                                                                                                  |                                     |                   |                |                       |
|                                    | 26  | Permanently restricted                                                                                                  |                                     |                   |                |                       |
|                                    |     | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>                            | <input checked="" type="checkbox"/> |                   |                |                       |
| <b>NET ASSETS OR FUND BALANCES</b> | 27  | Capital stock, trust principal, or current funds                                                                        |                                     | 2,201,071.        | 2,201,071.     |                       |
|                                    | 28  | Paid-in or capital surplus, or land, building, and equipment fund                                                       |                                     |                   |                |                       |
|                                    | 29  | Retained earnings, accumulated income, endowment, or other funds                                                        |                                     | -481,722.         | -626,324.      |                       |
|                                    | 30  | <b>Total net assets or fund balances</b> (see instructions)                                                             |                                     | 1,719,349.        | 1,574,747.     |                       |
|                                    | 31  | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                |                                     | 1,726,943.        | 1,578,997.     |                       |

**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 | 1,719,349. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -144,603.  |
| 3 | Other increases not included in line 2 (itemize) <b>▶ ROUNDING DIFFERENCE</b>                                                                              | 3 | 1.         |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 1,574,747. |
| 5 | Decreases not included in line 2 (itemize)                                                                                                                 | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30                                               | 6 | 1,574,747. |

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

|                                           |          |                 |                 |
|-------------------------------------------|----------|-----------------|-----------------|
| <b>1a 120k BDS HSBC FINANCE CORP</b>      | <b>P</b> | <b>04/17/08</b> | <b>04/15/11</b> |
| <b>b SEE SUPPORTING SCHEDULE ATTACHED</b> | <b>P</b> | <b>Various</b>  | <b>12/31/11</b> |
| <b>c</b>                                  |          |                 |                 |
| <b>d</b>                                  |          |                 |                 |
| <b>e</b>                                  |          |                 |                 |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 120,000.</b>     |                                            | <b>120,000.</b>                                 | <b>0.</b>                                    |
| <b>b 741,023.</b>     |                                            | <b>662,389.</b>                                 | <b>78,634.</b>                               |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| <b>a</b>                                                                                    |                                      |                                                     | <b>0.</b>                                                                                             |
| <b>b 0.</b>                                                                                 | <b>0.</b>                            | <b>0.</b>                                           | <b>78,634.</b>                                                                                        |
| <b>c</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>d</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>e</b>                                                                                    |                                      |                                                     |                                                                                                       |

|                                                                                       |                                                                                                                        |          |                |
|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------|----------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                | — [ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 ] —                                | <b>2</b> | <b>78,634.</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> | — [ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 ] — | <b>3</b> | <b>78,634.</b> |

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

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

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

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

☐ Yes☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2010                                                                    | 171,895.                                 | 2,399,059.                                      | 0.071651                                                        |
| 2009                                                                    | 153,100.                                 | 2,135,513.                                      | 0.071692                                                        |
| 2008                                                                    | 142,114.                                 | 2,926,360.                                      | 0.048563                                                        |
| 2007                                                                    | 156,941.                                 | 3,387,697.                                      | 0.046327                                                        |
| 2006                                                                    | 120,078.                                 | 3,185,976.                                      | 0.037690                                                        |

|                                                                                                                                                                                       |          |                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  | <b>2</b> | <b>0.275923</b>   |
| <b>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</b> | <b>3</b> | <b>0.055185</b>   |
| <b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>                                                                                                 | <b>4</b> | <b>2,182,457.</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    | <b>5</b> | <b>120,439.</b>   |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   | <b>6</b> | <b>572.</b>       |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            | <b>7</b> | <b>121,011.</b>   |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         | <b>8</b> | <b>185,440.</b>   |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

|                                                                                                                                                                                                                                   |    |        |          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|----------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) |    |        |          |
| 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      | 572.     |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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      | 572.     |
| 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      | 572.     |
| 6 Credits/Payments                                                                                                                                                                                                                |    |        |          |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a | 1,500. |          |
| 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  | 1,500. |          |
| 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 | 928.   |          |
| 11 Enter the amount of line 10 to be credited to 2012 estimated tax                                                                                                                                                               | 11 | 928.   | Refunded |

**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 the instructions for definition)?<br><i>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</i> |     | 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:<br>(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?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | 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?                                                                                                                                                                                                                                                                                  |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T.</i>                                                                                                                                                                        |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions)<br><u>NY - New York</u>                                                                                                                                                                                                                      |     |    |
| 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? <i>If 'No,' attach explanation</i>                                                                                                                                | 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)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X  |

BAA

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?<br>Website address <u>N/A</u>                                                                         | 13 | X |   |
| 14 | The books are in care of <u>R. ELLEN PATTI AVELLINO</u> Telephone no. <u>(203) 869-8506</u><br>Located at <u>280 Round Hill Road, Greenwich, CT</u> ZIP + 4 <u>06830</u>                                                  |    |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> |    |   |   |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?                                 | 16 |   | X |
|    | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>                                                                                |    |   |   |

**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<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                        |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)                                                                                                                                                                                | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                                                                                                                                                      |     |    |
| 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  |    |
| 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  |

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                                                  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-----------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| CLEMENT S. PATTI, ESQ.<br>22 DWIGHT LANE, BEDFORD<br>HILLS NY 10507   | TREAS&DIRECTOR<br>2.00                                    | 0.                                        | 0.                                                                    | 0.                                    |
| ARIADNE ANNE AVELLINO<br>7262 THOMAS DRIVE<br>MADIERA OH 45243        | DIRECTOR<br>1.00                                          | 0.                                        | 0.                                                                    | 0.                                    |
| R.E.PATTI-AVELLINO, ESQ.<br>280 ROUND HILL ROAD<br>GREENWICH CT 06832 | FOUNDATION MGR<br>21.30                                   | 48,000.                                   | 0.                                                                    | 0.                                    |
| See Information about Officers, Directors, Trustees, Etc.             |                                                           | 0.                                        | 0.                                                                    | 0.                                    |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
| 0                                                             |                                                           |                  |                                                                       |                                       |
| 0                                                             |                                                           |                  |                                                                       |                                       |
| 0                                                             |                                                           |                  |                                                                       |                                       |
| 0                                                             |                                                           |                  |                                                                       |                                       |

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

None

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

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service | (c) Compensation |
|--------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                     |                     |                  |
|                                                                          | NONE                |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
| Total number of others receiving over \$50,000 for professional services |                     | None             |

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|   | Expenses |
|---|----------|
| 1 |          |
| 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                                                                                     |        |

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**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 | 1,977,800. |
| b Average of monthly cash balances                                                                           | 1b | 236,636.   |
| c Fair market value of all other assets (see instructions)                                                   | 1c | 1,256.     |
| d Total (add lines 1a, b, and c)                                                                             | 1d | 2,215,692. |
| 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  | 2,215,692. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)  | 4  | 33,235.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 2,182,457. |
| 6 Minimum investment return. Enter 5% of line 5                                                              | 6  | 109,123.   |

**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    | 109,123. |
| 2a Tax on investment income for 2011 from Part VI, line 5                                            | 2a | 572. |          |
| b Income tax for 2011 (This does not include the tax from Part VI)                                   | 2b |      |          |
| c Add lines 2a and 2b                                                                                |    | 2c   | 572.     |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              |    | 3    | 108,551. |
| 4 Recoveries of amounts treated as qualifying distributions                                          |    | 4    |          |
| 5 Add lines 3 and 4                                                                                  |    | 5    | 108,551. |
| 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    | 108,551. |

**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 | 185,440. |
| b Program-related investments — total from Part IX-B                                                                                                   | 1b |          |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | 2  |          |
| 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  | 185,440. |
| 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  | 572.     |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | 6  | 184,868. |

**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)<br>Corpus     | (b)<br>Years prior to 2010 | (c)<br>2010     | (d)<br>2011     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------|-----------------|-----------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |                   |                            |                 | <b>108,551.</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |                   |                            |                 |                 |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |                   |                            | <b>119,953.</b> |                 |
| <b>b</b> Total for prior years 20__, 20__, 20__                                                                                                                                   |                   |                            |                 |                 |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                          |                   |                            |                 |                 |
| <b>a</b> From 2006                                                                                                                                                                | <b>156,941.</b>   |                            |                 |                 |
| <b>b</b> From 2007                                                                                                                                                                | <b>142,114.</b>   |                            |                 |                 |
| <b>c</b> From 2008                                                                                                                                                                | <b>275,628.</b>   |                            |                 |                 |
| <b>d</b> From 2009                                                                                                                                                                | <b>153,100.</b>   |                            |                 |                 |
| <b>e</b> From 2010                                                                                                                                                                | <b>171,895.</b>   |                            |                 |                 |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | <b>899,678.</b>   |                            |                 |                 |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <b>185,440.</b>                                                                                             |                   |                            |                 |                 |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |                   |                            |                 |                 |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |                   |                            |                 |                 |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            |                   |                            |                 |                 |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |                   |                            |                 |                 |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | <b>185,440.</b>   |                            |                 |                 |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        |                   |                            |                 |                 |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |                   |                            |                 |                 |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | <b>1,085,118.</b> |                            |                 |                 |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |                   | <b>0.</b>                  |                 |                 |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |                   |                            |                 |                 |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions                                                                                                         |                   | <b>0.</b>                  |                 |                 |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions                                                                          |                   |                            | <b>119,953.</b> |                 |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |                   |                            |                 | <b>108,551.</b> |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |                   |                            |                 |                 |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              | <b>156,941.</b>   |                            |                 |                 |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | <b>928,177.</b>   |                            |                 |                 |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |                   |                            |                 |                 |
| <b>a</b> Excess from 2007                                                                                                                                                         | <b>142,114.</b>   |                            |                 |                 |
| <b>b</b> Excess from 2008                                                                                                                                                         | <b>275,628.</b>   |                            |                 |                 |
| <b>c</b> Excess from 2009                                                                                                                                                         | <b>153,100.</b>   |                            |                 |                 |
| <b>d</b> Excess from 2010                                                                                                                                                         | <b>171,895.</b>   |                            |                 |                 |
| <b>e</b> Excess from 2011                                                                                                                                                         | <b>185,440.</b>   |                            |                 |                 |



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

| Recipient<br>Name and address (home or business)                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                  | Amount          |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------|-----------------|
| <i>a Paid during the year</i>                                                         |                                                                                                                    |                                      |                                                      |                 |
| METROPOLITAN OPERA ASSOC<br>LINCOLN CENTER<br>NEW YORK NY 10023                       | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GIFT FOR<br>GEN DEVEL FUND           | 5,000.          |
| MUSEUM OF MODERN ART<br>11 WEST 55TH STREET<br>NEW YORK NY 10028                      | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GIFT                                 | 550.            |
| AMERICAN MUSEUM OF NATURAL HISTORY<br>CENTRAL PK WEST @ 79TH ST.<br>NEW YORK NY 10024 | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GIFT                                 | 2,000.          |
| MUSEUM OF THE CITY OF NEW YORK<br>1220 FIFTH AVENUE<br>NEW YORK NY 10029              | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GIFT                                 | 1,000.          |
| BRUCE MUSEUM<br>ONE MUSEUM DRIVE<br>GREENWICH CT 06830                                | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GENERAL FUND                         | 2,500.          |
| CHINA CARES PROJECT<br>PO BOX 142,<br>GREENWICH CT 06836                              | N/A                                                                                                                | TAX<br>EXEMPT                        | RESTRICTED<br>TO MEDICAL<br>ASSISTANCE               | 20,000.         |
| COMMUNITY CENTERS INC<br>61 E PUTNAM AVANUE<br>GREENWICH CT 06830                     | N/A                                                                                                                | TAX<br>EXEMPT                        | UNRESTRICTED<br>GIFT                                 | 3,200.          |
| CALL A RIDE<br>7272 GREENVILLE AVENUE<br>DALLAS TX 75231                              | N/A                                                                                                                | TAX<br>EXEMPT                        | RESTRICTED<br>TAG GREENWICH                          | 250.            |
| NEW YORK BOTANICAL GARDENS<br>200TH ST. & KAZIMIROFF BLVD<br>BRONX NY 10458           | N/A                                                                                                                | TAX<br>EXEMPT                        | RESTRICTED TO<br>DEVELOPMT OF<br>LIBRARY EXHIBITIONS | 15,000.         |
| See Line 3a statement                                                                 |                                                                                                                    |                                      |                                                      | 135,940.        |
| <b>Total</b>                                                                          |                                                                                                                    |                                      | <b>3a</b>                                            | <b>185,440.</b> |
| <i>b Approved for future payment</i>                                                  |                                                                                                                    |                                      |                                                      |                 |
|                                                                                       |                                                                                                                    |                                      |                                                      |                 |
| <b>Total</b>                                                                          |                                                                                                                    |                                      | <b>3b</b>                                            |                 |

**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)<br>Related or exempt<br>function income<br>(See instructions) |
|------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------------|
|                                                            | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>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                   |                           |               |                                      |               | 38,127.                                                           |
| 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 |                           |               |                                      |               | 78,634.                                                           |
| 9 Net income or (loss) from special events                 |                           |               |                                      |               |                                                                   |
| 10 Gross profit or (loss) from sales of inventory          |                           |               |                                      |               |                                                                   |
| 11 Other revenue                                           |                           |               |                                      |               |                                                                   |
| a REIMBURSED EXPENSES                                      |                           |               |                                      |               | 3,844.                                                            |
| b                                                          |                           |               |                                      |               |                                                                   |
| c                                                          |                           |               |                                      |               |                                                                   |
| d                                                          |                           |               |                                      |               |                                                                   |
| e                                                          |                           |               |                                      |               |                                                                   |
| 12 Subtotal. Add columns (b), (d), and (e)                 |                           |               |                                      |               | 120,605.                                                          |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      |               | 120,605.                                                          |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



Form **4562****Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2011**Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment  
Sequence No **179**

Name(s) shown on return

**THE KURT BERLINER FOUNDATION, INC.**

Identifying number

**13-3320078**

Business or activity to which this form relates

**Form 990-PF page 1****Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

|    |                                                                                                                                        |                              |                  |
|----|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount (see instructions)                                                                                                      | 1                            |                  |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                                | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)                                               | 3                            |                  |
| 4  | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-                                                        | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                            | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property Enter the amount from line 29                                                                                          | 7                            |                  |
| 8  | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7                                                    | 8                            |                  |
| 9  | Tentative deduction Enter the smaller of line 5 or line 8                                                                              | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2010 Form 4562                                                                  | 10                           |                  |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)                            | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11                                                   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12                                                             | 13                           |                  |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions)

|    |                                                                                                                                             |    |  |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |  |
| 15 | Property subject to section 168(f)(1) election                                                                                              | 15 |  |
| 16 | Other depreciation (including ACRS)                                                                                                         | 16 |  |

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions)**Section A**

|    |                                                                                                                                                            |    |               |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2011                                                                           | 17 | <b>1,415.</b> |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> |    |               |

**Section B — Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

| (a)<br>Classification of property | (b) Month and<br>year placed<br>in service | (c) Basis for depreciation<br>(business/investment use<br>only — see instructions) | (d)<br>Recovery period | (e)<br>Convention | (f)<br>Method | (g) Depreciation<br>deduction |
|-----------------------------------|--------------------------------------------|------------------------------------------------------------------------------------|------------------------|-------------------|---------------|-------------------------------|
| 19a 3-year property               |                                            |                                                                                    |                        |                   |               |                               |
| b 5-year property                 |                                            |                                                                                    |                        |                   |               |                               |
| c 7-year property                 |                                            |                                                                                    |                        |                   |               |                               |
| d 10-year property                |                                            |                                                                                    |                        |                   |               |                               |
| e 15-year property                |                                            |                                                                                    |                        |                   |               |                               |
| f 20-year property                |                                            |                                                                                    |                        |                   |               |                               |
| g 25-year property                |                                            |                                                                                    | 25 yrs                 |                   | S/L           |                               |
| h Residential rental<br>property  |                                            |                                                                                    | 27.5 yrs               | MM                | S/L           |                               |
| i Nonresidential real<br>property |                                            |                                                                                    | 39 yrs                 | MM                | S/L           |                               |

**Section C — Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

|                |  |  |        |     |     |
|----------------|--|--|--------|-----|-----|
| 20a Class life |  |  |        | S/L |     |
| b 12-year      |  |  | 12 yrs | S/L |     |
| c 40-year      |  |  | 40 yrs | MM  | S/L |

**Part IV Summary** (See instructions)

|    |                                                                                                                                                                                                             |    |               |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------------|
| 21 | Listed property Enter amount from line 28                                                                                                                                                                   | 21 | <b>0.</b>     |
| 22 | Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions | 22 | <b>1,415.</b> |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                                     | 23 |               |

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A – Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

| 24a Do you have evidence to support the business/investment use claimed?                                                                                                    |                               |                                           |                            |                                                              | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | 24b If 'Yes,' is the evidence written? |                                 | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------|----------------------------|--------------------------------------------------------------|-----------------------------------------|-----------------------------|----------------------------------------|---------------------------------|-----------------------------------------|-----------------------------|
| (a)<br>Type of property (list vehicles first)                                                                                                                               | (b)<br>Date placed in service | (c)<br>Business/investment use percentage | (d)<br>Cost or other basis | (e)<br>Basis for depreciation (business/investment use only) | (f)<br>Recovery period                  | (g)<br>Method/Convention    | (h)<br>Depreciation deduction          | (i)<br>Elected section 179 cost |                                         |                             |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) |                               |                                           |                            |                                                              |                                         |                             | 25                                     |                                 |                                         |                             |
| 26 Property used more than 50% in a qualified business use:                                                                                                                 |                               |                                           |                            |                                                              |                                         |                             |                                        |                                 |                                         |                             |
| COMPUTER EQUIPMENT                                                                                                                                                          | 01/04/99                      | 100.00                                    | 8,226.                     | 8,226.                                                       | 5.00                                    | SL-HY                       | 0.                                     |                                 |                                         |                             |
| 27 Property used 50% or less in a qualified business use                                                                                                                    |                               |                                           |                            |                                                              |                                         |                             |                                        |                                 |                                         |                             |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1                                                                                        |                               |                                           |                            |                                                              |                                         |                             | 28                                     | 0.                              |                                         |                             |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1                                                                                                     |                               |                                           |                            |                                                              |                                         |                             | 29                                     |                                 |                                         |                             |

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

|                                                                                            | (a)<br>Vehicle 1 |    | (b)<br>Vehicle 2 |    | (c)<br>Vehicle 3 |    | (d)<br>Vehicle 4 |    | (e)<br>Vehicle 5 |    | (f)<br>Vehicle 6 |    |
|--------------------------------------------------------------------------------------------|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| 30 Total business/investment miles driven during the year (do not include commuting miles) |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| 31 Total commuting miles driven during the year                                            |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| 32 Total other personal (noncommuting) miles driven                                        |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| 33 Total miles driven during the year. Add lines 30 through 32                             |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
|                                                                                            | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No |
| 34 Was the vehicle available for personal use during off-duty hours?                       |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| 35 Was the vehicle used primarily by a more than 5% owner or related person?               |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| 36 Is another vehicle available for personal use?                                          |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

|                                                                                                                                                                                                                            |     |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?                                                                                         | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners. |     |    |
| 39 Do you treat all use of vehicles by employees as personal use?                                                                                                                                                          |     |    |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?                                                    |     |    |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)                                                                                                                     |     |    |
| <b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.                                                                                                         |     |    |

**Part VI Amortization**

| (a)<br>Description of costs                                                        | (b)<br>Date amortization begins | (c)<br>Amortizable amount | (d)<br>Code section | (e)<br>Amortization period or percentage | (f)<br>Amortization for this year |
|------------------------------------------------------------------------------------|---------------------------------|---------------------------|---------------------|------------------------------------------|-----------------------------------|
| 42 Amortization of costs that begins during your 2011 tax year (see instructions). |                                 |                           |                     |                                          |                                   |
| 43 Amortization of costs that began before your 2011 tax year                      |                                 |                           |                     |                                          |                                   |
| 44 Total. Add amounts in column (f). See the instructions for where to report      |                                 |                           |                     |                                          | 44                                |



**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service► **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 ☒
- 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](http://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***Enter filer's identifying number, see instructions**

|                                                                                            |                                                                                                                                               |                                                       |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                                                                                  | Employer identification number (EIN) or               |
|                                                                                            | <b>THE KURT BERLINER FOUNDATION, INC.</b>                                                                                                     | <input checked="" type="checkbox"/> <b>13-3320078</b> |
|                                                                                            | Number, street, and room or suite number. If a P.O. box, see instructions                                                                     | Social security number (SSN)                          |
|                                                                                            | <b>280 ROUND HILL RD, c/o R.E. PATTI-AVELLINO,</b><br>City, town or post office, state, and ZIP code. For a foreign address, see instructions | <input type="checkbox"/>                              |
|                                                                                            | <b>GREENWICH</b>                                                                                                                              | <b>CT 06830</b>                                       |

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-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 (section 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)         | 06          | Form 8870                | 12          |

- The books are in the care of ► **R. ELLEN PATTI AVELLINO**

Telephone No. ► **(203) 869-8506** FAX No. ► **(203) 869-8506**

- 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 **Aug 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 **11** or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

**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

|                                                                                                                                                                                              |           |                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------------|
| <b>3a</b> 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.                                   | <b>3a</b> | \$ <b>0.</b>     |
| <b>b</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. | <b>3b</b> | \$ <b>1,500.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | <b>3c</b> | \$ <b>0.</b>     |

**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.

**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2012)

**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2011**

Name

Employer Identification Number

**THE KURT BERLINER FOUNDATION, INC.**

**13-3320078**

**Asset Information:**

Description of Property

**SALE OF STOCKS & BONDS**

Date Acquired Various

How Acquired Purchased

Date Sold Various

Name of Buyer MERRILL LYNCH & RBC ADVISORS

Sales Price: 861,023.

Cost or other basis (do not reduce by depreciation) 782,389.

Sales Expense

Valuation Method Cost

Total Gain (Loss): 78,634.

Accumulation Depreciation.

Description of Property

Date Acquired.

How Acquired:

Date Sold:

Name of Buyer

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense

Valuation Method

Total Gain (Loss)

Accumulation Depreciation

Description of Property

Date Acquired

How Acquired:

Date Sold

Name of Buyer

Sales Price.

Cost or other basis (do not reduce by depreciation)

Sales Expense

Valuation Method

Total Gain (Loss)

Accumulation Depreciation

Description of Property

Date Acquired

How Acquired:

Date Sold:

Name of Buyer

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense

Valuation Method

Total Gain (Loss):

Accumulation Depreciation

Description of Property

Date Acquired:

How Acquired

Date Sold.

Name of Buyer:

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense

Valuation Method

Total Gain (Loss):

Accumulation Depreciation.

Description of Property

Date Acquired

How Acquired

Date Sold.

Name of Buyer:

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense

Valuation Method.

Total Gain (Loss)

Accumulation Depreciation

Description of Property

Date Acquired

How Acquired

Date Sold:

Name of Buyer:

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method

Total Gain (Loss)

Accumulation Depreciation.

Description of Property

Date Acquired:

How Acquired:

Date Sold

Name of Buyer

Sales Price

Cost or other basis (do not reduce by depreciation)

Sales Expense.

Valuation Method

Total Gain (Loss):

Accumulation Depreciation

**Miscellaneous Statement****PAGE 10 PART XV 2-b**

**WRITTEN PROPOSAL INCLUDING GENERAL HISTORY  
OF GRANTEE INCLUDING MISSION STATEMENT  
AND LISTING OF DIRECTORS, OPERATING AND  
FINANCIAL DETAILS OF THE SPECIFIC PROJECT  
FOR WHICH FUNDING IS REQUESTED, MINIMUM  
TWO (2) YEARS TAX RETURNS AND FINANCIAL  
STATEMENTS.**

Total

**Miscellaneous Statement****PAGE 10 PART XV 2-d**

**IN GENERAL, THE FOUNDATION DOES NOT FUND  
START-UP CHARITIES AND/OR PROJECTS, NOR  
ENDOWMENT OR ENDOWMENT-TYPE NEEDS OF  
ANY NATURE, NOR CHARITIES THAT DO NOT  
HAVE EITHER AUDITED OR CERTIFIED  
FINANCIAL STATEMENTS. IN ADDITION, ONLY  
IRS 501(c)(3) ORGANIZATIONS WILL BE  
CONSIDERED FOR GRANT FUNDING.**

Total

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

| Taxes                     | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|---------------------------|--------------|-------------|-------------|--------------|
| <b>NYS CHARITIES FEE</b>  | <b>250.</b>  |             |             |              |
| <b>FOREIGN TAXES</b>      | <b>150.</b>  | <b>150.</b> |             |              |
| <b>FEDERAL EXCISE TAX</b> | <b>572.</b>  |             |             |              |

Total 972. 150.

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

| Other expenses:               | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|-------------------------------|--------------|-------------|-------------|--------------|
| <b>COMPUTER EXPENSES</b>      | <b>316.</b>  |             |             |              |
| <b>TELEPHONE</b>              | <b>345.</b>  |             |             |              |
| <b>OFFICE EXPENSES</b>        | <b>327.</b>  |             |             |              |
| <b>CREDIT CARD FEES</b>       | <b>260.</b>  |             |             |              |
| <b>BROKER PROCESSING FEES</b> | <b>43.</b>   | <b>43.</b>  |             |              |

Total 1,291. 43.

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

| (a)<br>Name and address                                                                                                                                              | (b)<br>Title, and<br>average hours<br>per week<br>devoted to<br>position | (c)<br>Compensation<br>(If not paid,<br>enter -0-) | (d)<br>Contributions<br>to employee<br>benefit plans<br>and deferred<br>compensation | (e)<br>Expense<br>account, other<br>allowances |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------|
| Person <input checked="" type="checkbox"/> Business <input type="checkbox"/><br><b>GABRIELLA AVELLINO</b><br><b>280 ROUND HILL ROAD</b><br><b>GREENWICH CT 06832</b> | <b>DIRECTOR</b><br><b>1.00</b>                                           | <b>0.</b>                                          | <b>0.</b>                                                                            | <b>0.</b>                                      |
| Person <input checked="" type="checkbox"/> Business <input type="checkbox"/><br><b>FRANK E. SELNES</b><br><b>47 POTTER AVE.</b><br><b>STATEN ISLAND NY 10312</b>     | <b>PRES &amp; DIRECTOR</b><br><b>2.00</b>                                | <b>0.</b>                                          | <b>0.</b>                                                                            | <b>0.</b>                                      |
| Person <input checked="" type="checkbox"/> Business <input type="checkbox"/><br><b>JOHN T. AVELLINO</b><br><b>280 ROUND HILL ROAD</b><br><b>GREENWICH CT 06832</b>   | <b>DIRECTOR</b><br><b>1.00</b>                                           | <b>0.</b>                                          | <b>0.</b>                                                                            | <b>0.</b>                                      |

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

## Line 3a statement

| Recipient<br><br>Name and address<br>(home or business) | If recipient is<br>an individual,<br>show any<br>relationship to<br>any foundation<br>manager or<br>substantial<br>contributor | Founda-<br>tion<br>status<br>of re-<br>cipient | Purpose of<br>grant or contribution | Person or<br>Business<br>Checkbox<br><br>Amount |
|---------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-------------------------------------|-------------------------------------------------|
| <b>a Paid during the year</b>                           |                                                                                                                                |                                                |                                     |                                                 |
| <u>NEW YORK BOTANICAL GARDENS</u>                       | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>200TH ST. &amp; KAZIMIROFF BLVD</u>                  |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>BRONX NY 10458</u>                                   |                                                                                                                                |                                                |                                     | 3,000.                                          |
| <u>GARDEN CLUB OF AMERICA</u>                           | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>14 EAST 50th</u>                                     |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>ST., NY NY 10022</u>                                 |                                                                                                                                |                                                |                                     | 26,600.                                         |
| <u>UNIV OF PENNSYLVANIA</u>                             | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>601 FRANKLIN BLDG</u>                                |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>PHILADELPHIA PA 19104</u>                            |                                                                                                                                |                                                |                                     | 250.                                            |
| <u>THE HOTCHKISS SCHOOL</u>                             | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED GIFT</u>              | Person or <input type="checkbox"/>              |
| <u>11 INTERLAKEN ROAD</u>                               |                                                                                                                                | <u>EXEMPT</u>                                  | <u>SCHOLARSHIP</u>                  | Business <input checked="" type="checkbox"/>    |
| <u>LAKEVILLE CT 06039</u>                               |                                                                                                                                |                                                | <u>FUND</u>                         | 2,000.                                          |
| <u>FRIENDS OF KAREN INC</u>                             | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED TO</u>                | Person or <input type="checkbox"/>              |
| <u>875 THIRD AVENUE 19th FL</u>                         |                                                                                                                                | <u>EXEMPT</u>                                  | <u>HOUSING FUND</u>                 | Business <input checked="" type="checkbox"/>    |
| <u>NEW YORK NY 10001</u>                                |                                                                                                                                |                                                | <u>OPERATIONS</u>                   | 2,500.                                          |
| <u>BOSTON UNIV MED SCHOOL</u>                           | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED GIFT TO</u>           | Person or <input type="checkbox"/>              |
| <u>72 E. CONCORD ST L-219</u>                           |                                                                                                                                | <u>EXEMPT</u>                                  | <u>CAPITAL CAMPAIGN</u>             | Business <input checked="" type="checkbox"/>    |
| <u>BOSTON MA 06878</u>                                  |                                                                                                                                |                                                | <u>BUILDING ON CAMPUS</u>           | 21,500.                                         |
| <u>FRIENDS OF KAREN INC</u>                             | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>875 THIRD AVENUE 19th FL</u>                         |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>NEW YORK NY 10001</u>                                |                                                                                                                                |                                                |                                     | 1,000.                                          |
| <u>NATIONAL GARDEN CLUBS</u>                            | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED TO</u>                | Person or <input type="checkbox"/>              |
| <u>4401 MAGNOLIA AVANUE</u>                             |                                                                                                                                | <u>EXEMPT</u>                                  | <u>FLOWER SHOWS &amp;</u>           | Business <input checked="" type="checkbox"/>    |
| <u>ST. LOUIS MO 63110</u>                               |                                                                                                                                |                                                | <u>FUNDRAISING</u>                  | 1,000.                                          |
| <u>EXCHANGE FOR WOMEN'S WORK INC</u>                    | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>28 SHERWOOD PLACE</u>                                |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>GREENWICH CT 06830</u>                               |                                                                                                                                |                                                |                                     | 10,000.                                         |
| <u>MARITIME MUSEUM</u>                                  | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>10 NORTH WATER ST</u>                                |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>NORWALK CT 06854</u>                                 |                                                                                                                                |                                                |                                     | 150.                                            |
| <u>AUDUBON SOCIETY OF AMERICA</u>                       | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED</u>                   | Person or <input type="checkbox"/>              |
| <u>613 RIVERSVILLE ROAD</u>                             |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT FOR OPEN</u>                | Business <input checked="" type="checkbox"/>    |
| <u>GREENWICH CT 06831</u>                               |                                                                                                                                |                                                | <u>SPACE</u>                        | 22,500.                                         |
| <u>MEALS ON WHEELS INC</u>                              | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>89 MAPLE AVENUE</u>                                  |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>GREENWICH CT 06831</u>                               |                                                                                                                                |                                                |                                     | 500.                                            |
| <u>WAFU USA, INC</u>                                    | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>6329 EAST 55TH PLACE</u>                             |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>INDIANAPOLIS IN 46226</u>                            |                                                                                                                                |                                                |                                     | 14,600.                                         |
| <u>GARDEN EDUCATION CENTER</u>                          | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>PO BOX 1600</u>                                      |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>GREENWICH CT 06831</u>                               |                                                                                                                                |                                                |                                     | 1,250.                                          |
| <u>NATIONAL HYPERTENSION ASSOC. INC</u>                 | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>324 EAST 30TH STREET</u>                             |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>NEW YORK NY 10001</u>                                |                                                                                                                                |                                                |                                     | 1,000.                                          |

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

| Recipient<br>Name and address<br>(home or business) | If recipient is<br>an individual,<br>show any<br>relationship to<br>any foundation<br>manager or<br>substantial<br>contributor | Founda-<br>tion<br>status<br>of re-<br>cipient | Purpose of<br>grant or contribution | Person or<br>Business<br>Checkbox<br><br>Amount |
|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-------------------------------------|-------------------------------------------------|
| <b>a Paid during the year</b>                       |                                                                                                                                |                                                |                                     |                                                 |
| <u>NY HORTICULTURAL SOCIETY</u>                     | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>148 WEST 37TH STREET</u>                         |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>NEW YORK NY 10001</u>                            |                                                                                                                                |                                                |                                     | <u>15,350.</u>                                  |
| <u>PENNSYLVANIA HORTICULTURAL SOCIETY</u>           | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>100 NORTH 20TH ST. 5TH FLR</u>                   |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>PHILADELPHIA PA 19103</u>                        |                                                                                                                                |                                                |                                     | <u>4,050.</u>                                   |
| <u>ROYAL OAK FOUNDATION</u>                         | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>35 WEST 35TH ST STE 1200</u>                     |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>NEW YORK NY 10001</u>                            |                                                                                                                                |                                                |                                     | <u>1,340.</u>                                   |
| <u>SOCIETY OF THE FOUR ARTS</u>                     | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>FOUR ARTS PLAZA</u>                              |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>PALM BEACH FL 33480</u>                          |                                                                                                                                |                                                |                                     | <u>2,300.</u>                                   |
| <u>THE SALVATION ARMY NAT'L HDQTRS</u>              | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>615 SISTERS LANE</u>                             |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>ALEXANDRIA VA 22313</u>                          |                                                                                                                                |                                                |                                     | <u>300.</u>                                     |
| <u>TEMPLE ISRAEL</u>                                | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>UNRESTRICTED</u>                 | Person or <input type="checkbox"/>              |
| <u>280 OLD MARMAMONECK ROAD</u>                     |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input checked="" type="checkbox"/>    |
| <u>WHITE PLAINS NY 10605</u>                        |                                                                                                                                |                                                |                                     | <u>1,000.</u>                                   |
| <u>THE ROTARY FOUNDATION</u>                        | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED</u>                   | Person or <input type="checkbox"/>              |
| <u>VALLEY ROAD</u>                                  |                                                                                                                                | <u>EXEMPT</u>                                  | <u>CHILDREN'S FUND</u>              | Business <input checked="" type="checkbox"/>    |
| <u>GREENWICH CT 06836</u>                           |                                                                                                                                |                                                | <u>GIFT</u>                         | <u>1,250.</u>                                   |
| <u>THE ACTOR'S FUND</u>                             | <u>N/A</u>                                                                                                                     | <u>TAX</u>                                     | <u>RESTRICTED</u>                   | Person or <input type="checkbox"/>              |
| <u>729 SEVENTH AVENUE</u>                           |                                                                                                                                | <u>EXEMPT</u>                                  | <u>GIFT</u>                         | Business <input type="checkbox"/>               |
| <u>NEW YORK NY 10019</u>                            |                                                                                                                                |                                                | <u>AIDS PROJECT</u>                 | <u>2,500.</u>                                   |
|                                                     |                                                                                                                                |                                                |                                     | Person or <input type="checkbox"/>              |
|                                                     |                                                                                                                                |                                                |                                     | Business <input checked="" type="checkbox"/>    |

Total

135,940.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

| Name of<br>Provider          | Type of Service<br>Provided   | Amount<br>Paid<br>Per Books | Net<br>Investment<br>Income | Adjusted<br>Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|------------------------------|-------------------------------|-----------------------------|-----------------------------|---------------------------|---------------------------------------------|
| <u>ROY J MACCHIAROLA CPA</u> | <u>ACCOUNTING AND TAX SER</u> | <u>8,000.</u>               |                             |                           |                                             |

Total

8,000.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

| Name of Provider     | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| <b>MERRILL LYNCH</b> | INVESTMENT ADVISOR       | 7,094.                |                       |                     |                                       |
| <b>DSM CAPITAL</b>   | INVESTMENT ADVISOR       | 12,290.               |                       |                     |                                       |
| <b>Total</b>         |                          | <b>19,384.</b>        |                       |                     |                                       |

Form 990-PF, Line 19

**Allocated Depreciation**

| Description          | Date Acquire | Cost or Basis | Prior Yr Depr | Mthd  | Life | Current Depr | Net Invest Income | Adjusted Net Income |
|----------------------|--------------|---------------|---------------|-------|------|--------------|-------------------|---------------------|
| COMPUTER EQUIPMENT   | 01/04/99     | 8226          | 8226          | SL    | 5.00 | 0            |                   |                     |
| FURNISHINGS          | 03/01/00     | 2290          | 2290          | 200DB | 5.00 | 0            |                   |                     |
| FURNITURE & FIXTURES | 03/01/00     | 4272          | 4272          | 200DB | 7.00 | 0            |                   |                     |
| OFFICE EQUIPMENT     | 03/01/00     | 4270          | 4270          | 200DB | 5.00 | 0            |                   |                     |
| OFFICE EQUIPMENT     | 07/22/02     | 930           | 930           | SL    | 5.00 | 0            |                   |                     |
| OFFICE FURNITURE     | 07/01/02     | 4674          | 4660          | SL    | 7.00 | 0            |                   |                     |
| FURNISHINGS          | 07/01/02     | 6128          | 6128          | SL    | 7.00 | 0            |                   |                     |
| FURNISHINGS          | 07/01/03     | 1221          | 1221          | 200DB | 7.00 | 0            |                   |                     |
| FURNITURE & FIXTURES | 07/01/03     | 9007          | 9007          | 200DB | 5.00 | 0            |                   |                     |
| OFFICE FURNITURE     | 07/01/04     | 8212          | 7839          | 200DB | 7.00 | 373          |                   |                     |
| OFFICE EQUIPMENT     | 07/01/04     | 3847          | 3847          | 200DB | 5.00 | 0            |                   |                     |
| OFFICE FURNITURE     | 07/01/05     | 2240          | 1760          | SL    | 7.00 | 320          |                   |                     |
| COMPUTER EQUIPMENT   | 07/01/05     | 2440          | 2440          | SL    | 5.00 | 0            |                   |                     |
| COMPUTER EQUIPMENT   | 07/01/08     | 3607          | 1803          | SL    | 5.00 | 722          |                   |                     |
| <b>Total</b>         |              |               |               |       |      |              |                   |                     |

Form 990-PF, Page 2, Part II, Line 10a

**L-10a Stmt**

| Line 10a - Investments - US and State Government Obligations: | End of Year                            |                                 | End of Year                          |                               |
|---------------------------------------------------------------|----------------------------------------|---------------------------------|--------------------------------------|-------------------------------|
|                                                               | State and Local Obligations Book Value | State and Local Obligations FMV | US Government Obligations Book Value | US Government Obligations FMV |
| 120K FED HOME LN MTG CORP 5.75% 01/                           |                                        |                                 | 124,780.                             | 120,228.                      |
| <b>Total</b>                                                  |                                        |                                 | <b>124,780.</b>                      | <b>120,228.</b>               |

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

| Line 10b - Investments - Corporate Stock:        | End of Year |                   |
|--------------------------------------------------|-------------|-------------------|
|                                                  | Book Value  | Fair Market Value |
| SEE SUPPORTING SCHEDULE ATTACHED - MERRILL LYNCH | 116,966.    | 427,128.          |
| SEE SUPPORTING SCHEDULE ATTACHED - RBC ADVISORS  | 1,034,460.  | 1,221,911.        |



Form 990-PF, Page 2, Part II, Line 10b

Continued

**L-10b Stmt**

| Line 10b - Investments - Corporate Stock: | End of Year       |                   |
|-------------------------------------------|-------------------|-------------------|
|                                           | Book Value        | Fair Market Value |
| Total                                     | <u>1,151,426.</u> | <u>1,649,039.</u> |

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

| Line 10c - Investments - Corporate Bonds:                  | End of Year     |                   |
|------------------------------------------------------------|-----------------|-------------------|
|                                                            | Book Value      | Fair Market Value |
| <u>130K GENERAL ELECTRIC CO NOTES GLB 5.00% 02/01/2013</u> | <u>127,639.</u> | <u>135,473.</u>   |
| Total                                                      | <u>127,639.</u> | <u>135,473.</u>   |

Form 990-PF, Page 2, Part II, Line 11

**L-11 Stmt**

| Line 11b - Description of Investments<br>Land, Buildings and Equipment | (a)<br>Cost/Other<br>Basis | (b)<br>Accumulated<br>Depreciation | (c)<br>Book Value |
|------------------------------------------------------------------------|----------------------------|------------------------------------|-------------------|
| <u>OFFICE FURNISHINGS</u>                                              | <u>9,639.</u>              | <u>9,639.</u>                      | <u>0.</u>         |
| <u>OFFICE FURNITURE &amp; FIXTURES</u>                                 | <u>28,405.</u>             | <u>28,231.</u>                     | <u>174.</u>       |
| <u>OFFICE EQUIPMENT</u>                                                | <u>9,047.</u>              | <u>9,047.</u>                      | <u>0.</u>         |
| <u>COMPUTER HARDWARE</u>                                               | <u>14,273.</u>             | <u>13,191.</u>                     | <u>1,082.</u>     |
| Total                                                                  | <u>61,364.</u>             | <u>60,108.</u>                     | <u>1,256.</u>     |

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

| Line 15 - Other Assets:            | Beginning<br>Year Book<br>Value | End of Year   |                   |
|------------------------------------|---------------------------------|---------------|-------------------|
|                                    |                                 | Book Value    | Fair Market Value |
| <u>ACCRUED INTEREST RECEIVABLE</u> | <u>7,271.</u>                   | <u>5,228.</u> | <u>5,228.</u>     |
| <u>REFUND RECEIVABLE - VISA</u>    | <u>0.</u>                       | <u>2,220.</u> | <u>2,220.</u>     |
| <u>NYS CHARITIES RECEIVABLE</u>    | <u>0.</u>                       | <u>250.</u>   | <u>250.</u>       |
| Total                              | <u>7,271.</u>                   | <u>7,698.</u> | <u>7,698.</u>     |

**Supporting Statement of:****Form 990-PF, p2/Line 2(a)**

| Description                              | Amount          |
|------------------------------------------|-----------------|
| CITIBANK N A                             | 138.            |
| MERRILL LYNCH EMA CASH ACCOUNT           | 264,164.        |
| RBC ADVISORS SECURITIES CASH & MONEY MKT | 5,219.          |
| Total                                    | <u>269,521.</u> |

**Supporting Statement of:****Form 990-PF, p2/Line 2(b)**

| Description             | Amount          |
|-------------------------|-----------------|
| CASH IN BANK - CITIBANK | 138.            |
| .                       | 160,693.        |
| CASH IN BANK - RBC      | 4,439.          |
| Total                   | <u>165,270.</u> |

**Supporting Statement of:****Form 990-PF, p12/Line 4 Column (e)**

| Description                     | Amount         |
|---------------------------------|----------------|
| INTEREST INCOME - MERRILL LYNCH | 15,393.        |
| DIVIDEND INCOME - MERRILL LYNCH | 11,925.        |
| DIVIDEND INCOME - RBC           | 10,809.        |
| Total                           | <u>38,127.</u> |

THE KUKI BERLINER FOUNDATION INC ID#13-3320078  
SUPPORTING SCHEDULE 2011 FORM 990-PF PG 2 PART II LINE 10(b)  
RBC ADVISOR SERVICES - BOOK VALUE & FAIR MARKET VALUE

US EQUITIES

| DESCRIPTION                                            | SYMBOL/CUSIP | QUANTITY  | MARKET PRICE | MARKET VALUE | NET COST*   |
|--------------------------------------------------------|--------------|-----------|--------------|--------------|-------------|
| ALLERGAN INC                                           | AGN          | 510 000   | \$87.740     | \$44,747.40  | \$33,873.03 |
| APPLE INC                                              | AAPL         | 245 000   | \$405.000    | \$99,225.00  | \$27,171.02 |
| BAKER HUGHES INC                                       | BHI          | 780 000   | \$48.640     | \$37,939.20  | \$44,516.00 |
| CELGENE CORP                                           | CELG         | 1,090,000 | \$67.600     | \$73,684.00  | \$54,486.82 |
| COGNIZANT TECHNOLOGY SOLUTIONS<br>CORP-CL A            | CTSH         | 770 000   | \$64.310     | \$49,518.70  | \$48,433.13 |
| DISCOVERY COMMUNICATIONS INC<br>COM SER A              | DISCA        | 710 000   | \$40.970     | \$29,088.70  | \$29,825.92 |
| DOLLAR GENERAL CORPORATION<br>NEW                      | DG           | 1,120 000 | \$41.140     | \$46,076.80  | \$36,754.58 |
| EXPEDITORS INTERNATIONAL OF<br>WASHINGTON INC          | EXPD         | 930 000   | \$40.960     | \$38,092.80  | \$39,872.39 |
| FRANKLIN RESOURCES INC                                 | BEN          | 200 000   | \$96.060     | \$19,212.00  | \$25,125.22 |
| F5 NETWORKS INC                                        | FFIV         | 330 000   | \$106.120    | \$35,019.60  | \$27,129.68 |
| GENERAL ELECTRIC CO                                    | GE           | 2,490 000 | \$17.910     | \$44,595.90  | \$51,338.42 |
| GOOGLE INC<br>CL A                                     | GOOG         | 44 000    | \$645.900    | \$28,419.60  | \$20,563.40 |
| INTUITIVE SURGICAL INC NEW                             | ISRG         | 67 000    | \$463.010    | \$31,021.67  | \$19,419.09 |
| LAS VEGAS SANDS CORP                                   | LVS          | 680 000   | \$42.730     | \$29,056.40  | \$30,301.32 |
| MONSANTO CO<br>NEW                                     | MON          | 490 000   | \$70.070     | \$34,334.30  | \$34,056.93 |
| NETAPP INC                                             | NTAP         | 800 000   | \$36.270     | \$29,016.00  | \$26,138.88 |
| NIKE INC-CL B                                          | NKE          | 280 000   | \$96.370     | \$26,983.60  | \$23,220.25 |
| PHILIP MORRIS INTERNATIONAL<br>INC                     | PM           | 610 000   | \$78.480     | \$47,872.80  | \$41,371.95 |
| PRAXAIR INC                                            | PX           | 300 000   | \$106.900    | \$32,070.00  | \$29,762.94 |
| PRICELINE COM INC COM NEW                              | PCLN         | 84 000    | \$467.710    | \$39,287.64  | \$23,465.15 |
| ROVI CORP                                              | ROVI         | 340 000   | \$24.580     | \$8,357.20   | \$20,603.74 |
| STARBUCKS CORP                                         | SBUX         | 790 000   | \$46.010     | \$36,347.90  | \$27,891.75 |
| TIFFANY & CO NEW                                       | TIF          | 175 000   | \$66.260     | \$11,595.50  | \$11,625.63 |
| VISA INC<br>CL A COMMON STOCK                          | V            | 700 000   | \$101.530    | \$71,071.00  | \$52,880.60 |
| YUM BRANDS INC                                         | YUM          | 510 000   | \$59.010     | \$30,095.10  | \$25,399.28 |
| 3M COMPANY                                             | MMM          | 560 000   | \$81.730     | \$45,768.80  | \$48,358.19 |
| NESTLE SA-SPONSORED ADR<br>REPSTG REGD ORD (SF 10 PAR) | NSRGY        | 570 000   | \$57.748     | \$32,916.36  | \$29,383.93 |
| SABMiller PLC<br>SPONSORED ADR                         | SBMRY        | 900 000   | \$35.224     | \$31,701.60  | \$27,120.22 |
| SCHLUMBERGER LTD                                       | SLB          | 750 000   | \$68.310     | \$51,232.50  | \$48,973.43 |
| SHIRE PLC<br>AMERICAN DEPOSITARY SHARES                | SHPGY        | 570 000   | \$103.900    | \$59,223.00  | \$41,671.44 |
| TENCENT HOLDINGS LIMITED                               | TCEHY        | 1,410 000 | \$20.099     | \$28,339.59  | \$33,726.19 |
| TOTAL                                                  |              |           |              | 1,221,911    | 1,034,460   |

THE KURT BERLINER FOUNDATION INC ID#13-3320078  
SUPPORTING SCHEDULE 2011 FORM 990-PF PG 2 PART II LINE 10(b)  
MERRILL LYNCH - BOOK VALUE & FAIR MARKET VALUE

CURRENT PORTFOLIO SUMMARY

| Quantity       | Security Description  | Date<br>Acquired | Total/Adj<br>Cost<br>Basis | Fiscal Year<br>Value 12/31/11 |
|----------------|-----------------------|------------------|----------------------------|-------------------------------|
| Equities       |                       |                  |                            |                               |
| 222            | BP PLC SPON ADR       | 01/20/93         | 4,111 38                   | 9,488 28                      |
| 328            | BP PLC SPON ADR       | 01/20/93         | 10,937 50                  | 14,018 72                     |
| 330            | CHEVRON CORP          | 01/20/93         | 5,651.25                   | 35,112 00                     |
| 820            | EXXON MOBIL CORP COM  | 01/20/93         | 11,992 51                  | 69,503.20                     |
| 4,500          | GENERAL ELECTRIC      | 01/20/93         | 30,984 76                  | 80,595 00                     |
| 2,100          | 3M COMPANY            | 01/20/93         | 49,548 44                  | 171,633 00                    |
| 640            | UNITED TECHS CORP COM | 01/20/93         | 3,740.00                   | 46,777 60                     |
| Total Equities |                       |                  | <u>116,966</u>             | <u>427,128</u>                |

Statement Period  
Year Ending 12/31/11

**THE KURT BERLINER FOUNDATION INC**      **ID#13-3320078**  
**SUPPORTING SCHEDULE 2011 FORM 990-PF PART IV LINE 1(d)**  
**COLUMNS (a) – (l)**      **Pg 6 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011  
For Portfolio: BERLFD - The Kurt Berliner Foundation

|                           |                        | Dates      |            | Reference Numbers |        |        | Realized Gain/Loss |           |           |            |                         |           |       |
|---------------------------|------------------------|------------|------------|-------------------|--------|--------|--------------------|-----------|-----------|------------|-------------------------|-----------|-------|
| Identifier                | Security Name          | Buy        | Sell       | Trans             | COT    | LOT    | Shares/PAR         | Proceeds  | Cost      | Short Term | %                       | Long Term | %     |
| STT                       | State Street           | 6/5/2009   | 2/8/2011   | 369311            | 170700 | 93774  | 155                | 7,311.30  | 7,521.18  | 0.00       | 0.00                    | -209.88   | -2.79 |
| STT                       | State Street           | 6/5/2009   | 2/9/2011   | 371446            | 172556 | 93774  | 20                 | 942.21    | 970.48    | 0.00       | 0.00                    | -28.27    | -2.91 |
| STT                       | State Street           | 6/17/2009  | 2/9/2011   | 371446            | 172557 | 95048  | 130                | 6,124.35  | 5,939.40  | 0.00       | 0.00                    | 184.95    | 3.11  |
| STT                       | State Street           | 8/3/2010   | 2/9/2011   | 371446            | 172558 | 138630 | 200                | 9,422.08  | 8,023.90  | 1,398.18   | 17.43                   | 0.00      | 0.00  |
| STT Total                 |                        |            |            |                   |        |        | 715                | 33,705.57 | 31,512.01 | 1,398.18   | 4.44                    | 795.38    | 2.52  |
| TGT                       | Target                 | 12/15/2009 | 1/6/2011   | 356537            | 163791 | 110258 | 60                 | 3,324.53  | 2,867.59  | 0.00       | 0.00                    | 456.94    | 15.93 |
| TGT                       | Target                 | 12/21/2009 | 1/6/2011   | 356537            | 163792 | 110801 | 200                | 11,081.77 | 9,857.72  | 0.00       | 0.00                    | 1,224.05  | 12.42 |
| TGT                       | Target                 | 1/7/2010   | 1/6/2011   | 356537            | 163793 | 111384 | 210                | 11,635.86 | 10,558.19 | 1,077.67   | 10.21                   | 0.00      | 0.00  |
| TGT                       | Target                 | 4/8/2010   | 1/6/2011   | 356537            | 163794 | 122893 | 160                | 8,865.41  | 8,954.57  | -89.16     | -1.00                   | 0.00      | 0.00  |
| TGT Total                 |                        |            |            |                   |        |        | 630                | 34,907.57 | 32,238.07 | 988.51     | 3.07                    | 1,680.99  | 5.21  |
| VAR                       | Vanan Medical Systems  | 10/14/2008 | 1/4/2011   | 354473            | 163012 | 70247  | 10                 | 692.03    | 439.72    | 0.00       | 0.00                    | 252.31    | 57.38 |
| VAR                       | Vanan Medical Systems  | 10/24/2008 | 1/4/2011   | 354473            | 163013 | 76033  | 50                 | 3,460.15  | 2,049.86  | 0.00       | 0.00                    | 1,410.29  | 68.80 |
| VAR                       | Vanan Medical Systems  | 10/24/2008 | 8/10/2011  | 436515            | 202576 | 76033  | 40                 | 2,120.57  | 1,639.89  | 0.00       | 0.00                    | 480.68    | 29.31 |
| VAR                       | Vanan Medical Systems  | 7/30/2009  | 8/10/2011  | 436515            | 202577 | 99174  | 160                | 8,482.30  | 5,500.18  | 0.00       | 0.00                    | 2,982.12  | 54.22 |
| VAR                       | Vanan Medical Systems  | 11/2/2009  | 8/10/2011  | 436515            | 202578 | 106925 | 180                | 9,542.59  | 7,838.34  | 0.00       | 0.00                    | 1,704.25  | 21.74 |
| VAR                       | Varian Medical Systems | 5/20/2011  | 8/10/2011  | 436515            | 202579 | 185065 | 80                 | 4,241.15  | 5,524.45  | -1,283.30  | -23.23                  | 0.00      | 0.00  |
| VAR Total                 |                        |            |            |                   |        |        | 520                | 28,538.79 | 22,992.44 | -1,283.30  | -5.58                   | 6,829.65  | 29.70 |
| WPPGY                     | WPP plc                | 2/16/2011  | 9/7/2011   | 453490            | 214735 | 165568 | 190                | 9,307.71  | 12,773.32 | -3,465.61  | -27.13                  | 0.00      | 0.00  |
| WPPGY                     | WPP plc                | 2/18/2011  | 9/7/2011   | 453490            | 214736 | 166198 | 190                | 9,307.71  | 12,984.11 | -3,676.40  | -28.31                  | 0.00      | 0.00  |
| WPPGY                     | WPP plc                | 4/21/2011  | 9/7/2011   | 453490            | 214737 | 174980 | 80                 | 3,919.03  | 5,002.92  | -1,083.89  | -21.67                  | 0.00      | 0.00  |
| WPPGY Total               |                        |            |            |                   |        |        | 460                | 22,534.45 | 30,760.35 | -8,225.90  | -26.74                  | 0.00      | 0.00  |
| YUM                       | Yum! Brands            | 7/29/2011  | 12/14/2011 | 476838            | 226638 | 188004 | 200                | 11,481.37 | 10,588.60 | 892.77     | 8.43                    | 0.00      | 0.00  |
| YUM                       | Yum! Brands            | 7/29/2011  | 12/20/2011 | 479660            | 227717 | 188004 | 40                 | 2,328.23  | 2,117.72  | 210.51     | 9.94                    | 0.00      | 0.00  |
| YUM                       | Yum! Brands            | 8/3/2011   | 12/20/2011 | 479660            | 227718 | 189063 | 40                 | 2,328.23  | 2,019.10  | 309.13     | 15.31                   | 0.00      | 0.00  |
| YUM Total                 |                        |            |            |                   |        |        | 280                | 16,137.82 | 14,725.42 | 1,412.40   | 9.59                    | 0.00      | 0.00  |
| BERLFD Total in US Dollar |                        |            |            |                   |        |        |                    |           | 741,023   | 662,389    | NET CAPITAL GAIN 78,634 |           |       |

**THE KURT BERLINER FOUNDATION INC**      **ID#13-3320078**  
**SUPPORTING SCHEDULE 2011 FORM 990-PF PART IV LINE 1(d)**  
**COLUMNS (a) – (l)**      **Pg 1 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011  
For Portfolio: BERLFD - The Kurt Berliner Foundation

| Identifier | Security Name                  | Dates      |           | Reference Numbers |        |        | Shares/PA | Proceeds  | Cost      | Realized Gain/Loss |        |                   |
|------------|--------------------------------|------------|-----------|-------------------|--------|--------|-----------|-----------|-----------|--------------------|--------|-------------------|
|            |                                | Buy        | Sell      | Trans             | COT    | LOT    |           |           |           | Short Term         | %      | Long Term         |
| ADBE       | Adobe                          | 2/1/2007   | 8/10/2011 | 436506            | 202560 | 6750   | 160       | 3,780.95  | 6,186.91  | 0.00               | 0.00   | -2,405.96 -38.89  |
| ADBE       | Adobe                          | 2/15/2007  | 8/10/2011 | 436506            | 202561 | 6751   | 110       | 2,599.40  | 4,259.59  | 0.00               | 0.00   | -1,660.19 -38.98  |
| ADBE       | Adobe                          | 1/3/2008   | 8/10/2011 | 436506            | 202562 | 29300  | 250       | 5,907.73  | 10,444.95 | 0.00               | 0.00   | -4,537.22 -43.44  |
| ADBE       | Adobe                          | 4/22/2009  | 8/10/2011 | 436506            | 202563 | 89203  | 220       | 5,198.81  | 5,372.69  | 0.00               | 0.00   | -173.88 -3.24     |
| ADBE       | Adobe                          | 2/8/2010   | 8/10/2011 | 436506            | 202564 | 114250 | 190       | 4,489.88  | 6,184.14  | 0.00               | 0.00   | -1,694.26 -27.40  |
| ADBE       | Adobe                          | 9/22/2010  | 8/10/2011 | 436506            | 202565 | 142923 | 210       | 4,962.50  | 5,446.14  | -483.64            | -8.88  | 0.00 0.00         |
| ADBE       | Adobe                          | 5/11/2011  | 8/10/2011 | 436506            | 202566 | 181615 | 70        | 1,654.17  | 2,506.47  | -852.30            | -34.00 | 0.00 0.00         |
| ADBE Total |                                |            |           |                   |        |        |           | 28,593.43 | 40,400.89 | -1,335.95          | -3.31  | -10,471.51 -25.92 |
| AGN        | Allergan                       | 1/20/2010  | 5/19/2011 | 414057            | 193427 | 112500 | 70        | 5,818.52  | 4,269.95  | 0.00               | 0.00   | 1,548.57 36.27    |
| ALTR       | Altera Corp                    | 2/8/2010   | 3/21/2011 | 383063            | 179579 | 114251 | 100       | 4,075.10  | 2,206.36  | 0.00               | 0.00   | 1,868.74 84.70    |
| ALTR       | Altera Corp                    | 2/8/2010   | 3/24/2011 | 384734            | 180557 | 114251 | 250       | 10,536.12 | 5,515.90  | 0.00               | 0.00   | 5,020.22 91.01    |
| ALTR       | Altera Corp                    | 2/9/2010   | 3/24/2011 | 384734            | 180558 | 116012 | 40        | 1,685.78  | 882.34    | 0.00               | 0.00   | 803.44 91.06      |
| ALTR       | Altera Corp                    | 2/9/2010   | 3/30/2011 | 387366            | 181942 | 116012 | 160       | 6,921.82  | 3,529.36  | 0.00               | 0.00   | 3,392.46 96.12    |
| ALTR       | Altera Corp                    | 2/9/2010   | 4/5/2011  | 390034            | 182489 | 116012 | 130       | 5,613.04  | 2,867.61  | 0.00               | 0.00   | 2,745.43 95.74    |
| ALTR Total |                                |            |           |                   |        |        |           | 28,831.86 | 15,001.57 | 0.00               | 0.00   | 13,830.29 92.19   |
| CELG       | Celgene                        | 5/24/2006  | 2/3/2011  | 368160            | 169999 | 6723   | 210       | 10,387.85 | 8,284.50  | 0.00               | 0.00   | 2,103.35 25.39    |
| CELG       | Celgene                        | 5/25/2006  | 2/3/2011  | 368160            | 170000 | 6728   | 110       | 5,441.25  | 4,404.40  | 0.00               | 0.00   | 1,036.85 23.54    |
| CELG Total |                                |            |           |                   |        |        |           | 15,829.10 | 12,688.90 | 0.00               | 0.00   | 3,140.20 24.75    |
| CHRW       | C.H. Robinson Worldwide        | 4/21/2010  | 4/18/2011 | 395482            | 185593 | 125611 | 50        | 3,751.51  | 3,023.17  | 728.34             | 24.09  | 0.00 0.00         |
| CHRW       | C.H. Robinson Worldwide        | 4/21/2010  | 1/7/2011  | 358099            | 165226 | 125611 | 190       | 15,128.04 | 11,488.05 | 3,639.99           | 31.69  | 0.00 0.00         |
| CHRW       | C.H. Robinson Worldwide        | 4/23/2010  | 4/18/2011 | 395482            | 185594 | 126437 | 30        | 2,250.91  | 1,842.28  | 408.63             | 22.18  | 0.00 0.00         |
| CHRW       | C.H. Robinson Worldwide        | 4/23/2010  | 5/19/2011 | 414803            | 193904 | 126437 | 50        | 4,020.77  | 3,070.47  | 0.00               | 0.00   | 950.30 30.95      |
| CHRW       | C.H. Robinson Worldwide        | 4/23/2010  | 8/10/2011 | 436508            | 202567 | 126437 | 40        | 2,567.83  | 2,456.37  | 0.00               | 0.00   | 111.46 4.54       |
| CHRW       | C.H. Robinson Worldwide        | 4/28/2010  | 8/10/2011 | 436508            | 202568 | 127892 | 90        | 5,777.62  | 5,481.41  | 0.00               | 0.00   | 296.21 5.40       |
| CHRW       | C.H. Robinson Worldwide        | 7/28/2010  | 8/10/2011 | 436508            | 202569 | 138212 | 110       | 7,061.53  | 7,071.63  | 0.00               | 0.00   | -10.10 -0.14      |
| CHRW       | C.H. Robinson Worldwide        | 10/19/2010 | 8/10/2011 | 436508            | 202570 | 144222 | 150       | 9,629.36  | 10,803.85 | -1,174.49          | -10.87 | 0.00 0.00         |
| CHRW Total |                                |            |           |                   |        |        |           | 50,187.57 | 45,237.23 | 3,602.47           | 7.96   | 1,347.87 2.98     |
| CTSH       | Cognizant Technology Solutions | 5/15/2009  | 4/26/2011 | 400258            | 187322 | 92255  | 60        | 4,911.49  | 1,552.67  | 0.00               | 0.00   | 3,358.82 216.3    |

**THE KURT BERLINER FOUNDATION INC**      **ID#13-3320078**  
**SUPPORTING SCHEDULE 2011 FORM 990-PF PART IV LINE 1(d)**  
**COLUMNS (a) – (l)**      **Pg 2 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011

For Portfolio: BERLFD - The Kurt Berliner Foundation

| Identifier  | Security Name                  | Dates      |            | Reference Numbers |        |        | Shares/PAR |           | Cost      | Realized Gain/Loss |        |           |
|-------------|--------------------------------|------------|------------|-------------------|--------|--------|------------|-----------|-----------|--------------------|--------|-----------|
|             |                                | Buy        | Sell       | Trans             | COT    | LOT    | Shares/PAR | Proceeds  |           | Short Term         | %      | Long Term |
| CTSH        | Cognizant Technology Solutions | 5/15/2009  | 4/27/2011  | 401101            | 187906 | 92255  | 110        | 8,937.47  | 2,846.57  | 0.00               | 0.00   | 6,090.90  |
| CTSH        | Cognizant Technology Solutions | 5/15/2009  | 3/10/2011  | 380115            | 178455 | 92255  | 100        | 7,641.36  | 2,587.79  | 0.00               | 0.00   | 5,053.57  |
| CTSH        | Cognizant Technology Solutions | 6/5/2009   | 4/27/2011  | 401101            | 187907 | 93773  | 60         | 4,874.98  | 1,622.20  | 0.00               | 0.00   | 3,252.78  |
| CTSH        | Cognizant Technology Solutions | 6/5/2009   | 5/3/2011   | 406601            | 190457 | 93773  | 110        | 8,519.65  | 2,974.03  | 0.00               | 0.00   | 5,545.62  |
| CTSH        | Cognizant Technology Solutions | 6/5/2009   | 5/4/2011   | 407010            | 190994 | 93773  | 90         | 7,025.74  | 2,433.29  | 0.00               | 0.00   | 4,592.45  |
| CTSH        | Cognizant Technology Solutions | 6/5/2009   | 5/10/2011  | 409019            | 191425 | 93773  | 20         | 1,558.11  | 540.73    | 0.00               | 0.00   | 1,017.38  |
| CTSH        | Cognizant Technology Solutions | 8/5/2009   | 5/10/2011  | 409019            | 191426 | 99955  | 80         | 6,232.42  | 2,708.62  | 0.00               | 0.00   | 3,523.80  |
| CTSH        | Cognizant Technology Solutions | 8/5/2009   | 5/11/2011  | 410156            | 192172 | 99955  | 100        | 7,659.90  | 3,385.77  | 0.00               | 0.00   | 4,274.13  |
| CTSH Total  |                                |            |            |                   |        |        | 730        | 57,361.12 | 20,651.67 | 0.00               | 0.00   | 36,709.45 |
| DANOY       | Danone S.A.                    | 11/1/2010  | 1/28/2011  | 366430            | 168992 | 147492 | 475        | 5,692.52  | 6,097.96  | -405.44            | -6.65  | 0.00      |
| DANOY       | Danone S.A.                    | 11/2/2010  | 1/28/2011  | 366430            | 168993 | 148194 | 450        | 5,392.91  | 5,836.77  | -443.86            | -7.60  | 0.00      |
| DANOY Total |                                |            |            |                   |        |        | 925        | 11,085.43 | 11,934.73 | -849.30            | -7.12  | 0.00      |
| DISCA       | Discovery Communications       | 12/7/2010  | 11/16/2011 | 470761            | 222945 | 154480 | 210        | 8,775.98  | 9,073.89  | -297.91            | -3.28  | 0.00      |
| DISCA       | Discovery Communications       | 12/22/2010 | 11/16/2011 | 470761            | 222946 | 156102 | 150        | 6,268.56  | 6,418.33  | -149.77            | -2.33  | 0.00      |
| DISCA       | Discovery Communications       | 1/6/2011   | 11/16/2011 | 470761            | 222947 | 158636 | 180        | 7,522.27  | 7,235.93  | 286.34             | 3.96   | 0.00      |
| DISCA Total |                                |            |            |                   |        |        | 540        | 22,566.81 | 22,728.15 | -161.34            | -0.71  | 0.00      |
| DLB         | Dolby Laboratories             | 12/10/2010 | 2/28/2011  | 375319            | 175124 | 155439 | 60         | 3,034.16  | 4,050.66  | -1,016.50          | -25.09 | 0.00      |
| DLB         | Dolby Laboratories             | 12/10/2010 | 3/2/2011   | 377193            | 176149 | 155439 | 30         | 1,494.57  | 2,025.33  | -530.76            | -26.21 | 0.00      |
| DLB         | Dolby Laboratories             | 1/3/2011   | 3/2/2011   | 377193            | 176150 | 157276 | 90         | 4,483.72  | 6,095.30  | -1,611.58          | -26.44 | 0.00      |
| DLB         | Dolby Laboratories             | 1/26/2011  | 3/2/2011   | 377193            | 176151 | 162514 | 130        | 6,476.49  | 7,963.84  | -1,487.35          | -18.68 | 0.00      |
| DLB Total   |                                |            |            |                   |        |        | 310        | 15,488.95 | 20,135.13 | -4,646.18          | -23.07 | 0.00      |
| EXPD        | Expeditors International       | 2/23/2010  | 9/14/2011  | 456198            | 215288 | 116540 | 10         | 432.97    | 371.69    | 0.00               | 0.00   | 61.28     |

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**COLUMNS (a) – (i)**      **Pg 3 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011  
For Portfolio: BERLFD - The Kurt Berliner Foundation

| Identifier | Security Name            | Dates      |           | Reference Numbers |        |            | Shares/PA |           | Cost      | Proceeds |          | Realized Gain/Loss |        |           |        |
|------------|--------------------------|------------|-----------|-------------------|--------|------------|-----------|-----------|-----------|----------|----------|--------------------|--------|-----------|--------|
|            |                          | Buy        | Sell      | Trans             | COT    | LOT        | Shares/PA | Shares/PA |           | Proceeds | Proceeds | Short Term         | %      | Long Term | %      |
| EXPD       | Expeditors International | 2/26/2010  | 9/14/2011 | 456198            | 215289 | 116982     | 130       | 5,628.58  | 4,757.19  |          |          | 0.00               | 0.00   | 871.39    | 18.32  |
|            |                          |            |           |                   |        | EXPD Total | 140       | 6,061.55  | 5,128.88  |          |          | 0.00               | 0.00   | 932.67    | 18.18  |
| GOOG       | Google                   | 10/18/2006 | 8/16/2011 | 442302            | 210270 | 6743       | 11        | 5,918.26  | 4,617.36  |          |          | 0.00               | 0.00   | 1,300.90  | 28.17  |
| GOOG       | Google                   | 10/20/2006 | 8/16/2011 | 442302            | 210271 | 6745       | 27        | 14,526.63 | 12,303.19 |          |          | 0.00               | 0.00   | 2,223.44  | 18.07  |
| GOOG       | Google                   | 2/28/2007  | 8/16/2011 | 442302            | 210272 | 6752       | 6         | 3,228.14  | 2,717.06  |          |          | 0.00               | 0.00   | 511.08    | 18.81  |
| GOOG       | Google                   | 2/28/2007  | 8/19/2011 | 445562            | 211398 | 6752       | 5         | 2,537.12  | 2,264.22  |          |          | 0.00               | 0.00   | 272.90    | 12.05  |
| GOOG       | Google                   | 4/20/2007  | 8/19/2011 | 445562            | 211399 | 6756       | 16        | 8,118.79  | 7,836.12  |          |          | 0.00               | 0.00   | 282.67    | 3.61   |
| GOOG       | Google                   | 6/14/2007  | 8/19/2011 | 445562            | 211400 | 6764       | 1         | 507.42    | 504.31    |          |          | 0.00               | 0.00   | 3.11      | 0.62   |
|            |                          |            |           |                   |        | GOOG Total | 66        | 34,836.35 | 30,242.26 |          |          | 0.00               | 0.00   | 4,594.09  | 15.19  |
| ISRG       | Intuitive Surgical       | 5/7/2010   | 8/22/2011 | 448222            | 212103 | 129438     | 26        | 8,574.16  | 8,427.01  |          |          | 0.00               | 0.00   | 147.15    | 1.75   |
| ISRG       | Intuitive Surgical       | 5/7/2010   | 9/16/2011 | 457419            | 215824 | 129438     | 9         | 3,518.95  | 2,917.04  |          |          | 0.00               | 0.00   | 601.91    | 20.63  |
| ISRG       | Intuitive Surgical       | 5/7/2010   | 4/7/2011  | 392128            | 183570 | 129438     | 20        | 7,443.90  | 6,482.31  |          |          | 961.59             | 14.83  | 0.00      | 0.00   |
| ISRG       | Intuitive Surgical       | 7/22/2010  | 9/16/2011 | 457419            | 215825 | 137307     | 6         | 2,345.96  | 1,895.35  |          |          | 0.00               | 0.00   | 450.61    | 23.77  |
| ISRG       | Intuitive Surgical       | 7/22/2010  | 9/22/2011 | 458410            | 216705 | 137307     | 17        | 6,250.43  | 5,370.15  |          |          | 0.00               | 0.00   | 880.28    | 16.39  |
|            |                          |            |           |                   |        | ISRG Total | 78        | 28,133.40 | 25,091.86 |          |          | 961.59             | 3.83   | 2,079.95  | 8.29   |
| IVZ        | Invesco Ltd              | 3/29/2010  | 9/22/2011 | 458411            | 216706 | 120987     | 340       | 5,457.64  | 7,253.83  |          |          | 0.00               | 0.00   | -1,796.19 | -24.76 |
| IVZ        | Invesco Ltd              | 3/29/2010  | 6/1/2011  | 418774            | 194917 | 120987     | 170       | 4,058.48  | 3,626.92  |          |          | 0.00               | 0.00   | 431.56    | 11.90  |
| IVZ        | Invesco Ltd              | 4/6/2010   | 9/22/2011 | 458411            | 216707 | 121629     | 90        | 1,444.67  | 2,008.19  |          |          | 0.00               | 0.00   | -563.52   | -28.06 |
| IVZ        | Invesco Ltd              | 4/6/2010   | 9/23/2011 | 460070            | 218176 | 121629     | 430       | 6,762.61  | 9,594.67  |          |          | 0.00               | 0.00   | -2,832.06 | -29.52 |
| IVZ        | Invesco Ltd              | 4/29/2010  | 9/23/2011 | 460070            | 218177 | 128420     | 60        | 943.62    | 1,406.06  |          |          | 0.00               | 0.00   | -462.44   | -32.89 |
| IVZ        | Invesco Ltd              | 4/29/2010  | 9/26/2011 | 460767            | 218655 | 128420     | 210       | 3,294.01  | 4,921.23  |          |          | 0.00               | 0.00   | -1,627.22 | -33.07 |
| IVZ        | Invesco Ltd              | 1/11/2011  | 9/26/2011 | 460767            | 218656 | 160688     | 10        | 156.86    | 248.76    |          |          | -91.90             | -36.94 | 0.00      | 0.00   |
| IVZ        | Invesco Ltd              | 1/11/2011  | 9/27/2011 | 461787            | 219772 | 160688     | 240       | 4,067.92  | 5,970.29  |          |          | -1,902.37          | -31.86 | 0.00      | 0.00   |
|            |                          |            |           |                   |        | IVZ Total  | 1,550     | 26,185.81 | 35,029.95 |          |          | -1,994.27          | -5.69  | -6,849.87 | -19.55 |
| JNPR       | Juniper Networks         | 10/13/2010 | 7/29/2011 | 432478            | 199403 | 143705     | 360       | 8,530.18  | 11,412.22 |          |          | -2,882.04          | -25.25 | 0.00      | 0.00   |
| JNPR       | Juniper Networks         | 10/20/2010 | 7/29/2011 | 432478            | 199404 | 144680     | 200       | 4,738.99  | 6,243.50  |          |          | -1,504.51          | -24.10 | 0.00      | 0.00   |
| JNPR       | Juniper Networks         | 11/16/2010 | 7/29/2011 | 432478            | 199405 | 151061     | 70        | 1,658.65  | 2,390.25  |          |          | -731.60            | -30.61 | 0.00      | 0.00   |
| JNPR       | Juniper Networks         | 11/16/2010 | 8/3/2011  | 434351            | 200765 | 151061     | 230       | 5,250.36  | 7,853.67  |          |          | -2,603.31          | -33.15 | 0.00      | 0.00   |
| JNPR       | Juniper Networks         | 11/24/2010 | 8/3/2011  | 434351            | 200766 | 152715     | 230       | 5,250.36  | 7,893.62  |          |          | -2,643.26          | -33.49 | 0.00      | 0.00   |



**THE KURT BERLINER FOUNDATION INC**      **ID#13-3320078**  
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**COLUMNS (a) – (i)**      **Pg 4 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011

For Portfolio: BERLFD - The Kurt Berliner Foundation

| Identifier | Security Name    | Dates      |            | Reference Numbers |        |            |  | Shares/PAR |  | Proceeds  | Cost      | Realized Gain/Loss |        |           |        |
|------------|------------------|------------|------------|-------------------|--------|------------|--|------------|--|-----------|-----------|--------------------|--------|-----------|--------|
|            |                  | Buy        | Sell       | Trans             | COT    | LOT        |  |            |  |           |           | Short Term         | %      | Long Term | %      |
| JNPR       | Juniper Networks | 4/27/2011  | 8/3/2011   | 434351            | 200767 | 176743     |  | 100        |  | 2,282.77  | 3,880.55  | -1,597.78          | -41.17 | 0.00      | 0.00   |
| JNPR       | Juniper Networks | 5/11/2011  | 8/3/2011   | 434351            | 200768 | 181621     |  | 90         |  | 2,054.49  | 3,457.81  | -1,403.32          | -40.58 | 0.00      | 0.00   |
|            |                  |            |            |                   |        | JNPR Total |  | 1,280      |  | 29,765.79 | 43,131.62 | -13,365.83         | -30.99 | 0.00      | 0.00   |
| MCD        | McDonald's       | 5/7/2010   | 4/7/2011   | 392129            | 183571 | 129439     |  | 20         |  | 1,518.31  | 1,375.90  | 142.41             | 10.35  | 0.00      | 0.00   |
| MCD        | McDonald's       | 5/7/2010   | 4/6/2011   | 390564            | 182964 | 129439     |  | 160        |  | 12,243.02 | 11,007.18 | 1,235.84           | 11.23  | 0.00      | 0.00   |
| MCD        | McDonald's       | 5/17/2010  | 4/7/2011   | 392129            | 183572 | 130890     |  | 180        |  | 13,664.76 | 12,575.76 | 1,089.00           | 8.66   | 0.00      | 0.00   |
| MCD        | McDonald's       | 5/21/2010  | 4/7/2011   | 392129            | 183573 | 131306     |  | 70         |  | 5,314.07  | 4,697.68  | 616.39             | 13.12  | 0.00      | 0.00   |
|            |                  |            |            |                   |        | MCD Total  |  | 430        |  | 32,740.16 | 29,656.52 | 3,083.64           | 10.40  | 0.00      | 0.00   |
| NKE        | Nike             | 4/7/2011   | 7/5/2011   | 428309            | 198209 | 173439     |  | 140        |  | 12,806.59 | 10,898.78 | 1,907.81           | 17.50  | 0.00      | 0.00   |
| NKE        | Nike             | 4/7/2011   | 10/11/2011 | 465951            | 221124 | 173439     |  | 20         |  | 1,803.66  | 1,556.97  | 246.69             | 15.84  | 0.00      | 0.00   |
| NKE        | Nike             | 4/27/2011  | 10/11/2011 | 465951            | 221125 | 176744     |  | 50         |  | 4,509.16  | 4,014.38  | 494.78             | 12.33  | 0.00      | 0.00   |
| NKE        | Nike             | 4/27/2011  | 12/21/2011 | 481944            | 228775 | 176744     |  | 30         |  | 2,877.68  | 2,408.62  | 469.06             | 19.47  | 0.00      | 0.00   |
| NKE        | Nike             | 6/28/2011  | 12/21/2011 | 481944            | 228776 | 186292     |  | 50         |  | 4,796.13  | 4,396.08  | 400.05             | 9.10   | 0.00      | 0.00   |
|            |                  |            |            |                   |        | NKE Total  |  | 290        |  | 26,793.21 | 23,274.83 | 3,518.38           | 15.12  | 0.00      | 0.00   |
| NSRGY      | Nestle SA        | 6/28/2010  | 1/28/2011  | 366432            | 168994 | 135741     |  | 140        |  | 7,686.29  | 6,833.86  | 852.43             | 12.47  | 0.00      | 0.00   |
| NTAP       | NetApp           | 10/8/2009  | 8/18/2011  | 443947            | 210943 | 104209     |  | 200        |  | 6,877.30  | 5,506.96  | 0.00               | 0.00   | 1,370.34  | 24.88  |
| NVO        | Novo Nordisk A/S | 2/27/2009  | 1/14/2011  | 361254            | 166337 | 84746      |  | 60         |  | 6,638.87  | 2,934.72  | 0.00               | 0.00   | 3,704.15  | 126.22 |
| NVO        | Novo Nordisk A/S | 2/27/2009  | 1/4/2011   | 353649            | 162243 | 84746      |  | 30         |  | 3,414.83  | 1,467.36  | 0.00               | 0.00   | 1,947.47  | 132.72 |
| NVO        | Novo Nordisk A/S | 3/4/2009   | 1/14/2011  | 361254            | 166338 | 85457      |  | 30         |  | 3,319.43  | 1,413.37  | 0.00               | 0.00   | 1,906.06  | 134.86 |
| NVO        | Novo Nordisk A/S | 3/4/2009   | 1/18/2011  | 363493            | 167809 | 85457      |  | 80         |  | 9,289.98  | 3,768.98  | 0.00               | 0.00   | 5,521.00  | 146.49 |
|            |                  |            |            |                   |        | NVO Total  |  | 200        |  | 22,663.11 | 9,584.43  | 0.00               | 0.00   | 13,078.68 | 136.46 |
| OMC        | Omnicom Group    | 10/28/2010 | 8/10/2011  | 436511            | 202571 | 146584     |  | 100        |  | 4,056.21  | 4,390.73  | -334.52            | -7.62  | 0.00      | 0.00   |
| OMC        | Omnicom Group    | 10/28/2010 | 3/7/2011   | 378722            | 178006 | 146584     |  | 120        |  | 5,932.08  | 5,268.88  | 663.20             | 12.59  | 0.00      | 0.00   |
| OMC        | Omnicom Group    | 11/4/2010  | 8/10/2011  | 436511            | 202572 | 149265     |  | 130        |  | 5,273.08  | 6,050.88  | -777.80            | -12.85 | 0.00      | 0.00   |
| OMC        | Omnicom Group    | 12/3/2010  | 8/10/2011  | 436511            | 202573 | 153296     |  | 140        |  | 5,678.70  | 6,558.44  | -879.74            | -13.41 | 0.00      | 0.00   |
| OMC        | Omnicom Group    | 12/6/2010  | 8/10/2011  | 436511            | 202574 | 154065     |  | 160        |  | 6,489.94  | 7,625.72  | -1,135.78          | -14.89 | 0.00      | 0.00   |

**THE KURT BERLINER FOUNDATION INC**      **ID#13-3320078**  
**SUPPORTING SCHEDULE 2011 FORM 990-PF PART IV LINE 1(d)**  
**COLUMNS (a) – (I)**      **Pg 5 of 6**

For Reporting Period: 01/01/2011 - 12/31/2011

For Portfolio: BERLFD - The Kurt Berliner Foundation

|            |               | Dates      |            | Reference Numbers |        |            |            | Realized Gain/Loss |           |            |        |           |        |
|------------|---------------|------------|------------|-------------------|--------|------------|------------|--------------------|-----------|------------|--------|-----------|--------|
| Identifier | Security Name | Buy        | Sell       | Trans             | COT    | LOT        | Shares/PAR | Proceeds           | Cost      | Short Term | %      | Long Term | %      |
| OMC        | Omnicom Group | 1/7/2011   | 8/10/2011  | 436511            | 202575 | 159405     | 120        | 4,867.45           | 5,632.27  | -764.82    | -13.58 | 0.00      | 0.00   |
|            |               |            |            |                   |        | OMC Total  | 770        | 32,297.46          | 35,526.92 | -3,229.46  | -9.09  | 0.00      | 0.00   |
| PCLN       | Priceline.com | 2/1/2010   | 4/27/2011  | 401102            | 187908 | 113625     | 18         | 9,647.03           | 3,632.75  | 0.00       | 0.00   | 6,014.28  | 165.56 |
| PCLN       | Priceline.com | 2/1/2010   | 1/26/2011  | 365336            | 168417 | 113625     | 20         | 8,478.60           | 4,036.38  | 4,442.22   | 110.05 | 0.00      | 0.00   |
| PCLN       | Priceline.com | 2/1/2010   | 4/21/2011  | 397432            | 185892 | 113625     | 10         | 5,321.57           | 2,018.19  | 0.00       | 0.00   | 3,303.38  | 163.68 |
| PCLN       | Priceline.com | 2/1/2010   | 3/22/2011  | 383824            | 179959 | 113625     | 2          | 904.98             | 403.64    | 0.00       | 0.00   | 501.34    | 124.21 |
|            |               |            |            |                   |        | PCLN Total | 50         | 24,352.18          | 10,090.96 | 4,442.22   | 44.02  | 9,819.00  | 97.30  |
| PEP        | PepsCo        | 10/13/2008 | 2/16/2011  | 371833            | 172906 | 68228      | 100        | 6,408.89           | 6,083.67  | 0.00       | 0.00   | 325.21    | 5.35   |
| PEP        | PepsCo        | 10/13/2008 | 1/3/2011   | 353130            | 161922 | 68228      | 120        | 7,885.48           | 7,300.40  | 0.00       | 0.00   | 585.08    | 8.01   |
| PEP        | PepsCo        | 10/23/2008 | 2/16/2011  | 371833            | 172907 | 75644      | 90         | 5,768.00           | 4,827.64  | 0.00       | 0.00   | 940.36    | 19.48  |
| PEP        | PepsCo        | 10/2/2009  | 2/16/2011  | 371833            | 172908 | 103692     | 10         | 640.89             | 610.27    | 0.00       | 0.00   | 30.62     | 5.02   |
| PEP        | PepsCo        | 10/2/2009  | 2/18/2011  | 373346            | 173940 | 103692     | 110        | 6,982.86           | 6,712.91  | 0.00       | 0.00   | 269.95    | 4.02   |
| PEP        | PepsCo        | 10/22/2009 | 2/18/2011  | 373346            | 173941 | 106436     | 90         | 5,713.25           | 5,513.64  | 0.00       | 0.00   | 199.61    | 3.62   |
|            |               |            |            |                   |        | PEP Total  | 520        | 33,399.36          | 31,048.53 | 0.00       | 0.00   | 2,350.83  | 7.57   |
| PX         | Praxair       | 6/8/2010   | 3/28/2011  | 386538            | 181477 | 133636     | 100        | 9,937.74           | 7,442.03  | 2,495.71   | 33.54  | 0.00      | 0.00   |
| PX         | Praxair       | 6/8/2010   | 4/21/2011  | 397433            | 185893 | 133636     | 30         | 3,166.44           | 2,232.61  | 933.83     | 41.83  | 0.00      | 0.00   |
| PX         | Praxair       | 6/9/2010   | 4/27/2011  | 401103            | 187909 | 134036     | 80         | 8,328.43           | 6,171.24  | 2,157.19   | 34.96  | 0.00      | 0.00   |
| PX         | Praxair       | 6/9/2010   | 5/2/2011   | 405399            | 189639 | 134036     | 10         | 1,053.71           | 771.41    | 282.30     | 36.60  | 0.00      | 0.00   |
| PX         | Praxair       | 6/15/2010  | 5/2/2011   | 405399            | 189640 | 134883     | 60         | 6,322.28           | 4,698.18  | 1,624.10   | 34.57  | 0.00      | 0.00   |
| PX         | Praxair       | 6/15/2010  | 5/11/2011  | 410163            | 192173 | 134883     | 70         | 7,246.30           | 5,481.21  | 1,765.09   | 32.20  | 0.00      | 0.00   |
| PX         | Praxair       | 1/7/2011   | 5/11/2011  | 410163            | 192174 | 159406     | 50         | 5,175.93           | 4,715.77  | 460.16     | 9.76   | 0.00      | 0.00   |
|            |               |            |            |                   |        | PX Total   | 400        | 41,230.82          | 31,512.45 | 9,718.37   | 30.84  | 0.00      | 0.00   |
| ROVI       | Rovi Corp     | 12/9/2010  | 6/22/2011  | 423621            | 195823 | 154946     | 100        | 5,615.02           | 5,813.69  | -198.67    | -3.42  | 0.00      | 0.00   |
| ROVI       | Rovi Corp     | 12/23/2010 | 6/22/2011  | 423621            | 195824 | 156621     | 70         | 3,930.51           | 3,996.60  | -66.09     | -1.65  | 0.00      | 0.00   |
|            |               |            |            |                   |        | ROVI Total | 170        | 9,545.53           | 9,810.29  | -264.76    | -2.70  | 0.00      | 0.00   |
| SBUX       | Starbucks     | 8/10/2011  | 12/14/2011 | 476837            | 226637 | 189824     | 160        | 6,867.92           | 5,642.32  | 1,225.60   | 21.72  | 0.00      | 0.00   |
| STT        | State Street  | 5/19/2009  | 2/8/2011   | 369311            | 170699 | 92715      | 210        | 9,905.63           | 9,057.05  | 0.00       | 0.00   | 848.58    | 9.37   |

**FILING INSTRUCTION**

**NOTE: ALL FORMS ARE ON EXTENSION, THE DUE DATE IS AUGUST 15, 2012. PLEASE FILE ON OR BEFORE AUGUST 15, 2012.**

**2011 FEDERAL FORM 990-PF:**

Please refer to the cover letter attached to your client copy of form 990-PF for the filing instructions for this form.

**2011 ANNUAL FILING FORM CHAR 500 CLIENT FILING INSTRUCTIONS:**

Two (2) authorized officers/trustees must sign and date page 1 of the 2011 CHAR 500 where indicated at the 'X'. Signature, printed name, title and the date are required.

A check for **\$250.00** payable to the **NYS Department of Law** is to be enclosed. Please write the following on the face of your check: **2011 CHAR 500, ID#13-3320078 & NYS Reg# 03-62-18.**

**2011 CERTIFICATION TO ACCOMPANY REPORTS SUBMITTED ON FORMS OTHER THAN OFFICIAL ATTORNEY GENERAL REPORT FORMS:**

Two (2) authorized officers/trustees must sign and date this certification. **The certification must be notarized.**

**PRE-ADDRESSED ENVELOPES ARE PROVIDED FOR EACH RETURN.**