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EXTENSION GRANTED

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

, 20

Name of foundation JANA FOUNDATION INC.

C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

A Employer identification number

13-3574540

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

Room/suite

B Telephone number (see instructions)

(212) 557-1407

60 EAST 42ND STREET, 38TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10165-3897

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☐ Cash ☒ AccrualC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	6,192,127.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	419,097.	385,878.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 1b	92,266.			
b Gross sales price for all assets on line 6a	1,858,051.			
7 Capital gain net income (from Part IV, line 2)		92,266.		
8 Net short-term capital gain			68,293.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-70,915.	-70,915.		ATCH 2
12 Total. Add lines 1 through 11	6,632,575.	407,229.	68,293.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	75,000.	62,500.		12,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	20,694.			20,694.
b Accounting fees (attach schedule) ATCH 4	6,009.	3,005.		3,004.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) *	10,941.	10,941.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	835.			835.
24 Total operating and administrative expenses. Add lines 13 through 23	113,479.	76,446.		37,033.
25 Contributions, gifts, grants paid	753,500.			753,500.
26 Total expenses and disbursements. Add lines 24 and 25	866,979.	76,446.	0	790,533.
27 Subtract line 26 from line 12	5,765,596.			
a Excess of revenue over expenses and disbursements		330,783.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			68,293.	

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 5

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	8,606,829.	155,262.	155,262.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶		* 2,250. 2,250.	ATCH 7 2,250.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule), **	2,588,990.	4,004,313.	4,365,009.
	b Investments - corporate stock (attach schedule) ATCH 9	4,379,662.	11,112,061.	10,453,086.
	c Investments - corporate bonds (attach schedule) ATCH 10	46,665.		
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11		6,113,856.	6,113,856.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,622,146.	21,387,742.	21,089,463.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	15,622,146.	21,387,742.	
	30 Total net assets or fund balances (see instructions)	15,622,146.	21,387,742.	
	31 Total liabilities and net assets/fund balances (see instructions)	15,622,146.	21,387,742.	

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	15,622,146.
2 Enter amount from Part I, line 27a	2	5,765,596.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	21,387,742.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,387,742.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	92,266.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	68,293.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	890,174.	9,810,531.	0.090737
2009	509,929.	42,444.	12.014160
2008	539,322.	155,854.	3.460431
2007	323,201.	31,906.	10.129788
2006	292,970.	48,127.	6.087435
2 Total of line 1, column (d)			2 31.782551
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 6.356510
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 21,139,457.
5 Multiply line 4 by line 3			5 134,373,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,308.
7 Add lines 5 and 6			7 134,376,478.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 790,533.

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 ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,616.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	6,616.
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	6,616.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,161.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,161.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,545.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 5,545. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of TAXPAYER Telephone no 212-557-1407			
Located at 60 EAST 42ND STREET, 38TH FLOOR NEW YORK, NY ZIP + 4 10165-3897				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

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

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
ATTACHMENT 12		75,000.	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				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	14,790,249.
b	Average of monthly cash balances	1b	1,174,438.
c	Fair market value of all other assets (see instructions)	1c	5,496,691.
d	Total (add lines 1a, b, and c)	1d	21,461,378.
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	21,461,378.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	321,921.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,139,457.
6	Minimum investment return. Enter 5% of line 5	6	1,056,973.

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	1,056,973.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,616.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,050,357.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,050,357.
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	1,050,357.

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	790,533.
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	790,533.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	790,533.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,050,357.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 290,582.				
b From 2007 321,636.				
c From 2008 533,376.				
d From 2009 507,861.				
e From 2010 401,486.				
f Total of lines 3a through e	2,054,941.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 790,533.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				790,533.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	259,824.			259,824.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,795,117.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	30,758.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,764,359.			
10 Analysis of line 9				
a Excess from 2007 321,636.				
b Excess from 2008 533,376.				
c Excess from 2009 507,861.				
d Excess from 2010 401,486.				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NINA AUERBACH

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

NONE

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

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

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

ATTACHMENT 13

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

INDIVIDUAL APPLICATIONS SHOULD SUBMIT BRIEF RESUME

c Any submission deadlines.

NO DEADLINE

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

NO RESTRICTIONS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 14				
Total			3a	753,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	419,097.	
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			18	92,266.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b ATTACHMENT 15				-70,915.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				440,448.	
13 Total. Add line 12, columns (b), (d), and (e)					440,448.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. A vertical margin line is positioned on the left side, creating a narrow left margin. The paper appears to be from a notebook or a standard ruled document. There are no markings, text, or drawings on the page.

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

JANA FOUNDATION INC.
C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

Employer identification number

13-3574540

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization JANA FOUNDATION INC.

C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

Employer identification number

13-3574540

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JUSTINE AUERBACH C/O A. SEGET-DAVIDSON, DAWSON & CLARK LLP 60 E 42ND ST, 38TH FL, NY NY 10165	\$ 6,192,127.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

13-3574540

Part II

[illegible]

Name of organization JANA FOUNDATION INC.

Employer identification number

C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

13-3574540

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,546,898.		CORESTONE ACC ***39713 - S/T PROPERTY TYPE: SECURITIES 1,478,605.				D	VARIOUS 68,293.	VARIOUS
292,634.		CORESTONE ACC ***39713 - L/T PROPERTY TYPE: SECURITIES 287,180.				D	VARIOUS 5,454.	VARIOUS
18,519.		SEC 1231 GAIN - INVESTMETN IN INDIANA PR PROPERTY TYPE: REAL ESTATE				D	VARIOUS 18,519.	VARIOUS
TOTAL GAIN (LOSS)							<u>92,266.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM SECURITIES	248,108.	248,108.
INTEREST INCOME	71,720.	71,720.
INTEREST INCOME - US TRASURY	3,836.	3,836.
INTEREST INCOME - MUNI	37,123.	
ORIGINAL ISSUE DISCOUNT	3,335.	3,335.
ORIGINAL ISSUE DISCOUNT - US TREASURY	58,879.	58,879.
ACCRUED INTEREST PAID - MUNI	-3,904.	
TOTAL	<u>419,097.</u>	<u>385,878.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PASS THROUGH ENTITIES	16,667.	16,667.
LOSS FROM RUBIN KAUFMAN SLAVIT K-1	-2,827.	-2,827.
LOSS FROM PATRICIA PROPERTIES LLC K-1	-16,691.	-16,691.
LOSS FROM COLUMBIA PROPERTIES I LLC K-1	-56,814.	-56,814.
LOSS FROM RUSTONE REALTY CO I LLC K-1	-9,423.	-9,423.
LOSS FROM INDEPENDENCE HOUSE LLC K-1	-1,827.	-1,827.
TOTALS	<u>-70,915.</u>	<u>-70,915.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	20,694.			20,694.
TOTALS	<u>20,694.</u>			<u>20,694.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,009.	3,005.		3,004.
TOTALS	<u>6,009.</u>	<u>3,005.</u>		<u>3,004.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAXES PAID	4,791.	4,791.
FOREIGN TAXES PAID	6,150.	6,150.
TOTALS	10,941.	10,941.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEE	750.	750.
BANK CHARGES	85.	85.
TOTALS	835.	835.

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ESTATE OF JUSTINE AUERBACH
ORIGINAL AMOUNT: 2,250.
INTEREST RATE:
DATE OF NOTE: 06/12/2011
MATURITY DATE: 12/31/2012
PURPOSE OF LOAN: ERRONEOUS DEPOSIT OF PARTNERSHIP DISTRIBUTION

BEGINNING BALANCE DUE

ENDING BALANCE DUE 2,250.

ENDING FAIR MARKET VALUE 2,250.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE

2,250.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE

2,250.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSDESCRIPTIONATTACHMENT 8

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY SECURITIES (SEE SCHEDULE # 8A ATTACHED)	3,320,311.	3,663,716.
US OBLIGATIONS TOTAL	<u>3,320,311.</u>	<u>3,663,716.</u>
MUNICIPAL BONDS (SEE SCHEDULE # 8A ATTACHED)	684,002.	701,293.
STATE OBLIGATIONS TOTAL	<u>684,002.</u>	<u>701,293.</u>
US AND STATE OBLIGATIONS TOTAL	<u>4,004,313.</u>	<u>4,365,009.</u>

JANA FOUNDATION

FORM 990PF

**Part II (Balance Sheets), Line 10a - US and state government obligations
12/31/11**

Qty	Description	Book Value 12/31/2011	Fair Market Value 12/31/2011
335K	US Treasury Notes 1.000% 01/15/14	\$334,184	\$339,948
500K	US Treasury Notes 2.625% 12/31//14	518,129	533,280
125K	US Treasury Notes 1.250% 10/31/15	125,357	128,204
400K	US Treasury Notes 2.375% 03/31/16	403,711	428,344
755K	US Treasury TIPS 2.375% 01/15/25	1,020,935	1,153,193
550K	US Treasury TIPS 3.375% 04/15/32	917,996	1,080,747
		<u>3,320,311</u>	<u>3,663,716</u>
30K	New York St Dorm Auth Revs 5.5% 07/01/22	30,018	30,057
20K	New York St Loc Govt Assistance 6% 04/01/12	20,099	20,227
50K	New York St Dorm Auth Revs 5.2% 02/15/14	50,092	50,154
55k	New York St Dorm Auth Revs 5.2% 02/15/15	55,173	55,174
5K	New York NY Ser 5.25% 08/01/15	5,010	5,016
5K	New York St Dorm Auth Revs 5.5% 08/01/15	5,011	5,015
75K	New York St Dorm Auth Revs 5.2% 02/15/16	75,145	75,226
75K	New York St Energy Resh Dev Auth 5.15% 03/01/16	75,098	78,079
75K	Montgomery Ala 4.99% 04/01/20	75,759	79,428
100K	New York St Dorm Auth Revs 5.25% 07/01/23	106,308	111,679
55K	New York St Dorm Auth Revs 5% 11/01/23	55,269	55,135
75K	Nassau Cnty NY Ser 5.375% 10/01/24	75,880	81,078
55K	New York St Dorm Auth Revs 4.75% 07/01/28	55,140	55,026
		<u>684,002</u>	<u>701,293</u>
Totals - US and State Gov't Obligations		<u>\$4,004,314</u>	<u>\$4,365,009</u>

Schedule Attachment # 8A

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES EXCHANGE TRADED PRODUCTS (SEE SCHEDULE # 9A ATTACHED)	348,679. 10,763,382.	350,232. 10,102,854.
TOTALS	11,112,061.	10,453,086.

JANA FOUNDATION

FORM 990PF

Part II (Balance Sheets), Line 10b - Corporate stock

12/31/11

Qty	Description	Book Value 12/31/2011	Fair Market Value 12/31/2011
1,058	BP PLC	\$59,989	\$45,219
1,420	Bristol Myers	35,656	50,041
1,000	Exxon Bobil Corp	73,233	84,760
1,000	Freeport-McMoran Copper & Gold Inc. CL B	58,378	36,790
6,720	General Electric	105,235	120,355
393	JP Morgan Chase	16,188	13,067
		<u>348,679</u>	<u>350,232</u>
32,000	iShares Comex Gold	435,449	487,360
7,500	iShares Inc MSCI Pacific	326,887	291,975
20,000	iShares S&P 100	1,141,787	1,140,600
5,800	iShares MSCI EAFE Index	327,569	287,274
2,400	iShares S&P Global 100	147,465	139,056
8,000	iShares Russel 2000	519,742	590,000
3,250	iShares S&P Global Utilities	150,263	136,175
2,500	SPDR S&P 500	273,875	313,750
4,000	SPDR Dow Jones Indl	412,080	487,400
6,000	Vanguard World	498,478	438,780
46,710	Vanguard Intl Equity	2,262,159	1,852,052
35,645	Vanguard Intl Equity	1,611,292	1,361,995
36,770	Vanguard Russell 3000	2,204,509	2,112,437
8,000	Vanguard REIT	451,827	464,000
		<u>10,763,382</u>	<u>10,102,854</u>
Totals - US and State Gov't Obligations		<u>\$11,112,061</u>	<u>\$10,453,086</u>

JANA FOUNDATION INC.

13-3574540

FORM 990PF, PART II - CORPORATE BONDS
DESCRIPTION

PROTECTIVE LIFE SECD TRS INTER

TOTALS

ATTACHMENT 10

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN REAL ESTATE	6,113,856.	6,113,856.
TOTALS	<u>6,113,856.</u>	<u>6,113,856.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NINA AUERBACH 60 EAST 42ND STREET, 38TH FLOOR NEW YORK, NY 10165-3897	DIRECTOR	25,000.	0	0
D ROSEN 400 ORANGE STREET NEW HAVEN, CT 06511	DIRECTOR	25,000.	0	0
A SEGET 60 E 42ND STREET, 38TH FLOOR NEW YORK, NY 10165-3897	DIRECTOR	25,000.	0	0
GRAND TOTALS		75,000.	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JANA FOUNDATION INC
60 EAST 42ND STREET, 38TH FLOOR
NEW YORK, NY 10165-3897
212-557-1407

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN SOCIETY FOR PREVENTION OF CRUELTY	NONE		CHARITY	10,000.
	PUBLIC CHARITY			
AMERICAN INDIAN COLLEGE FUND	NONE		CHARITY	13,000.
	PUBLIC CHARITY			
CALVARY HOSPITAL FOR HOSPICE	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
CARTER CENTER	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
CLADEM	NONE		CHARITY	7,500.
	PUBLIC CHARITY			
LONG WHARF THEATER FOUNDATION	NONE		CHARITY	9,000.
	PUBLIC CHARITY			

ATTACHMENT 14

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
THE METROPOLITAN MUSEUM OF ART	NONE PUBLIC CHARITY		CHARITY	15,000.
NATURE CONSERVANCY	NONE PUBLIC CHARITY		CHARITY	2,500.
PLANNED PARENTHOOD OF AMERICA	NONE PUBLIC CHARITY		CHARITY	75,000.
GIRLS LEARN INTERNATIONAL	NONE PUBLIC CHARITY		CHARITY	10,000.
YALE ART GALLERY	NONE PUBLIC CHARITY		CHARITY	8,000.
YALE CENTER FOR BRITISH ART	NONE PUBLIC CHARITY		CHARITY	8,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
YALE LAW SCHOOL	NONE PUBLIC CHARITY		SHELL CENTER FOR HUMAN RIGHTS	15,000.
THE MUSEUM OF MODERN ART	NONE PUBLIC CHARITY		CHARITY	15,000.
PARTNERSHIP FOR THE HOMELESS	NONE PUBLIC CHARITY		CHARITY	2,500.
PEOPLE FOR THE AMERICAN WAY	NONE PUBLIC CHARITY		CHARITY	20,000.
EQUALITY NOW	NONE PUBLIC CHARITY		CHARITY	35,000.
NEW HAVEN PARKS AND RECREATION DEPT FOR CULTURAL	NONE PUBLIC CHARITY		CHARITY	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONNECTICUT CIVIL LIBERTIES UNION FOUNDATION	NONE		CHARITY	3,000.
	PUBLIC CHARITY			
URBAN RESOURCES INITIATIVE	NONE		CHARITY	500.
	PUBLIC CHARITY			
FEMINIST MAJORITY FOUNDATION	NONE		CHARITY	115,000.
	PUBLIC CHARITY			
NEW YORK CITY BALLET	NONE		CHARITY	20,000.
	PUBLIC CHARITY			
FAIRNESS AND ACCURACY IN REPORT	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
AMERICAN UNITED FOR SEPARATION	NONE		CHARITY	20,000.
	PUBLIC CHARITY			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
SHUBERT THEATER FOUNDATION	NONE		CHARITY	10,000.
	PUBLIC CHARITY			
NEIGHBORHOOD MUSIC SCHOOL	NONE		CHARITY	25,000.
	PUBLIC CHARITY			
CONNECTICUT SPECIAL OLYMPICS	NONE		CHARITY	15,000.
	PUBLIC CHARITY			
JOSEPH SLIFKA CENTER FOR JEWISH	NONE		CHARITY	25,000.
	PUBLIC CHARITY			
CONNECTICUT VOICES FOR CHILDREN	NONE		CHARITY	2,000.
	PUBLIC CHARITY			
AMERICAN DIABETES ASSOCIATES	NONE		CHARITY	6,000.
	PUBLIC CHARITY			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
BIG BROTHERS / BIG SISTERS	NONE	PUBLIC CHARITY		CHARITY	10,000.
BRADY CENTER TO PREVENT GUN VIOLENCE	NONE	PUBLIC CHARITY		CHARITY	2,500.
CENTRAL PARK CONSERVANCY	NONE	PUBLIC CHARITY		CHARITY	8,000.
LEAP LEADERSHIP IN EDUCATION	NONE	PUBLIC CHARITY		CHARITY	1,000.
NEW HAVEN LEGAL ASSISTANCE ASSOCIATION INC	NONE	PUBLIC CHARITY		CHARITY	15,000.
THE NATION INSTITUTE	NONE	PUBLIC CHARITY		CHARITY	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
YALE CHILD STUDY CENTER	NONE		CHARITY	37,500.
	PUBLIC CHARITY			
CYSTIC FIBROSIS FOUNDATION	NONE		CHARITY	10,000.
	PUBLIC CHARITY			
INTERNATIONAL FESTIVAL OF ART	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
NATIONAL WOMEN'S HEALTH	NONE		CHARITY	20,000.
	PUBLIC CHARITY			
THE ELM CITY SHAKESPEARE COMPANY	NONE		CHARITY	1,500.
	PUBLIC CHARITY			
PASCAL RIOULT DANCE COMPANY	NONE		CHARITY	10,000.
	PUBLIC CHARITY			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MUSIC HAVEN	NONE		CHARITY	500.
	PUBLIC CHARITY			
ANIMAL MEDICAL CENTER NYC	NONE		CHARITY	5,000.
	PUBLIC CHARITY			
CONNECTICUT VETERANS LEGAL SERVICES	NONE		CHARITY	20,000.
NEW YORK CITY OPERA	NONE		CHARITY	7,500.
	PUBLIC CHARITY			
CHAPEL HAVEN	NONE		CHARITY	42,500.
	PUBLIC CHARITY			
HUMANE SOCIETY OF NY	NONE		CHARITY	5,000.
	PUBLIC CHARITY			

ATTACHMENT 14

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PALLADIA INC	NONE		CHARITY	5,000.
	PUBLIC CHARITY			
ARTS HORIZONS	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
YALE SCHOOL OF MUSIC	NONE		CHARITY	2,000.
	PUBLIC CHARITY			
WEST END SYNAGOGUE	NONE		CHARITY	2,000.
	PUBLIC CHARITY			
PAUL TAYLOR DANCE COMPANY	NONE		CHARITY	6,000.
	PUBLIC CHARITY			
WOXR	NONE		CHARITY	1,000.
	PUBLIC CHARITY			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
DOWNTOWN EVENING SOUPS KITCHEN	NONE		CHARITY	2,500.
	PUBLIC CHARITY			
BEST BUDDIES	NONE		CHARITY	8,000.
	PUBLIC CHARITY			
FOOTSTEPS	NONE		CHARITY	10,000.
	PUBLIC CHARITY			
FRIENDS OF RITTENHOUSE SQUARE	NONE		CHARITY	10,000.
	PUBLIC CHARITY			
CENTER FOR JEWISH LIFE AND LEARNING	NONE		CHARITY	1,000.
	PUBLIC CHARITY			
FRIENDS OF THE FREE LIBRARY OF PHILADELPHIA	NONE		CHARITY	5,000.
	PUBLIC CHARITY			

TOTAL CONTRIBUTIONS PAID

753,500.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LOSS FROM PASS-THROUGH ENTITIES			35	-70,915.	
TOTALS				-70,915.	

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust **JANA FOUNDATION INC.**

Employer identification number

C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

13-3574540

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	68,293.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back. ▶	5	68,293.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	23,973.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back. ▶	12	23,973.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		68,293.
14	Net long-term gain or (loss):			
a	Total for year	14a		23,973.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		92,266.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

JANA FOUNDATION INC.

Employer identification number

13-3574540

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	68,293.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA

1F1221 2 000

1PT19W E422 11/5/2012 9:20:51 AM V 11-6.1

0019030

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 23,973.

Schedule D-1 (Form 1041) 2011

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

**Type or
print**

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

JANA FOUNDATION INC.

C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP

Employer identification number (EIN) or

☒ 13-3574540

Number, street, and room or suite no. If a P O box, see instructions

60 EAST 42ND STREET, 38TH FLOOR

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10165-3897

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ **TAXPAYER**

Telephone No. ▶ 212 557-1407

FAX No. ▶

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 2011 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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	12,161.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	2,161.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	10,000.

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.

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

Form **8868** (Rev. 1-2012)

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	JANA FOUNDATION INC.		Employer identification number (EIN) or	
	C/O ALAN SEGET-DAVIDSON, DAWSON & CLARK, LLP		☒	13-3574540
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)	
	60 EAST 42ND STREET, 38TH FLOOR		☐	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	NEW YORK, NY 10165-3897			

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

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

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

• The books are in the care of ☒ TAXPAYER

Telephone No. ☐ 212 557-1407

FAX No. ☐

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

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

4 I request an additional 3-month extension of time until 11/15, 2012.

5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .

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

☐ Change in accounting period

7 State in detail why you need the extension THE TAXPAYER IS CURRENTLY AWAITING FOR THE INFORMATION FROM THIRD PARTIES

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	8,447.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	12,952.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title ☐ TREASURER

Date ☐ 08/10/2012

Form 8868 (Rev 1-2012)