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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

|   |  |   |                           |                         |   |
|---|--|---|---------------------------|-------------------------|---|
| Name of foundation<br><b>THE BARI LIPP FOUNDATION, INC.</b>   |  | A Employer identification number<br>13-3921302  |                           |                         |   |
|   |  | B Telephone number (see instructions)<br>(518) 640-5000   |                           |                         |   |
| Number and street (or P O box number if mail is not delivered to street address)<br>C/O AYCO COMPANY, L.P. - DAVID QUINN<br>PO BOX 15014  |  | Room/suite  |                           |                         |   |
| City or town, state, and ZIP code<br><b>ALBANY, NY 12212-5014</b>   |  | C If exemption application is pending check here ► <input type="checkbox"/>   |                           |                         |   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change  |  | D 1 Foreign organizations, check here ► <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test check here and attach computation ► <input type="checkbox"/> |                           |                         |   |
| H Check type of organization:<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input type="checkbox"/> Other taxable private foundation |  | E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>   |                           |                         |   |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 31,287,113.   |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>  |                           |                         |   |
| J Accounting method:<br><input checked="" type="checkbox"/> Cash<br><input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____  |  | (Part I, column (d) must be on cash basis.)   |                           |                         |   |
| <b>Part I Analysis of Revenue and Expenses</b> (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) |
| 1 Contributions, gifts, grants, etc. received (attach schedule)   |  |   |                           |                         |   |
| 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B  |  |   |                           |                         |   |
| 3 Interest on savings and temporary cash investments  |  | 946   | 946                       |                         | ATCH 1  |
| 4 Dividends and interest from securities  |  | 1,508,356   | 1,508,356                 |                         | ATCH 2  |
| 5a Gross rents  |  |   |                           |                         |   |
| b Net rental income or (loss)   |  |   |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | 375,525   |                           |                         |   |
| b Gross sales price for all assets on line 6a   |  | 10,874,071  |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |   | 375,525                   |                         |   |
| 8 Net short-term capital gain   |  |   |                           |                         |   |
| 9 Income modifications  |  |   |                           |                         |   |
| 10a Gross sales less returns and allowances   |  |   |                           |                         |   |
| b Less Cost of goods sold   |  |   |                           |                         |   |
| c Gross profit or (loss) (attach schedule)  |  |   |                           |                         |   |
| 11 Other income (attach schedule)   |  | -33,587   | -33,587                   |                         | ATCH 3  |
| 12 Total. Add lines 1 through 11  |  | 1,851,240   | 1,851,240                 |                         |   |
| 13 Compensation of officers, directors, trustees, etc   |  | 0   |                           |                         |   |
| 14 Other employee salaries and wages  |  |   |                           |                         |   |
| 15 Pension plans, employee benefits   |  |   |                           |                         |   |
| 16a Legal fees (attach schedule)  |  |   |                           |                         |   |
| b Accounting fees (attach schedule)   |  |   |                           |                         |   |
| c Other professional fees (attach schedule)   |  |   |                           |                         |   |
| 17 Interest   |  | 13,087  | 13,087                    |                         |   |
| 18 Taxes (attach schedule) (see instructions) <b>RECEIVED</b>   |  | 27,661  | 73                        |                         |   |
| 19 Depreciation-(attach schedule)-and depletion   |  |   |                           |                         |   |
| 20 Occupancy  |  |   |                           |                         |   |
| 21 Travel, conferences, and meetings  |  |   |                           |                         |   |
| 22 Printing and publications  |  | 72,099  | 66,812                    |                         |   |
| 23 Other expenses (attach schedule) <b>ATTACH 6</b>   |  |   |                           |                         |   |
| 24 Total operating and administrative expenses  |  | 112,847   | 79,972                    |                         |   |
| Add lines 13 through 23   |  | 2,726,266   |                           |                         | 2,726,266   |
| 25 Contributions, gifts, grants paid  |  | 2,839,113   | 79,972                    |                         | 2,726,266   |
| 26 Total expenses and disbursements Add lines 24 and 25   |  |   |                           |                         |   |
| 27 Subtract line 26 from line 12  |  | -987,873  |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  |   |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  |   | 1,771,268                 |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |   |                           |                         |   |

For Paperwork Reduction Act Notice, see instructions.

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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 . . . . .  | 8,085,786.   | 7,684,624.        | 7,684,624.     |                       |
|  | 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 ►   |  |                   |                |                       |
|  | 8 Inventories for sale or use . . . . .   |  |                   |                |                       |
|  | 9 Prepaid expenses and deferred charges . . . . .   |  |                   |                |                       |
|  | 10 a Investments - U S and state government obligations (attach schedule) . . . . .   |  |                   |                |                       |
|  | b Investments - corporate stock (attach schedule) <b>ATTCH 7</b> . . . . .  | 7,708,759.   | 7,807,479.        | 7,954,573.     |                       |
|  | c Investments - corporate bonds (attach schedule) <b>ATTCH 8</b> . . . . .  | 6,259,545.   | 10,053,829.       | 10,117,577.    |                       |
|  | 11 Investments - land, buildings, and equipment basis ►   |  |                   |                |                       |
| Less accumulated depreciation ►  |   |  |                   |                |                       |
| 12 Investments - mortgage loans . . . . .  |   |  |                   |                |                       |
| 13 Investments - other (attach schedule) . . . . . <b>ATTCH 9</b>  | 10,288,724.   | 5,810,247.   | 5,520,346.        |                |                       |
| 14 Land, buildings, and equipment basis ►  |   |  |                   |                |                       |
| Less accumulated depreciation ►  |   |  |                   |                |                       |
| 15 Other assets (describe ► <b>ATTCH 10</b> ) . . . . .  | 11,231.   | 9,993.   | 9,993.            |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 32,354,045.   | 31,366,172.  | 31,287,113.       |                |                       |
| 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                 |                |                       |
|  | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.       |  |                   |                |                       |
|  | 24 Unrestricted . . . . .   |  |                   |                |                       |
|  | 25 Temporarily restricted . . . . .   |  |                   |                |                       |
|  | 26 Permanently restricted . . . . .   |  |                   |                |                       |
|  | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>         |  |                   |                |                       |
|  | 27 Capital stock, trust principal, or current funds . . . . .   | 32,354,045.  | 31,366,172.       |                |                       |
|  | 28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .   |  |                   |                |                       |
|  | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .   |  |                   |                |                       |
|  | 30 Total net assets or fund balances (see instructions) . . . . .   | 32,354,045.  | 31,366,172.       |                |                       |
| 31 Total liabilities and net assets/fund balances (see instructions) . . . . .                             | 32,354,045.   | 31,366,172.  |                   |                |                       |

## 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 | 32,354,045. |
| 2 Enter amount from Part I, line 27a . . . . .   | 2 | -987,873.   |
| 3 Other increases not included in line 2 (itemize) ►   | 3 |             |
| 4 Add lines 1, 2, and 3 . . . . .  | 4 | 31,366,172. |
| 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 | 31,366,172. |

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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<br>P-Purchase<br>D-Donation  | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
| <b>1a</b> SEE PART IV SCHEDULE  |   |   |   |                                      |                                  |
| <b>b</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</b>  |   |   |   |                                      |                                  |
| <b>b</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 (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<br>as of 12/31/69  | (k) Excess of col. (i)<br>over col. (j), if any |   |                                      |                                  |
| <b>a</b>  |   |   |   |                                      |                                  |
| <b>b</b>  |   |   |   |                                      |                                  |
| <b>c</b>  |   |   |   |                                      |                                  |
| <b>d</b>  |   |   |   |                                      |                                  |
| <b>e</b>  |   |   |   |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } |   | <b>2</b>  | 375,525.                             |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 . . . . . |   |   | <b>3</b>  | 0                                    |                                  |

**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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes  No**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 beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|--|--|---|
| 2010  | 4,010,563.                               | 32,929,040.                                  | 0.121794  |
| 2009  | 3,273,878.                               | 34,170,683.                                  | 0.095810  |
| 2008  | 3,155,706.                               | 34,621,028.                                  | 0.091150  |
| 2007  | 3,092,417.                               | 37,164,089.                                  | 0.083210  |
| 2006  | 2,491,194.                               | 37,012,006.                                  | 0.067308  |
| <b>2</b> Total of line 1, column (d) . . . . .  |  |  | <b>2</b> 0.459272   |
| <b>3</b> 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>3</b> 0.091854   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .   |  |  | <b>4</b> 34,215,903.  |
| <b>5</b> Multiply line 4 by line 3 . . . . .  |  |  | <b>5</b> 3,142,868.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .   |  |  | <b>6</b> 17,713.  |
| <b>7</b> Add lines 5 and 6 . . . . .  |  |  | <b>7</b> 3,160,581.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .   |  |  | <b>8</b> 2,726,266.   |
| If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.                                      |  |  |   |

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

|    |   |    |         |
|----|---|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | 1  | 35,425. |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .   |    |         |
| 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  | 35,425. |
| 3  | Add lines 1 and 2 . . . . .   |    |         |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .  |    |         |
| 5  | <b>Tax based on Investment Income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  |    |         |
| 6  | <b>Credits/Payments.</b>  |    |         |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .   | 6a | 21,600. |
| b  | Exempt foreign organizations - tax withheld at source . . . . .   |    |         |
| c  | Tax paid with application for extension of time to file (Form 8868) . . . . .   |    |         |
| d  | Backup withholding erroneously withheld . . . . .   |    |         |
| 7  | Total credits and payments Add lines 6a through 6d . . . . .  | 7  | 70,600. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .  |    |         |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .  |    |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .  | 10 | 34,963. |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ► <input type="checkbox"/> 34,963. <b>Refunded</b> ► <input type="checkbox"/> 11   |    |         |

**Part VII-A Statements Regarding Activities**

|    |   | Yes | No |
|----|---|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .  | X   |    |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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   |    |
| 1c | Did the foundation file Form 1120-POL for this year? . . . . .  | X   |    |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(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? . . . . .<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   |    |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .   | X   |    |
| b  | If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .  | X   |    |
| 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, col. (c), and Part XV</i> . . . . .  | X   |    |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br>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? <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   |    |

**Part VII-A Statements Regarding Activities (continued)**

|                       |  |   |
|-----------------------|--|---|
| 11                    |  | X   |
| 12                    |  | X   |
| 13                    | X  |   |
| Website address ► N/A |  |   |
| 14                    | AYCO COMPANY, L.P.-NTG<br>Located at ► 25 BRITISH AMERICAN BOULEVARD LATHAM, NY  | Telephone no. ► 518-640-5000<br>ZIP + 4 ► 12110 |
| 15                    | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year.  | ► 15  |
| 16                    | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country. | Yes No<br>X                                     |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.   |                              |      |
|---|------------------------------|------|
|   | Yes                          | No   |
| 1a During the year did the foundation (either directly or indirectly)   |                              |      |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .  | <input type="checkbox"/> Yes | X No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  | <input type="checkbox"/> Yes | X No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .  | <input type="checkbox"/> Yes | X No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .  | <input type="checkbox"/> Yes | X 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 | X 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 | X 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 . . . . . ►  |                              |      |
| 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? . . . . .   |                              | 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 | X 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) . . . . .  |                              |      |
| 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>►   |                              |      |
| 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 | X 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.) . . . . . |                              |      |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .  |                              |      |
| 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? . . . . .   |                              | X    |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

|     |   |                                     |   |                             |    |
|-----|---|-------------------------------------|---|-----------------------------|----|
| 5a  | During the year did the foundation pay or incur any amount to:  | <input type="checkbox"/> Yes        | <input checked="" type="checkbox"/> No  |                             |    |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?   | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| (2) | Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?   | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes?  | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| (4) | Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)   | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| (5) | Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?   | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| 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)? | <input type="checkbox"/>            |   |                             | 5b |
|     | Organizations relying on a current notice regarding disaster assistance check here.   | <input checked="" type="checkbox"/> |   |                             |    |
| 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?  | <input type="checkbox"/>            | <input type="checkbox"/> Yes            | <input type="checkbox"/> 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?   | <input type="checkbox"/>            | <input checked="" type="checkbox"/>     |                             |    |
| b   | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  | <input type="checkbox"/>            |   |                             | 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?  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |    |
| b   | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   | <input type="checkbox"/>            |   |                             | 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 11        |   | 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  |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |
| -----   |   |                  |   |                                       |

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

Form 990-PF (2011)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT  
 2 UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).

|   |       |
|---|-------|
| 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 . . . . . ►**

Form 990-PF (2011)

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

|   |   |    |             |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |             |
| a | Average monthly fair market value of securities   | 1a | 16,307,004. |
| b | Average of monthly cash balances  | 1b | 9,339,849.  |
| c | Fair market value of all other assets (see instructions)  | 1c | 9,090,104.  |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 34,736,957. |
| 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  | 34,736,957. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 521,054.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 34,215,903. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 1,710,795.  |

**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  | 1,710,795. |
| 2a | Tax on investment income for 2011 from Part VI, line 5  | 2a | 35,425.    |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)  | 2b |            |
| c  | Add lines 2a and 2b   | 2c | 35,425.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 1,675,370. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  |            |
| 5  | Add lines 3 and 4   | 5  | 1,675,370. |
| 6  | Deduction from distributable amount (see instructions)  | 6  |            |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 1,675,370. |

**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 | 2,726,266. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4  | 2,726,266. |
| 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 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 2,726,266. |

**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 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .   |               |                            |             | 1,675,370.  |
| 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 . . . . .  | 686,356.      |                            |             |             |
| b From 2007 . . . . .  | 1,380,233.    |                            |             |             |
| c From 2008 . . . . .  | 1,485,319.    |                            |             |             |
| d From 2009 . . . . .  | 1,595,758.    |                            |             |             |
| e From 2010 . . . . .  | 2,407,109.    |                            |             |             |
| f Total of lines 3a through e . . . . .  | 7,554,775.    |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,726,266.  |               |                            |             |             |
| 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 . . . . .   |               |                            |             | 1,675,370.  |
| e Remaining amount distributed out of corpus . . . . .   | 1,050,896.    |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)  |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 8,605,671.    |                            |             |             |
| 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) . . . . .  | 686,356.      |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .  | 7,919,315.    |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2007 . . . . .   | 1,380,233.    |                            |             |             |
| b Excess from 2008 . . . . .   | 1,485,319.    |                            |             |             |
| c Excess from 2009 . . . . .   | 1,595,758.    |                            |             |             |
| d Excess from 2010 . . . . .   | 2,407,109.    |                            |             |             |
| e Excess from 2011 . . . . .   | 1,050,896.    |                            |             |             |

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

NOT APPLICABLE

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

1b Check box to indicate whether the foundation is a private operating foundation described in section

**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).)

ROBERT I. LIPP

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

N/A

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

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

| Recipient                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|--------------------------------------|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business)  |   |                                |                                  |            |
| <b>a Paid during the year</b>        |   |                                |                                  |            |
| ATTACHMENT 12                        |   |                                |                                  |            |
| <b>Total</b> . . . . .               |   |                                | ► 3a                             | 2,726,266. |
| <b>b Approved for future payment</b> |   |                                |                                  |            |
| <b>Total</b> . . . . .               |   |                                | ► 3b                             |            |

## 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 ) |            |
|---|--|---------------------------|---------------|--------------------------------------|--|------------|
| 1   | Program service revenue                                  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount  |            |
| a   |  |                           |               |                                      |  |            |
| b   |  |                           |               |                                      |  |            |
| c   |  |                           |               |                                      |  |            |
| d   |  |                           |               |                                      |  |            |
| e   |  |                           |               |                                      |  |            |
| f   |  |                           |               |                                      |  |            |
| g   | Fees and contracts from government agencies              |                           |               |                                      |  |            |
| 2   | Membership dues and assessments . . . . .                |                           |               | 14                                   | 946.   |            |
| 3   | Interest on savings and temporary cash investments       |                           |               |                                      |  |            |
| 4   | Dividends and interest from securities . . . . .         |                           |               | 14                                   | 1,508,356.   |            |
| 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 . . . . .                        |                           |               | 18                                   | 375,525.   |            |
| 8   | Gain or (loss) from sales of assets other than inventory |                           |               |                                      |  |            |
| 9   | Net income or (loss) from special events . . . . .       |                           |               |                                      |  |            |
| 10  | Gross profit or (loss) from sales of inventory . . .     |                           |               |                                      |  |            |
| 11  | Other revenue a  |                           |               |                                      |  |            |
| b   | <u>LITIGATION INCOME</u>                                 |                           |               | 01                                   | 1,200.   |            |
| c   | <u>OTHER PORTFOLIO LOSS</u>                              |                           |               | 18                                   | -34,787.   |            |
| d   |  |                           |               |                                      |  |            |
| e   |  |                           |               |                                      |  |            |
| 12  | Subtotal Add columns (b), (d), and (e) . . . . .         |                           |               |                                      | 1,851,240.   |            |
| 13  | Total Add line 12, columns (b), (d), and (e)             |                           |               |                                      |  | 1,851,240. |

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

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

|     |  |       |    |
|-----|--|-------|----|
| 1   | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  | Yes   | No |
|     |  |       |    |
| a   | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
| (1) | Cash . . . . .   | 1a(1) | X  |
| (2) | Other assets . . . . .   | 1a(2) | X  |
| b   | Other transactions:  |       |    |
| (1) | Sales of assets to a noncharitable exempt organization . . . . .   | 1b(1) | X  |
| (2) | Purchases of assets from a noncharitable exempt organization . . . . .   | 1b(2) | X  |
| (3) | Rental of facilities, equipment, or other assets . . . . .   | 1b(3) | X  |
| (4) | Reimbursement arrangements . . . . .   | 1b(4) | X  |
| (5) | Loans or loan guarantees . . . . .   | 1b(5) | X  |
| (6) | Performance of services or membership or fundraising solicitations . . . . .   | 1b(6) | X  |
| c   | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | 1c    | X  |
| d   | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Signature of officer or trustee**

Dat

### Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Day

Check  if self-employed

Firm's name ► THE AYCO COMPANY, LTD.

Firm's FIN 33-1187432

**Firm's address** ► PO BOX 15014

12212-5014 | Phone no. 518-640-5000

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► 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).

**2011**

Name of estate or trust

THE BARI LIPP FOUNDATION, INC.

Employer identification number

13-3921302

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<br>(Example 100 shares 7% preferred of "Z" Co )  | (b) Date acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 1a   |                                      |                                  |                 |   |  |
|  |                                      |                                  |                 |   |  |
|  |                                      |                                  |                 |   |  |
|  |                                      |                                  |                 |   |  |
|  |                                      |                                  |                 |   |  |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .  | 1b                                   |                                  |                 |   |  |
| 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                                    |                                  |                 |   | 145,215.   |
| 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 |                                      |                                  |                 |   | 145,215.   |

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

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co )   | (b) Date acquired<br>(mo , day, yr ) | (c) Date sold<br>(mo , day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|--|
| 6a  |                                      |                                  |                 |   |  |
|   |                                      |                                  |                 |   |  |
|   |                                      |                                  |                 |   |  |
|   |                                      |                                  |                 |   |  |
|   |                                      |                                  |                 |   |  |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .  | 6b                                   |                                  |                 |   | -287,907.  |
| 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                                    |                                  |                 |   | 518,212.   |
| 9 Capital gain distributions . . . . .  | 9                                    |                                  |                 |   | 5.   |
| 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 |                                      |                                  |                 |   | 230,310.   |

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

Schedule D (Form 1041) 2011

| <b>Part III Summary of Parts I and II</b>                          |            | (1) Beneficiaries'<br>(see instr.) | (2) Estate's<br>or trust's | (3) Total       |
|--|------------|------------------------------------|----------------------------|-----------------|
| <b>Caution: Read the instructions before completing this part.</b> |            |                                    |                            |                 |
| <b>13 Net short-term gain or (loss)</b>                            | <b>13</b>  |                                    |                            | <b>145,215.</b> |
| <b>14 Net long-term gain or (loss):</b>                            |            |                                    |                            |                 |
| a Total for year   | <b>14a</b> |                                    |                            | <b>230,310.</b> |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht.)      | <b>14b</b> |                                    |                            |                 |
| c 28% rate gain  | <b>14c</b> |                                    |                            |                 |
| <b>15 Total net gain or (loss). Combine lines 13 and 14a</b>       | <b>15</b>  |                                    |                            | <b>375,525.</b> |

**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**

|   |           |            |
|---|-----------|------------|
| <b>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:</b> | <b>16</b> | <b>( )</b> |
| a The loss on line 15, column (3) or b \$3,000  |           |            |

**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.

|  |           |           |  |
|--|-----------|-----------|--|
| <b>17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)</b>  | <b>17</b> |           |  |
| <b>18 Enter the smaller of line 14a or 15 in column (2) but not less than zero</b>   | <b>18</b> |           |  |
| <b>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)</b>         | <b>19</b> |           |  |
| <b>20 Add lines 18 and 19</b>  | <b>20</b> |           |  |
| <b>21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-</b>  | <b>21</b> |           |  |
| <b>22 Subtract line 21 from line 20. If zero or less, enter -0-</b>  | <b>22</b> |           |  |
| <b>23 Subtract line 22 from line 17. If zero or less, enter -0-</b>  | <b>23</b> |           |  |
| <b>24 Enter the smaller of the amount on line 17 or \$2,300</b>  | <b>24</b> |           |  |
| <b>25 Is the amount on line 23 equal to or more than the amount on line 24?</b>  |           |           |  |
| <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box.   |           |           |  |
| <input type="checkbox"/> <b>No.</b> Enter the amount from line 23  |           |           |  |
| <b>26 Subtract line 25 from line 24</b>  | <b>26</b> |           |  |
| <b>27 Are the amounts on lines 22 and 26 the same?</b>   |           |           |  |
| <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30; go to line 31  |           |           |  |
| <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22  |           |           |  |
| <b>28 Enter the amount from line 26 (If line 26 is blank, enter -0-)</b>   | <b>28</b> |           |  |
| <b>29 Subtract line 28 from line 27</b>  | <b>29</b> |           |  |
| <b>30 Multiply line 29 by 15% ( 15 )</b>   |           | <b>30</b> |  |
| <b>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)</b> |           | <b>31</b> |  |
| <b>32 Add lines 30 and 31</b>  |           | <b>32</b> |  |
| <b>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)</b> |           | <b>33</b> |  |
| <b>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)</b>                             |           | <b>34</b> |  |

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

**Employer identification number**

THE BARI LIPP FOUNDATION, INC.

13-3921302

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

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . -287,907.

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Schedule D-1 (Form 1041) 2011

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>                     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--|---|--------------------------------------|
| JP MORGAN<br>GOLDMAN SACHS<br>FIDELITY | 41.<br>445.<br>460.                               | 41.<br>445.<br>460.                  |
| TOTAL                                  | <u><u>946.</u></u>                                | <u><u>946.</u></u>                   |

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

ATTACHMENT 2

| <u>DESCRIPTION</u>                       | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--|---|--------------------------------------|
| HIGH RISE INSTITUTIONAL PARTNERS K-1 DIV | 19,600.   | 19,600.                              |
| JP MORGAN - DIVIDENDS                    | 337,275.  | 337,275.                             |
| FIDELITY - DIVIDENDS                     | 97,493.   | 97,493.                              |
| HIGH RISE INSTITUTIONAL PARTNERS K-1-INT | 68,007.   | 68,007.                              |
| FIRST MANHATTAN #2856-INTEREST           | 627,243.  | 627,243.                             |
| FIRST MANHATTAN #2856-ACCRUED INTEREST   | -42,860.  | -42,860.                             |
| GS MEZZANINE INVESTMENT INCOME           | 346,667.  | 346,667.                             |
| FIRST MANHATTAN - OID                    | 1,116.  | 1,116.                               |
| FIRST MANHATTAN - OTHER PERIODIC INT     | 12,552.   | 12,552.                              |
| JP MORGAN - INTEREST                     | 7,750.  | 7,750.                               |
| CEDAR BRIDGE INSTITUTIONAL FUND K-1 DIV  | 12,064.   | 12,064.                              |
| CEDAR BRIDGE INSTITUTIONAL FUND K-1 INT  | 20,448.   | 20,448.                              |
| TRIDENT V PROFESSIONAL FUND LP K-1 - INT | 1,001.  | 1,001.                               |
| <b>TOTAL</b>                             | <b>1,508,356.</b>                                 | <b>1,508,356.</b>                    |

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---|--------------------------------------|
| LITIGATION INCOME              | 1,200.  | 1,200.                               |
| OTHER PORTFOLIO LOSS FROM K-1S | -34,787.  | -34,787.                             |
| <b>TOTALS</b>                  | <b><u>-33,587.</u></b>                            | <b><u>-33,587.</u></b>               |

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 4

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-----------------------------|---|--------------------------------------|
| INVESTMENT INTEREST EXPENSE | 13,087.   | 13,087.                              |
| TOTALS                      | <u>13,087.</u>                                    | <u>13,087.</u>                       |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>                     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--|---|--------------------------------------|
| FOREIGN TAX PAID<br>FEDERAL TAXES PAID | 73.<br>27,588.                                    | 73.                                  |
| TOTALS                                 | <u>27,661.</u>                                    | <u>73.</u>                           |

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---|--------------------------------------|
| INVESTMENT FEES                | <u>32,772.</u>                                    | <u>32,772.</u>                       |
| PROFESSIONAL FEES              | <u>4,500.</u>                                     |                                      |
| NYS FILING FEES                | <u>750.</u>                                       |                                      |
| OTHER PORTFOLIO DEDUCTIONS K-1 | <u>34,040.</u>                                    |                                      |
| NONDEDUCTIBLE EXPENSES K-1     | <u>37.</u>  |                                      |
| <br>TOTALS                     | <br><u>72,099.</u>                                | <br><u>66,812.</u>                   |

ATTACHMENT 6

**FORM 990PF, PART II - CORPORATE STOCK**

DESCRIPTION

## TOTALS

ENDING  
BOOK VALUE

ENDING  
EMV

4, 736, 798.  
3, 070, 681:  
4, 634, 446.  
3, 320, 127.

7,807,479.      7,954,573.

7,807,479.

7,954,573.

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ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDSDESCRIPTION

FIRST MANHATTAN #2856

TOTALS

| <u>DESCRIPTION</u>    | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------|------------------------------|-----------------------|
| FIRST MANHATTAN #2856 | 10,053,829.                  | 10,117,577.           |
| TOTALS                | <u>10,053,829.</u>           | <u>10,117,577.</u>    |

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

| <u>DESCRIPTION</u>             | <u>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|-------------------|-----------------------|
| GS MEZZANINE                   | 1,866,483.        | 1,550,429.            |
| CEDAR BRIDGE INSTITUTIONAL FD  |                   |                       |
| HIGH RISE INSTITUTIONAL        | 216,725.          | 229,276.              |
| TRIDENT V PROFESSIONAL FUND LP | 2,000,000.        | 2,014,511.            |
| SOUND POINT CREDIT OPPS        | 749,611.          | 748,702.              |
| HONEY TREE RICHMOND, LLC       | 977,428.          | 977,428.              |
| BARRETT HEIGHTS APARTMENT HOME |                   |                       |
| TOTALS                         | <u>5,810,247.</u> | <u>5,520,346.</u>     |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

| <u>DESCRIPTION</u>            | <u>BOOK VALUE</u>    | <u>ENDING<br/>FMV</u> |
|-------------------------------|----------------------|-----------------------|
| DIVIDEND RECEIVABLE           | 6,381.               | 6,381.                |
| ACCRUED INTEREST PD CARRYOVER | 3,612.               | 3,612.                |
| <b>TOTALS</b>                 | <b><u>9,993.</u></b> | <b><u>9,993.</u></b>  |

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

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**ATTACHMENT 11**

NAME AND ADDRESS  
TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

ROBERT I. LIPP  
C/O AYCO COMPANY, L.P. - DAVID QUIN  
PO BOX 15014  
ALBANY, NY 12212-5014

DIRECTOR AS REQUIRED

JEFFREY D. LIPP  
C/O AYCO COMPANY, L.P. - DAVID QUIN  
PO BOX 15014  
ALBANY, NY 12212-5014

DIRECTOR AS REQUIRED

WENDY A. LIPP  
C/O AYCO COMPANY, L.P. - DAVID QUIN  
PO BOX 15014  
ALBANY, NY 12212-5014

DIRECTOR AS REQUIRED

## GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

| <u>RECIPIENT NAME AND ADDRESS</u>              | <u>SEE ATTACHED LIST</u>              | <u>CONTRIBUTION PAID THRU TRIDENT V PROFESSIONALS K-1</u> | <u>1.</u>                               | <u>TOTAL CONTRIBUTIONS PAID</u> |
|--|---------------------------------------|---|---|---------------------------------|
| <u>RECIPIENT NAME AND ADDRESS</u>              | <u>SEE ATTACHED LIST</u>              | <u>CONTRIBUTION PAID THRU TRIDENT V PROFESSIONALS K-1</u> | <u>1.</u>                               | <u>TOTAL CONTRIBUTIONS PAID</u> |
| <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u> | <u>FOUNDATION STATUS OF RECIPIENT</u> | <u>FOUNDATION STATUS OF RECIPIENT</u>                     | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u>                   |
| <u>AND</u>                                     | <u>NONE</u>                           | <u>501 (C) (3)</u>  | <u>GENERAL CHARITABLE PURPOSES</u>      | <u>2,726,265.</u>               |
| <u>GENERAL CHARITABLE PURPOSES</u>             | <u>GENERAL CHARITABLE PURPOSES</u>    | <u>GENERAL CHARITABLE PURPOSES</u>                        |   |                                 |
|  |                                       |   |   | <u><u>2,726,266.</u></u>        |

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

| Kind of Property                             |                                       | Description               |  |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold  |
|--|---------------------------------------|---------------------------|--|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69   | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |            |
| 1,047,938.                                   |                                       |                           | TOTAL SHORT-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS |                                 |                                    |              | 145,215.             |            |
| 7,100,090.                                   |                                       |                           | TOTAL LONG-TERM COMMON TRUST FUND AND<br>PARTNERSHIP, S CORPORATION, AND OTHER<br>ESTATES OR TRUST GAIN OR LOSS  |                                 |                                    |              | 518,212.             |            |
| 2,055,999.                                   |                                       |                           | TOTAL CAPITAL GAIN DISTRIBUTIONS   |                                 |                                    |              | 5.                   |            |
| 6,612.                                       |                                       |                           | FIRST MANHATTAN - SEE ATTACHED<br>PROPERTY TYPE: SECURITIES  |                                 |                                    | P            | VARIOUS              | VARIOUS    |
|  |                                       |                           | 1,298,028.   |                                 |                                    |              | -250,090.            |            |
|  |                                       |                           | HIGH RISE INSTITUTIONAL PARTNER, LP - L  |                                 |                                    | P            | VARIOUS              | 12/31/2011 |
|  |                                       |                           | PROPERTY TYPE: SECURITIES  |                                 |                                    |              | -17,777.             |            |
|  |                                       |                           | 7,117,867.   |                                 |                                    |              |                      |            |
|  |                                       |                           | CEDAR BRIDGE INSTITUTIONAL FUND, LP - LO   |                                 |                                    | P            | VARIOUS              | 12/31/2011 |
|  |                                       |                           | PROPERTY TYPE: SECURITIES  |                                 |                                    |              | -26,652.             |            |
|  |                                       |                           | 2,082,651.   |                                 |                                    |              |                      |            |
|  |                                       |                           | TRIDENT V PROFESSIONALS FUND, LP - SECTI   |                                 |                                    | P            | VARIOUS              | VARIOUS    |
|  |                                       |                           | PROPERTY TYPE: SECURITIES  |                                 |                                    |              | 6,612.               |            |
| TOTAL GAIN(LOSS) .....                       |                                       |                           |  |                                 |                                    |              | <u>375,525.</u>      |            |

Stock Transactions  
Company:

Bari Lipp Foundation 2011  
First Manhattan 54Z-002856

#REF!

| Description   | Acq Date | Date                   | Shares Sold            | Cost of Stock          | Sale Price             | Gain/Loss         |
|---|----------|------------------------|------------------------|------------------------|------------------------|-------------------|
| Banc Amer Comi Mtg 2001-3<br>Due 5 85% 9/4/37           | 08/29/08 | 11/14/2011             | 200,000 00             | 195,763 16<br>4,580 59 | 229 06<br>4,580 59     | (195,534 10)<br>- |
| BNSF RY CO<br>5 72% 1/15/24                             |          | Various                |                        | 71 81                  | 71 81                  | -                 |
| Broward Cnty FLA<br>Note Due 12/1/18 7 8%               | 06/30/03 | 10/11/2011             | 95,000 00              | 108,253 00             | 95,950 00              | (12,303 00)       |
| Burlington Northern Santa Fe<br>Due 1/2/21 7 57%        | 09/10/10 | Various                |                        | 14,350 89              | 14,350 89              | -                 |
| GNMA GTD<br>Due 2/20/29 5 00%                           | 06/17/04 | 3/21/2011              | 100,000.00             | 7,356 41               | 7,106.38               | (250 03)          |
| GNMA GTD<br>Due 4/20/30 4 50%                           | 11/18/04 | Various                |                        | 204,299 76             | 204,299 76             | -                 |
| GNMA GTD<br>Due 7/20/34 4 5%                            | 03/23/05 | Various                |                        | 73,150 20              | 73,150 20              | -                 |
| Hormel Foods<br>Due 6/1/11 6 625%                       | 06/30/04 | 6/1/2011               | 169,000 00             | 184,610 53             | 169,000 00             | (15,610 53)       |
| Procter & Gamble<br>Due 1/1/21 9 36%                    | 02/03/05 | Various                |                        | 9,670 00               | 9,670 00               | -                 |
| Procter & Gamble<br>Due 1/1/21 9 36%                    | 11/30/07 | Various                |                        | 4,835 00               | 4,835 00               | -                 |
| Small Business Admin GTD Dev<br>5/1/30 4 11%            |          | Various                |                        | 16,837 64              | 16,837 64              | -                 |
| Union Pacific Railroad Co<br>Due 1/2/29 5 082%          | 01/25/08 | Various                |                        | 13,175 20              | 13,175 20              | -                 |
| Wal-Mart<br>Due 1/5/15 8 85%                            | 03/09/04 | Various                |                        | 45,989 82              | 45,989 82              | -                 |
| Washington Gas LT Co<br>Due 1/24/11 6 64%               | 12/19/02 | 1/24/2011              | 300,000 00             | 326,748 00             | 300,000 00             | (26,748 00)       |
| Wells Fargo Mtg Backed<br>Due 3/1/03 9%<br>4 5% 8/25/18 | 07/30/03 | Various                |                        | 63,691 58              | 63,691 58              | -                 |
| Indiana BD BK Sch Seve<br>Due 5 05% 1/15/19             | 05/27/08 | 1/18/2011<br>7/15/2011 | 15,000.00<br>10,000 00 | 14,786 65<br>9,857 76  | 15,000 00<br>10,000 00 | 213 35<br>142 24  |

Net Long Term Capital Gain/(Loss)

1,298,028 00 1,047,937 93 (250,090 07)

st  
lt  
Ordinary

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

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

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

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

Enter filer's identifying number, see instructions

|   |   |  |
|---|---|--|
| <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<br><br><b>THE BARI LIPP FOUNDATION, INC.</b>                   | Employer identification number (EIN) or<br><br><b>X 13-3921302</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions<br><br><b>C/O AYCO COMPANY, L.P. - DAVID QUINN</b>    | Social security number (SSN)<br><br><input type="checkbox"/>       |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><br><b>ALBANY, NY 12212-5014</b> |  |

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

| Application<br>Is For                    | Return<br>Code | Application<br>Is For | Return<br>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 ► **AYCO COMPANY, L.P.-NTG**  
Telephone No. ► **518 640-5000** FAX No. ► **518 640-5390**
- 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 of 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\_\_\_\_\_.  
If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 6 State in detail why you need the extension **DATA REQUIRED TO COMPLETE THE RETURN IS NOT CURRENTLY AVAILABLE**

- 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 \$ 70,600.**
- 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 \$ 70,600.**
- 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 ►

Date ►