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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

, and ending

Name of foundation LILY AUCHINCLOSS FOUNDATION, INC.		A Employer identification number 13-3935995
Number and street (or P O box number if mail is not delivered to street address) 16 EAST 79TH STREET	Room/suite 31	B Telephone number (212) 708-9216
City or town, state, and ZIP code NEW YORK, NY 10021		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 45,461,964.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		816,433.	816,433.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,813,891.			
b Gross sales price for all assets on line 6a 14,147,971.					
7 Capital gain net income (from Part IV, line 2)			1,813,891.		
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)					
11 Other income		9,051.	<190.>		STATEMENT 2
12 Total. Add lines 1 through 11		2,639,375.	2,630,134.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		74,915.	0.		74,915.
15 Pension plans, employee benefits		12,046.	0.		12,046.
16a Legal fees					
b Accounting fees STMT 3		35,725.	0.		35,725.
c Other professional fees STMT 4		338,936.	268,936.		70,000.
17 Interest					
18 Taxes STMT 5		95,901.	11,341.		31,560.
19 Depreciation and depletion					
20 Occupancy		39,117.	0.		39,117.
21 Travel, conferences, and meetings		7,616.	0.		7,616.
22 Printing and publications		385.	0.		385.
23 Other expenses STMT 6		145,851.	17,196.		128,655.
24 Total operating and administrative expenses. Add lines 13 through 23		750,492.	297,473.		400,019.
25 Contributions, gifts, grants paid		2,234,000.			2,234,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,984,492.	297,473.		2,634,019.
27 Subtract line 26 from line 12		<345,117.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,332,661.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,506,292.	4,731,503.	4,835,082.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	5,988,852.	5,421,961.	5,516,651.
	b Investments - corporate stock STMT 8	29,233,470.	28,598,571.	30,860,640.
	c Investments - corporate bonds STMT 9	2,555,635.	2,459,067.	2,665,191.
11 Investments - land buildings and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	1,795,863.	1,698,590.	1,576,820.	
14 Land, buildings, and equipment basis ▶ 3,280.				
Less accumulated depreciation ▶	3,280.	3,280.	3,280.	
15 Other assets (describe ▶ RENTAL SECURITY)	4,300.	4,300.	4,300.	
16 Total assets (to be completed by all filers)	43,087,692.	42,917,272.	45,461,964.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	43,087,692.	42,917,272.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	43,087,692.	42,917,272.	
31 Total liabilities and net assets/fund balances	43,087,692.	42,917,272.		

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	43,087,692.
2 Enter amount from Part I, line 27a	2	<345,117.>
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	174,697.
4 Add lines 1, 2, and 3	4	42,917,272.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,917,272.

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				
b SEE ATTACHED STATEMENTS				
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 14,147,971.		12,385,441.	1,813,891.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,813,891.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,813,891.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,629,178.	44,966,312.	.058470
2009	2,079,760.	38,435,292.	.054111
2008	3,302,145.	53,902,594.	.061261
2007	3,174,920.	61,141,940.	.051927
2006	3,062,193.	58,323,309.	.052504

2 Total of line 1, column (d)	2	.278273
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	.055655
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	46,455,231.
5 Multiply line 4 by line 3	5	2,585,466.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,327.
7 Add lines 5 and 6	7	2,608,793.
8 Enter qualifying distributions from Part XII, line 4	8	2,634,019.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	23,327.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	23,327.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	23,327.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	83,057.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	83,057.	
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	59,730.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>LILYAUCH.ORG</u>	13	X	
14	The books are in care of ► <u>WTAS LLC</u> Telephone no ► <u>(646) 213-5100</u> Located at ► <u>1177 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes X	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 605 THIRD AVENUE, NEW YORK, NY 10158	INVESTMENT SERVICE FEES	338,936.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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	45,226,352.
b	Average of monthly cash balances	1b	1,936,319.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	47,162,671.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,162,671.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	707,440.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,455,231.
6	Minimum investment return. Enter 5% of line 5	6	2,322,762.

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	2,322,762.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23,327.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,327.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,299,435.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,299,435.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,299,435.

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	2,634,019.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,634,019.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	23,327.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,610,692.

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				2,299,435.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				119,314.
f Total of lines 3a through e	119,314.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,634,019.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,299,435.
e Remaining amount distributed out of corpus	334,584.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	453,898.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	453,898.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	119,314.			
e Excess from 2011	334,584.			

N/A

►

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

Form 990-PF (2011)

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				
VARIOUS - SEE STATEMENT ATTACHED	NONE	N/A	GENERAL PURPOSE	2,234,000.
Total			▶ 3a	2,234,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
b	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
c	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
d	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
e	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
f	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
g	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
h	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
i	OLD WESTBURY - SCH K-1 S.T.			P	VARIOUS	VARIOUS
j	OLD WESTBURY - SCH K-1 L.T.			P	VARIOUS	VARIOUS
k						
l						
m						
n						
o						

(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 818,058.		808,712.	9,346.
b 159,945.		159,945.	0.
c 94,967.		94,967.	0.
d 2,946,793.		2,825,941.	120,852.
e 1,330,770.		1,316,950.	13,820.
f 1,529,867.		1,331,228.	198,639.
g 7,267,571.		5,847,698.	1,419,873.
h			14.
i			893.
j			50,454.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			9,346.
b			0.
c			0.
d			120,852.
e			13,820.
f			198,639.
g			1,419,873.
h			14.
i			893.
j			50,454.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,813,891.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CCM *02027 - DIVIDENDS	80,676.	0.	80,676.
NEUBERGER BERMAN 02808 - ACCRUED INTEREST PAID	11,190.	0.	11,190.
NEUBERGER BERMAN 02808 - DIVIDENDS	26.	0.	26.
NEUBERGER BERMAN 02808 - INTEREST	292,176.	0.	292,176.
NEUBERGER BERMAN 02809 - DIVIDENDS	88.	0.	88.
NEUBERGER BERMAN 33000 - DIVIDENDS	428,305.	0.	428,305.
OLD WESTBURY K-1 - DIVIDENDS	2,206.	0.	2,206.
OLD WESTBURY K-1 - INTEREST	1,766.	0.	1,766.
TOTAL TO FM 990-PF, PART I, LN 4	816,433.	0.	816,433.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OLD WESTBURY VENTURE CAPITAL FUND II (EIN:13-4051272)	<190.>	<190.>	
NEUBERGER BERMAN 550-02808 - 2009 US TREASURY REFUND	8,266.	0.	
CHASE	975.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,051.	<190.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	35,725.	0.		35,725.
TO FORM 990-PF, PG 1, LN 16B	35,725.	0.		35,725.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT SERVICES FEES NB#33000	301,268.	231,268.		70,000.	
INVESTMENT SERVICES FEES NB#02809	4,850.	4,850.		0.	
INVESTMENT SERVICES FEES NB#02808	32,818.	32,818.		0.	
TO FORM 990-PF, PG 1, LN 16C	338,936.	268,936.		70,000.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID - NB 33000	11,341.	11,341.		0.	
PAYROLL TAXES 2010 FEDERAL EXTENSION PAYMENT	31,560.	0.		31,560.	
2011 3RD QUARTER TAX ESTIMATED PAYMENT	18,000.	0.		0.	
2011 4TH QUARTER TAX ESTIMATED PAYMENT	10,000.	0.		0.	
2011 4TH QUARTER TAX ESTIMATED PAYMENT	25,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	95,901.	11,341.		31,560.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NEW YORK STATE FILING FEE	750.	0.		750.	
OLD WESTBURY VENTURE CAPITAL FUND II (EIN:13-40512)	17,196.	17,196.		0.	
COMPUTER SERVICES & SOFTWARE	13,800.	0.		13,800.	
TELEPHONE	1,355.	0.		1,355.	
MESSENGER EXPENSE	261.	0.		261.	
MEMBERSHIP & SUBSCRIPTION	5,600.	0.		5,600.	

BUSINESS MEALS	2,390.	0.	2,390.
INSURANCE	103,182.	0.	103,182.
BANK CHARGES	98.	0.	98.
OFFICE SUPPLIES	621.	0.	621.
MISC. EXPENSES	598.	0.	598.
TO FORM 990-PF, PG 1, LN 23	145,851.	17,196.	128,655.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	X		5,421,961.	5,516,651.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,421,961.	5,516,651.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,421,961.	5,516,651.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 33000	22,777,635.	27,243,711.
NEUBERGER BERMAN 02809	5,820,936.	3,616,929.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,598,571.	30,860,640.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	2,459,067.	2,665,191.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,459,067.	2,665,191.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INT'L FLAVORS & FRAGRANCES	COST	404,783.	576,620.
OLD WESTBURY VENTURE CAPITAL FUND	COST		
II		1,183,803.	783,208.
CERTIFICATES OF DEPOSIT	COST	110,004.	135,252.
NEUBERGER BERMAN 33000 ACCRUED	COST		
DIVIDEND		0.	15,985.
NEUBERGER BERMAN 02808 ACCRUED	COST		
INTEREST		0.	65,755.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,698,590.	1,576,820.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDRA A. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR, PRES & TREASURER 0.00	0.	0.	0.
PAUL K. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & VP 0.00	0.	0.	0.
LEE AUCHINCLOSS LINK C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JANET LEVOFF C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JAMES GARA C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.

STEADMAN H. WESTERGAARD	DIRECTOR & SECRETARY			
C/O L AUCHINCLOSS FDN, INC 16 E.				
79 ST, #31	0.00	0.	0.	0.
NEW YORK, NY 10021				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
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Lily Auchincloss Foundation
2011

Date	Payee/Organization	Status	Address	City	Zipcode	Description	Amount
12/5/06	Weeksville Heritage	501(c)(3) Public Charity	PO Box 130-120 St Johns	Brooklyn	11213	Grant	(15,000.00)
12/14/06	The Moth	501(c)(3) Public Charity	330 W 38th Street	NY	10018	Grant	(5,000.00)
12/29/06	Racing Thoughts dba Jane Comfort Dance	501(c)(3) Public Charity	55 N Moore St	NY	10013	Grant	(2,500.00)
12/29/06	Children's Aid Society	501(c)(3) Public Charity	105 E 22nd	NY	10010	Grant	(7,500.00)
12/29/06	Ethical Culture Fieldston School	501(c)(3) Public Charity	33 Central Park West	NY	10023	Grant	(5,000.00)
12/29/06	Ethical Culture Fieldston School	501(c)(3) Public Charity	33 Central Park West	NY	10023	Grant	(2,500.00)
12/29/06	Public Art Fund	501(c)(3) Public Charity	1 E 53rd	NY	10022	Grant	(2,000.00)
1/26/11	Empire Dragon Boat Team	501(c)(3) Public Charity	1429 First Avenue	NY	10065	Grant	(10,000.00)
2/9/11	United Social Services of the NY Society for Ethical Culture	501(c)(3) Public Charity	2 West 64th Street, Suite 505	NY	10023	Grant	(1,000.00)
3/25/11	New York Women's Foundation	501(c)(3) Public Charity	39 Broadway, 23rd Floor	NY	10006	Grant	(15,000.00)
4/5/11	Andrew Glover Program	501(c)(3) Public Charity	100 Centre Street	NY	10013	Grant	(10,000.00)
4/5/11	Architectural League	501(c)(3) Public Charity	594 Broadway, Suite 607	NY	10012	Grant	(15,000.00)
4/5/11	Bard Graduate Center	501(c)(3) Public Charity	18 West 86th Street	NY	10024	Grant	(5,000.00)
4/5/11	Bowery Residents Committee	501(c)(3) Public Charity	324 Lafayette Street, 8th Floor	NY	10012	Grant	(15,000.00)
4/5/11	Brooklyn Arts Council	501(c)(3) Public Charity	55 Washington Street, Suite 218	Brooklyn	11201	Grant	(10,000.00)
4/5/11	Brooklyn Botanic Garden	501(c)(3) Public Charity	1000 Washington Avenue	Brooklyn	11225	Grant	(15,000.00)
4/5/11	Brooklyn Historical Society	501(c)(3) Public Charity	128 Pierrepont Street	Brooklyn	11201	Grant	(25,000.00)
4/5/11	Carter Burden Center for the Aging	501(c)(3) Public Charity	1484 First Avenue	NY	10075	Grant	(15,000.00)
4/5/11	Center for Children's Initiatives	501(c)(3) Public Charity	322 8th Avenue, 4th floor	NY	10001	Grant	(10,000.00)
4/5/11	Community-Word Project	501(c)(3) Public Charity	42 Broadway 18th floor	NY	10004	Grant	(5,000.00)
4/5/11	CONNECT	501(c)(3) Public Charity	3 West 29th Street, 9th Floor	NY	10001	Grant	(10,000.00)
4/5/11	Cooper Hewitt National Design Museum	501(c)(3) Public Charity	2 East 91st Street	NY	10128	Grant	(50,000.00)
4/5/11	Design Trust for Public Space	501(c)(3) Public Charity	338 West 39th Street, 10th Floor	NY	10018	Grant	(15,000.00)
4/5/11	En Foco, Inc	501(c)(3) Public Charity	1738 Hone Avenue	Bronx	10461	Grant	(5,000.00)
4/5/11	Exit Art	501(c)(3) Public Charity	475 Tenth Avenue	NY	10018	Grant	(10,000.00)
4/5/11	Facing History and Ourselves	501(c)(3) Public Charity	14 East 4th Street, Suite 3003	NY	10122	Grant	(15,000.00)
4/5/11	Find Aid for the Aged	501(c)(3) Public Charity	160 West 71st Street, 2F	NY	10029	Grant	(25,000.00)
4/5/11	General Society of Mechanics & Tradesmen	501(c)(3) Public Charity	20 West 44th Street	NY	10036	Grant	(10,000.00)
4/5/11	Highbridge Community Center	501(c)(3) Public Charity	979 Ogden Avenue	Bronx	10452	Grant	(10,000.00)
4/5/11	Historic District Council	501(c)(3) Public Charity	232 East 11th Street	NY	10003	Grant	(5,000.00)
4/5/11	InMotion, Inc	501(c)(3) Public Charity	70 West 36th Street, Suite 903	NY	10018	Grant	(10,000.00)
4/5/11	International Rescue Committee	501(c)(3) Public Charity	122 East 42nd Street	NY	10168	Grant	(15,000.00)
4/5/11	Joby	501(c)(3) Public Charity	232 East 11th Street	NY	10003	Grant	(10,000.00)
4/5/11	Jencho Project	501(c)(3) Public Charity	245 West 29th Street Suite 902	NY	10001	Grant	(10,000.00)
4/5/11	LIFT (Legal Information for Families)	501(c)(3) Public Charity	350 Broadway, Suite 501	NY	10013	Grant	(10,000.00)
4/5/11	Lehman College Art Gallery	501(c)(3) Public Charity	Bedford Park Blvd West	Bronx	10468	Grant	(5,000.00)
4/5/11	Lesbian, Gay, Bisexual & Transgender Com	501(c)(3) Public Charity	208 West 13th Street	NY	10011	Grant	(10,000.00)
4/5/11	Mary Mitchell Center	501(c)(3) Public Charity	2007 Mapes Avenue	Bronx	10460	Grant	(10,000.00)
4/5/11	Mercy Center	501(c)(3) Public Charity	377 East 145th Street	Bronx	10454	Grant	(10,000.00)
4/5/11	Municipal Art Society	501(c)(3) Public Charity	111 West 57th Street	NY	10019	Grant	(15,000.00)
4/5/11	Natural Resources Defense Council	501(c)(3) Public Charity	40 West 20th Street	NY	10011	Grant	(20,000.00)
4/5/11	New Heights Youth	501(c)(3) Public Charity	2576 Broadway, PMB 213	NY	10025	Grant	(15,000.00)
4/5/11	New York Restoration Project	501(c)(3) Public Charity	254 West 31st Street, 10th Floor	NY	10001	Grant	(10,000.00)
4/5/11	One Stop Services	501(c)(3) Public Charity	747 Amsterdam Avenue, 3rd Floor	NY	10025	Grant	(15,000.00)
4/5/11	Project Enterprise	501(c)(3) Public Charity	144 West 125th Street, 4th Floor	NY	10027	Grant	(15,000.00)
4/5/11	Read Alliance	501(c)(3) Public Charity	80 Maiden Lane 11th floor	NY	10038	Grant	(15,000.00)
4/5/11	Rockaway Waterfront Alliance	501(c)(3) Public Charity	P O Box 900645	Far Rockaway	11690	Grant	(10,000.00)
4/5/11	Rocking the Boat	501(c)(3) Public Charity	812 Edgewater Road	Bronx	10474	Grant	(10,000.00)
4/5/11	Safe Space	501(c)(3) Public Charity	295 Lafayette Street, Suite 920	NY	10012	Grant	(10,000.00)
4/5/11	SAGE	501(c)(3) Public Charity	305 Seventh Avenue, 6th Floor	NY	10001	Grant	(10,000.00)
4/5/11	Studio In A School	501(c)(3) Public Charity	410 West 59th Street	NY	10019	Grant	(15,000.00)
4/5/11	Supportive Housing Network of NY	501(c)(3) Public Charity	247 West 37th Street, 18th Floor	NY	10018	Grant	(10,000.00)
4/5/11	Union Settlement Association	501(c)(3) Public Charity	237 East 104th Street	NY	10029	Grant	(15,000.00)
4/5/11	Wave Hill	501(c)(3) Public Charity	675 West 252nd Street	Bronx	10471	Grant	(10,000.00)
4/5/11	The Way to Work	501(c)(3) Public Charity	52 Broadway, 6th Floor	NY	10004	Grant	(15,000.00)
4/5/11	Wildlife Conservation Society	501(c)(3) Public Charity	2300 Southern Boulevard	Bronx	10460	Grant	(10,000.00)
4/5/11	Fountain House	501(c)(3) Public Charity	425 West 47th Street	NY	10036	Grant	(50,000.00)
4/5/11	Chelsea Clubhouse, Inc	501(c)(3) Public Charity	226 West 20th Street	NY	10011	Grant	(5,000.00)
4/18/11	Friends of Strays, Inc	501(c)(3) Public Charity	P O Box 541302	Flushing	11354	Grant	(5,000.00)
4/18/11	Natural Resources Defense Council	501(c)(3) Public Charity	40 West 20th Street	NY	10011	Grant	(20,000.00)
4/18/11	West Side Community Garden	501(c)(3) Public Charity	P O Box 20301	NY	10025	Grant	(3,000.00)
4/18/11	Teachers Count	501(c)(3) Public Charity	224 West 4th Street, Suite 200	NY	10014	Grant	(10,000.00)
4/18/11	Miss Hall's School	501(c)(3) Public Charity	492 Holmes Road	Pittsfield, MA	01201	Grant	(10,000.00)
4/20/11	The Shakespeare Society	501(c)(3) Public Charity	45 East 78th Street, 5th Floor	NY	10075	Grant	(5,000.00)
4/20/11	Global Language Project	501(c)(3) Public Charity	P O Box 3851	NY	10185	Grant	(5,000.00)
5/2/11	Phoenix House	501(c)(3) Public Charity	164 West 74th Street	NY	10023	Grant	(15,000.00)
5/12/11	Youth Represent	501(c)(3) Public Charity	346 Broadway	NY	10013	Grant	(5,000.00)
6/13/11	Citizens Committee for Children	501(c)(3) Public Charity	105 East 22nd Street, 7th Floor	NY	10010	Grant	(25,000.00)
6/13/11	WNYC	501(c)(3) Public Charity	160 Varck Street, 9th Floor	NY	10013	Grant	(100,000.00)
6/13/11	AIR Gallery	501(c)(3) Public Charity	111 Front Street, #228	Brooklyn	11201	Grant	(5,000.00)
6/13/11	Advocates for Children	501(c)(3) Public Charity	151 West 30th Street	NY	10001	Grant	(15,000.00)
6/13/11	American Youth Table Tennis Organization	501(c)(3) Public Charity	P O Box 155	Irvington	10533	Grant	(10,000.00)
6/13/11	The Animation Project	501(c)(3) Public Charity	55 Exchange Place, Suite 404	NY	10005	Grant	(10,000.00)
6/13/11	Bed Stuy Campaign Against Hunger	501(c)(3) Public Charity	2010 Fulton Street	Brooklyn	11233	Grant	(10,000.00)
6/13/11	Big Brothers Big Sisters of NYC	501(c)(3) Public Charity	223 East 30th Street	NY	10016	Grant	(10,000.00)
6/13/11	Brooklyn Academy of Music	501(c)(3) Public Charity	30 Lafayette Avenue	Brooklyn	11217	Grant	(10,000.00)
6/13/11	Brooklyn Community Housing & Services	501(c)(3) Public Charity	105 Carlton Avenue	Brooklyn	11205	Grant	(15,000.00)
6/13/11	Care for the Homeless	501(c)(3) Public Charity	30 East 33rd Street, 5th Floor	NY	10016	Grant	(15,000.00)
6/13/11	Center for Employment Opportunities	501(c)(3) Public Charity	32 Broadway, 15th Floor	NY	10004	Grant	(15,000.00)
6/13/11	City Harvest	501(c)(3) Public Charity	575 Eighth Avenue, 4th Floor	NY	10018	Grant	(20,000.00)

6/13/11	Community Voices Heard	501(c)(3) Public Chanty	115 East 106th Street, 3rd Floor	NY	10029	Grant	(15,000.00)
6/13/11	Coro New York Leadership Center	501(c)(3) Public Chanty	42 Broadway, Suite 1827-35	NY	10004	Grant	(15,000.00)
6/13/11	Correctional Association	501(c)(3) Public Chanty	2090 Adam Clayton Powell Blvd., Suite	NY	10027	Grant	(15,000.00)
6/13/11	Creative Time	501(c)(3) Public Chanty	59 East 4th Street	NY	10003	Grant	(25,000.00)
6/13/11	East Side House Settlement	501(c)(3) Public Chanty	337 Alexander Avenue	Bronx	10454	Grant	(10,000.00)
6/13/11	Fifth Avenue Committee	501(c)(3) Public Chanty	621 DeGraw Street	Brooklyn	11215	Grant	(15,000.00)
6/13/11	Foundation for Contemporary Arts	501(c)(3) Public Chanty	820 Greenwich Street	NY	10014	Grant	(10,000.00)
6/13/11	Free Arts NYC	501(c)(3) Public Chanty	1431 Broadway, 7th Floor	NY	10018	Grant	(10,000.00)
6/13/11	Futures and Options	501(c)(3) Public Chanty	120 Broadway, Suite 913	NY	10271	Grant	(15,000.00)
6/13/11	Green Guenillas	501(c)(3) Public Chanty	232 East 11th Street	NY	10003	Grant	(7,500.00)
6/13/11	International Center for Photography	501(c)(3) Public Chanty	1114 Avenue of the Americas	NY	10036	Grant	(20,000.00)
6/13/11	Just Food	501(c)(3) Public Chanty	1155 Avenue of the Americas, Third	NY	10036	Grant	(20,000.00)
6/13/11	Lower East Side Print Shop	501(c)(3) Public Chanty	306 West 37th Street, 6th Floor	NY	10018	Grant	(15,000.00)
6/13/11	MinKwon Center for Community Action	501(c)(3) Public Chanty	136-19 41st Avenue, 3rd Floor	Flushing	11355	Grant	(15,000.00)
6/13/11	The Museum of Modern Art	501(c)(3) Public Chanty	11 West 53rd Street	NY	10019	Grant	(80,000.00)
6/13/11	Myrtle Avenue Revitalization Project	501(c)(3) Public Chanty	472 Myrtle Avenue, 2nd Floor	Brooklyn	11205	Grant	(10,000.00)
6/13/11	Neighborhood Coalition for Shelter	501(c)(3) Public Chanty	157 East 86th Street	NY	10028	Grant	(10,000.00)
6/13/11	New Destiny Housing Corporation	501(c)(3) Public Chanty	12 West 37th Street, 7th Floor	NY	10018	Grant	(10,000.00)
6/13/11	New York Landmarks Conservancy	501(c)(3) Public Chanty	One Whitehall Street	NY	10004	Grant	(20,000.00)
6/13/11	New York Society for the Prevention of Cruelty to Children	501(c)(3) Public Chanty	161 William Street, 9th Floor	NY	10038	Grant	(15,000.00)
6/13/11	North Shore Waterfront Conservancy	501(c)(3) Public Chanty	121 Heberton Avenue	Staten Island	10302	Grant	(5,000.00)
6/13/11	Northside Center for Child Development	501(c)(3) Public Chanty	1301 Fifth Avenue	NY	10029	Grant	(15,000.00)
6/13/11	Nurture Art	501(c)(3) Public Chanty	910 Grand Street	Brooklyn	11211	Grant	(5,000.00)
6/13/11	Pathways to Housing	501(c)(3) Public Chanty	186 East 123rd Street, Suite 401	NY	10035	Grant	(10,000.00)
6/13/11	Public Art Fund	501(c)(3) Public Chanty	One East 53rd Street	NY	10022	Grant	(15,000.00)
6/13/11	Queens Council on the Arts	501(c)(3) Public Chanty	One Forest Park at Oak Ridge	Woodhaven	11421	Grant	(10,000.00)
6/13/11	Center for Family Life/SCO Family of Services	501(c)(3) Public Chanty	345 43rd Street	Brooklyn	11232	Grant	(15,000.00)
6/13/11	Sculpture Center	501(c)(3) Public Chanty	44-19 Purves Street	Long Island	11101	Grant	(15,000.00)
6/13/11	Search and Care	501(c)(3) Public Chanty	1844 Second Avenue	NY	10128	Grant	(15,000.00)
6/13/11	Socrates Sculpture Park	501(c)(3) Public Chanty	P O Box 6259 32-01 Vernon Blvd	Long Island	11106	Grant	(20,000.00)
6/13/11	United Community Centers	501(c)(3) Public Chanty	613 New Lots Avenue	Brooklyn	11207	Grant	(10,000.00)
6/13/11	West Side Campaign Against Hunger	501(c)(3) Public Chanty	263 West 86th Street	NY	10024	Grant	(20,000.00)
6/13/11	YMCA of Greater NY	501(c)(3) Public Chanty	5 West 63rd Street, 7th floor	NY	10023	Grant	(20,000.00)
6/13/11	Migraine Research Foundation	501(c)(3) Public Chanty	300 East 75th Street	NY	10021	Grant	(10,000.00)
6/13/11	Elizabeth Foundation for the Arts	501(c)(3) Public Chanty	323 West 39th Street	NY	10018	Grant	(10,000.00)
6/13/11	Judd Foundation	501(c)(3) Public Chanty	101 Spring Street	NY	10013	Grant	(10,000.00)
6/15/11	Cathedral Church of St. John the Divine	501(c)(3) Public Chanty	1047 Amsterdam Avenue	NY	10025	Grant	(5,000.00)
6/15/11	American Youth Table Tennis Organization	501(c)(3) Public Chanty	P O Box 155	Irvington	10533	Grant	(5,000.00)
7/12/11	NYFA/Mary Miss Broadway Steps (fiscal sponsor)	501(c)(3) Public Chanty	20 Jay Street, 7th Floor	Brooklyn	11201	Grant	(25,000.00)
7/21/11	Weill Cornell Medical College	501(c)(3) Public Chanty	1300 York Avenue	NY	10065	Grant	(25,000.00)
8/4/11	Friends of Strays	501(c)(3) Public Chanty	P O Box 541302	Flushing	11354	Grant	(5,000.00)
8/24/11	Indo-American Arts Council	501(c)(3) Public Chanty	517 East 87th Street	NY	10128	Grant	(2,500.00)
8/24/11	Lawyers for Children	501(c)(3) Public Chanty	110 Lafayette Street	NY	10013	Grant	(1,500.00)
8/26/11	Asia Society	501(c)(3) Public Chanty	725 Park Avenue	NY	10021	Grant	(2,500.00)
8/31/11	Recess Activities	501(c)(3) Public Chanty	41 Grand Street	NY	10013	Grant	(1,000.00)
8/31/11	Public Art Fund	501(c)(3) Public Chanty	1 East 53rd Street	NY	10022	Grant	(1,500.00)
8/31/11	MoMA PS1	501(c)(3) Public Chanty	11 West 53rd Street	NY	10019	Grant	(2,500.00)
9/2/11	Ethical Culture Fieldston School	501(c)(3) Public Chanty	33 Central Park West	NY	10023	Grant	(7,500.00)
9/2/11	Chess-in-the-Schools	501(c)(3) Public Chanty	520 Eighth Avenue	NY	10018	Grant	(2,000.00)
9/29/11	West 55th Street Block Association	501(c)(3) Public Chanty	345 West 55th Street, #3A	NY	10019	Grant	(2,000.00)
10/1/11	Vineyard Theater	501(c)(3) Public Chanty	108 East 15th Street	NY	10003	Grant	(5,000.00)
10/1/11	St. Anne's Warehouse	501(c)(3) Public Chanty	55 Washington Street, Suite 458	Brooklyn	11201	Grant	(5,000.00)
10/14/11	Community Service Society of New York	501(c)(3) Public Chanty	105 East 22nd Street	NY	10010	Grant	(5,000.00)
11/2/11	Studio In A School	501(c)(3) Public Chanty	410 West 59th Street	NY	10019	Grant	(3,000.00)
11/10/11	National Jazz Museum in Harlem	501(c)(3) Public Chanty	104 East 126th Street	NY	10035	Grant	(5,000.00)
11/18/11	Fractured Atlas/American Abstract Artists (fiscal sponsor)	501(c)(3) Public Chanty	248 West 35th Street, 10th Floor	NY	10001	Grant	(5,000.00)
12/5/11	Art 21	501(c)(3) Public Chanty	286 Spring Street, Suite 405	NY	10013	Grant	(10,000.00)
12/5/11	Association for Neighborhood Housing & Development	501(c)(3) Public Chanty	50 Broad Street	NY	10004	Grant	(10,000.00)
12/5/11	Association of Community Employment Programs for the	501(c)(3) Public Chanty	598 Broadway	NY	10012	Grant	(10,000.00)
12/5/11	BRIC Arts	501(c)(3) Public Chanty	33 Clinton Street	Brooklyn	11201	Grant	(10,000.00)
12/5/11	Citizens Union Foundation	501(c)(3) Public Chanty	299 Broadway, Suite 700	NY	10007	Grant	(15,000.00)
12/5/11	City Parks Foundation	501(c)(3) Public Chanty	830 Fifth Avenue	NY	10021	Grant	(15,000.00)
12/5/11	City Year	501(c)(3) Public Chanty	20 West 22nd St. 3rd Floor	NY	10010	Grant	(15,000.00)
12/5/11	Community Resource Exchange	501(c)(3) Public Chanty	42 Broadway, 20th floor	NY	10004	Grant	(10,000.00)
12/5/11	Credit Where Credit is Due	501(c)(3) Public Chanty	4211 Broadway	NY	10033	Grant	(15,000.00)
12/5/11	Doing Art Together	501(c)(3) Public Chanty	127 West 127th Street, Suite 107	NY	10027	Grant	(5,000.00)
12/5/11	East Harlem Tutorial Program	501(c)(3) Public Chanty	2050 Second Avenue	NY	10029	Grant	(25,000.00)
12/5/11	Exalt Youth	501(c)(3) Public Chanty	175 Remsen Street, Suite 1000	Brooklyn	11201	Grant	(10,000.00)
12/5/11	Foundation Center	501(c)(3) Public Chanty	79 5th Avenue	NY	10003	Grant	(6,000.00)
12/5/11	Friends & Residents of Greater Gowanus	501(c)(3) Public Chanty	393 President Street	Brooklyn	11231	Grant	(5,000.00)
12/5/11	Friends of Hudson River Park	501(c)(3) Public Chanty	311 West 43rd Street, Suite 300	NY	10036	Grant	(15,000.00)
12/5/11	In The Life Media	501(c)(3) Public Chanty	184 Fifth Avenue, 4th floor	NY	10010	Grant	(15,000.00)
12/5/11	Interscholar Orchestra	501(c)(3) Public Chanty	1556 Third Avenue, #601	NY	10128	Grant	(10,000.00)
12/5/11	Jumpstart for Young Children NYC	501(c)(3) Public Chanty	505 Eighth Avenue Suite 1100	NY	10018	Grant	(10,000.00)
12/5/11	Lenox Hill Neighborhood House	501(c)(3) Public Chanty	331 East 70th Street	NY	10021	Grant	(20,000.00)
12/5/11	Literacy Partners	501(c)(3) Public Chanty	30 East 33rd Street	NY	10016	Grant	(10,000.00)
12/5/11	Lower East Side Tenement Museum	501(c)(3) Public Chanty	91 Orchard Street	NY	10002	Grant	(15,000.00)
12/5/11	Momenta Art	501(c)(3) Public Chanty	56 Boquet Street	Brooklyn	11206	Grant	(5,000.00)
12/5/11	Mount Vernon Hotel Museum & Garden	501(c)(3) Public Chanty	421 East 61st Street	NY	10065	Grant	(10,000.00)
12/5/11	Museum of Modern Art	501(c)(3) Public Chanty	11 West 53 Street	NY	10019	Grant	(15,000.00)
12/5/11	Nazareth Housing	501(c)(3) Public Chanty	519 East 11th Street	NY	10009	Grant	(15,000.00)
12/5/11	New York City Audubon Society	501(c)(3) Public Chanty	71 West 23rd Street, Suite 1523	NY	10010	Grant	(10,000.00)
12/5/11	New York Foundation For the Arts	501(c)(3) Public Chanty	20 Jay Street	Brooklyn	11201	Grant	(15,000.00)
12/5/11	Picture the Homeless	501(c)(3) Public Chanty	2427 Morris Avenue, 2nd Floor	Bronx	10468	Grant	(10,000.00)
12/5/11	Prospect Park Alliance	501(c)(3) Public Chanty	95 Prospect Park West	Brooklyn	11215	Grant	(15,000.00)
12/5/11	Queens Library Foundation	501(c)(3) Public Chanty	89-11 Merrick Boulevard	Jamaica	11432	Grant	(20,000.00)

12/5/11	Reading Partners	501(c)(3) Public Chanty	20 Jay Street, Suite 306	Brooklyn	11201	Grant	(10,000 00)
12/5/11	Recycle a Bicycle	501(c)(3) Public Chanty	35 Pearl Street	Brooklyn	11201	Grant	(10,000 00)
12/5/11	Sanctuary for Families	501(c)(3) Public Chanty	PO Box 1406, Wall Street Station	NY	10268	Grant	(25 000 00)
12/5/11	Seniors Helping Seniors	501(c)(3) Public Chanty	600 West 168th Street	NY	10032	Grant	(5 000 00)
12/5/11	Seventh Avenue Center for Family Service	501(c)(3) Public Chanty	1646 Montgomery Avenue	Bronx	10453	Grant	(12 000 00)
12/5/11	South Bronx Educational Foundation	501(c)(3) Public Chanty	843 Crotona Park North	Bronx	10460	Grant	(10 000 00)
12/5/11	Symphony Space	501(c)(3) Public Chanty	2537 Broadway	NY	10025	Grant	(8,000 00)
12/5/11	Teachers & Writers Collaborative	501(c)(3) Public Chanty	520 Eighth Avenue, Ste 2020	NY	10018	Grant	(15,000 00)
12/5/11	Transportation Alternatives	501(c)(3) Public Chanty	127 West 26th Street, Suite 1002	NY	10001	Grant	(25,000 00)
12/5/11	Urban Arts Project	501(c)(3) Public Chanty	1025 5th Avenue, #3bs	NY	10028	Grant	(5 000 00)
12/5/11	White Columns	501(c)(3) Public Chanty	320 West 13th Street	NY	10014	Grant	(10,000 00)
12/8/11	Indo-American Arts Council	501(c)(3) Public Chanty	517 East 87th Street, Suite 1B	NY	10128	Grant	(1,000 00)
12/16/11	Carter Burden Center for the Aging	501(c)(3) Public Chanty	1484 First Avenue	NY	10075	Grant	(5,000 00)

Total 2011 Grants

(2,234,000.00)

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC
16 EAST 79TH STREET - STE #31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2011 To 12/31/2011

Description	Totals
Short Term Gain/Loss	212,459 21
Long Term Gain/Loss	1,419,887.15
Total Short Sale Gain/Loss	0 00
Discount Income	0.00
Total Capital Gains/Losses	1,632,346 36
Adjusted Basis	8,495,875 90
Proceeds	10,128,222 26
Total Curr Gain/Loss	0 00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
03/02/2011	06/03/2011	370 00	0 00	BDX	BECTON DICKINSON & CO	79 843	85 843	29,542 06	31,761 26	ST	2,219 20	0 00	29,542 06	0 00	0 00
05/06/2011	06/03/2011	150 00	0 00	XEC	CIMAREX ENERGY CO	96 262	94 353	14,439 31	14,152 70	ST	-286 61	0 00	14,439 31	0 00	0 00
04/29/2011	06/03/2011	65 00	0 00	GOOG	GOOGLE INC-CL A	542 598	525 830	35,268 86	34,178 29	ST	-1,090 57	0 00	35,268 86	0 00	0 00
04/01/2011	06/03/2011	800 00	0 00	MKC	MCCORMICK & CO INC	47 900	48 376	38,320 24	38,700 29	ST	380 05	0 00	38,320 24	0 00	0 00
02/17/2011	06/03/2011	585 00	0 00	NFX	NON-VOTING NEWFIELD EXPLORATION CO	68 104	73 549	39,840 72	43,025 16	ST	3,184 44	0 00	39,840 72	0 00	0 00
01/28/2011	06/03/2011	645 00	0 00	PG	PROCTER & GAMBLE CO	64 102	65 573	41,345 72	42,293 70	ST	947 98	0 00	41,345 72	0 00	0 00
01/13/2011	06/03/2011	705 00	0 00	TGT	TARGET CORP	55 694	47 653	39,263 92	33,594 64	ST	-5,669 28	0 00	39,263 92	0 00	0 00
04/01/2011	06/30/2011	1,275 00	0 00	MKC	MCCORMICK & CO INC NON-VOTING	47 900	49 460	61,072 88	63,060 54	ST	1,987 66	0 00	61,072 88	0 00	0 00

03/02/2011	07/25/2011	405 00	0 00	BDX	BECTON DICKINSON & CO	79 843	86 366	32,336 58	34,977 47	ST	2,640 89	0 00	32,336 58	0 00	0 00
04/01/2011	07/25/2011	640 00	0 00	MKC	MCCORMICK & CO INC NON-VOTING	47 900	50 063	30,656 19	32,039 51	ST	1,383 32	0 00	30,656 19	0 00	0 00
02/17/2011	07/25/2011	640 00	0 00	NFX	NEWFIELD EXPLORATION CO	68 104	72 144	43,586 43	46,171 59	ST	2,585 16	0 00	43,586 43	0 00	0 00
01/28/2011	07/25/2011	710 00	0 00	PG	PROCTER & GAMBLE CO	64 102	63 693	45,512 35	45,221 09	ST	-291 26	0 00	45,512 35	0 00	0 00
01/13/2011	07/25/2011	775 00	0 00	TGT	TARGET CORP	55 694	51 456	43,162 46	39,877 63	ST	-3,284 83	0 00	43,162 46	0 00	0 00
03/02/2011	07/26/2011	660 00	0 00	BDX	BECTON DICKINSON & CO	79 843	85 807	52,696 64	56,631 79	ST	3,935 15	0 00	52,696 64	0 00	0 00
04/29/2011	07/26/2011	280 00	0 00	GOOG	GOOGLE INC-CL A	542 598	622 067	151,927 41	174,175 38	ST	22,247 97	0 00	151,927 41	0 00	0 00
01/28/2011	08/25/2011	1,600 00	0 00	PG	PROCTER & GAMBLE CO	64 102	62 799	102,563 04	100,476 15	ST	-2,086 89	0 00	102,563 04	0 00	0 00
01/12/2011	09/23/2011	2,775 00	0 00	TGT	TARGET CORP	55 467	50 044	153,920 65	138,868 32	ST	-15,052 33	0 00	153,920 65	0 00	0 00
01/13/2011	09/23/2011	4,295 00	0 00	TGT	TARGET CORP	55 694	50 044	239,203 58	214,933 13	ST	-24,270 45	0 00	239,203 58	0 00	0 00
08/17/2011	12/09/2011	2,625 00	0 00	ECL	ECOLAB INC	46 587	55 861	122,290 61	146,631 78	ST	24,341 17	0 00	122,290 61	0 00	0 00
ST - TERM TOTAL		20,000 00						1,316,949 65	1,330,770 42	ST	13,820 77	0 00	1,316,949 65	0 00	0 00
SECTION TOTAL		20,000 00						1,316,949 65	1,330,770 42		13,820 77	0 00	1,316,949 65	0 00	0 00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST	LT	Book Cost	Disc	Curr
02/24/2010	01/28/2011	2,555 00	0 00	SJM	SMUCKER J M COMPANY NEW	58 177	62 600	148,641 22	159,940 94	ST	11,299 72	0 00	148,641 22	0 00	0 00
07/26/2010	02/04/2011	561 00	0 00	MA	MASTERCARD INC	215 934	246 784	121,138 97	138,443 22	ST	17,304 25	0 00	121,138 97	0 00	0 00
10/06/2010	05/06/2011	185 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	64 938	80 437	12,013 59	14,880 50	ST	2,866 91	0 00	12,013 59	0 00	0 00
11/09/2010	06/03/2011	135 00	0 00	BLK	BLACKROCK INC CL A	165 248	195 733	22,308 43	26,423 45	ST	4,115 02	0 00	22,308 43	0 00	0 00
10/06/2010	06/03/2011	255 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	64 938	78 090	16,559 27	19,912 56	ST	3,353 29	0 00	16,559 27	0 00	0 00
10/27/2010	06/03/2011	635 00	0 00	HSP	HOSPIRA INC	58 865	53 923	37,379 47	34,240 38	ST	-3,139 09	0 00	37,379 47	0 00	0 00
07/26/2010	06/03/2011	400 00	0 00	MA	MASTERCARD INC	215 934	278 226	86,373 60	111,288 42	ST	24,914 82	0 00	86,373 60	0 00	0 00

08/31/2010	06/03/2011	220 00	0 00	NBL	NOBLE ENERGY INC	69 681	90 689	15,329 80	19,951 12	ST	4,621 32	0 00	15,329 80	0 00	0 00
11/09/2010	07/25/2011	150 00	0 00	BLK	BLACKROCK INC CL A	165 248	185 320	24,787 14	27,797 46	ST	3,010 32	0 00	24,787 14	0 00	0 00
10/06/2010	07/25/2011	280 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	64 938	81 356	18,182 72	22,779 24	ST	4,596 52	0 00	18,182 72	0 00	0 00
10/27/2010	07/25/2011	695 00	0 00	HSP	HOSPIRA INC	58 865	52 596	40,911 38	36,553 65	ST	-4,357 73	0 00	40,911 38	0 00	0 00
07/26/2010	07/25/2011	100 00	0 00	MA	MASTERCARD INC	215 934	316 170	21,593 40	31,616 39	ST	10,022 99	0 00	21,593 40	0 00	0 00
08/31/2010	07/25/2011	240 00	0 00	NBL	NOBLE ENERGY INC	69 681	97 419	16,723 42	23,380 04	ST	6,656 62	0 00	16,723 42	0 00	0 00
10/06/2010	07/26/2011	1,000 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	64 938	81 215	64,938 30	81,213 64	ST	16,275 34	0 00	64,938 30	0 00	0 00
10/06/2010	08/10/2011	7,065 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	64 938	72 168	458,789 09	509,853 60	ST	51,064 51	0 00	458,789 09	0 00	0 00
09/16/2010	08/10/2011	461 00	0 00	MA	MASTERCARD INC	211 640	316 021	97,565 99	145,682 83	ST	48,116 84	0 00	97,565 99	0 00	0 00
12/16/2010	08/25/2011	2,005 00	0 00	PG	PROCTER & GAMBLE CO	63 837	62 799	127,992 38	125,909 17	ST	-2,083 21	0 00	127,992 38	0 00	0 00
ST - TERM TOTAL		16,942 00						1,331,228 17	1,529,866 61	ST	198,638 44	0 00	1,331,228 17	0 00	0 00
04/15/2009	01/10/2011	4,130 00	0 00	INTU	INTUIT INC	25 247	47 890	104,271 34	197,782 35	LT	0 00	93,511 01	104,271 34	0 00	0 00
04/24/2009	01/11/2011	1,035 00	0 00	INTU	INTUIT INC	24 410	47 593	25,264 25	49,257 51	LT	0 00	23,993 26	25,264 25	0 00	0 00
04/15/2009	01/11/2011	1,305 00	0 00	INTU	INTUIT INC	25 247	47 593	32,947 73	62,107 29	LT	0 00	29,159 56	32,947 73	0 00	0 00
04/30/2009	01/11/2011	2,330 00	0 00	INTU	INTUIT INC	23 075	47 593	53,765 45	110,888 88	LT	0 00	57,123 43	53,765 45	0 00	0 00
04/21/2009	01/11/2011	1,000 00	0 00	INTU	INTUIT INC	24 447	47 593	24,447 40	47,591 79	LT	0 00	23,144 39	24,447 40	0 00	0 00
10/19/2007	01/12/2011	145 00	0 00	AXE	ANIXTER INTERNATIONAL AL INC	81 772	61 164	11,856 91	8,868 63	LT	0 00	-2,988 28	11,856 91	0 00	0 00
10/24/2007	01/12/2011	630 00	0 00	AXE	ANIXTER INTERNATIONAL AL INC	78 153	61 164	49,236 58	38,532 66	LT	0 00	-10,703 92	49,236 58	0 00	0 00
03/23/2007	01/12/2011	45 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	26 456	38 955	1,190 52	1,752 94	LT	0 00	562 42	1,190 52	0 00	0 00
10/05/2004	01/12/2011	1,085 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	26 748	38 955	29,021 80	42,265 23	LT	0 00	13,243 43	29,021 80	0 00	0 00
11/15/2007	01/13/2011	2,530 00	0 00	SCHW	CHARLES SCHWAB CORP NEW	23 948	18 378	60,588 95	46,495 30	LT	0 00	-14,093 65	60,588 95	0 00	0 00
03/23/2007	01/31/2011	1,400 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	26 456	42 551	37,038 40	59,570 25	LT	0 00	22,531 85	37,038 40	0 00	0 00

01/07/2005	02/01/2011	500 00	0 00	NATI	25 542	42 968	12,770 80	21,483 69	LT	0 00	8,712 89	12,770 80	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
03/23/2007	02/01/2011	55 00	0 00	NATI	26 456	42 968	1,455 08	2,363 21	LT	0 00	908 13	1,455 08	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
11/07/2005	02/01/2011	195 00	0 00	NATI	24 558	42 968	4,788 71	8,378 63	LT	0 00	3,589 92	4,788 71	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
11/07/2005	02/03/2011	1,385 00	0 00	ALTR	17 099	39 198	23,681 56	54,288 18	LT	0 00	30,606 62	23,681 56	0 00	0 00
05/11/2009	02/03/2011	30 00	0 00	MKL	283 720	409 388	8,511 60	12,281 41	LT	0 00	3,769 81	8,511 60	0 00	0 00
					MARKEL CORP HOLDING CO									
11/07/2005	02/03/2011	600 00	0 00	NATI	24 558	45 656	14,734 50	27,393 01	LT	0 00	12,658 51	14,734 50	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
10/18/2007	02/04/2011	850 00	0 00	BRGY	92 150	116 032	78,327 50	98,625 04	LT	0 00	20,297 54	78,327 50	0 00	0 00
					***BG GROUP PLC ADR									
06/18/2009	02/04/2011	35 00	0 00	BRGY	84 600	116 032	2,961 00	4,061 03	LT	0 00	1,100 03	2,961 00	0 00	0 00
					FINAL INSTALLMENT NEW REPSTG 5 ORD SHS									
10/24/2007	02/04/2011	995 00	0 00	AXE	78 153	67 712	77,762 53	67,371 94	LT	0 00	-10,390 59	77,762 53	0 00	0 00
					ANIXTER INTERNATIONAL									
11/07/2005	02/17/2011	600 00	0 00	NATI	24 558	47 957	14,734 50	28,773 82	LT	0 00	14,039 32	14,734 50	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
11/07/2005	02/18/2011	1,830 00	0 00	NATI	24 558	47 631	44,940 23	87,162 87	LT	0 00	42,222 64	44,940 23	0 00	0 00
					NATIONAL INSTRUMENTS CORP									
04/16/2009	04/01/2011	1,485 00	0 00	DHR	27 024	52 532	40,130 71	78,008 82	LT	0 00	37,878 11	40,130 71	0 00	0 00
					DANAHER CORP									
06/18/2009	04/04/2011	440 00	0 00	BRGY	84 600	125 746	37,224 00	55,327 39	LT	0 00	18,103 39	37,224 00	0 00	0 00
					***BG GROUP PLC ADR									
02/17/2004	04/04/2011	490 00	0 00	CNI	20 097	76 070	9,847 37	37,273 43	LT	0 00	27,426 06	9,847 37	0 00	0 00
					FINAL INSTALLMENT NEW REPSTG 5 ORD SHS									
12/08/2003	04/04/2011	330 00	0 00	CNI	19 624	76 070	6,476 06	25,102 52	LT	0 00	18,626 46	6,476 06	0 00	0 00
					***CANADIAN NATIONAL RAILROAD									

08/27/2009	04/04/2011	1,375 00	0 00	XEC	39 981	117 344	54,974 15	161,344 35	LT	0 00	106,370 20	54,974 15	0 00	0 00
04/16/2009	04/04/2011	175 00	0 00	DHR	27 024	52 359	4,729 21	9,162 59	LT	0 00	4,433 38	4,729 21	0 00	0 00
05/11/2009	04/04/2011	205 00	0 00	MKL	283 720	419 687	58,162 58	86,034 10	LT	0 00	27,871 52	58,162 58	0 00	0 00
04/15/2009	04/04/2011	205 00	0 00	MKL	283 019	419 687	58,018 88	86,034 10	LT	0 00	28,015 22	58,018 88	0 00	0 00
11/07/2005	04/05/2011	2,680 00	0 00	NATI	16 373	32 642	43,879 49	87,477 81	LT	0 00	43,598 32	43,879 49	0 00	0 00
12/08/2003	04/15/2011	270 00	0 00	CNI	19 624	72 959	5,298 60	19,698 52	LT	0 00	14,399 92	5,298 60	0 00	0 00
06/19/2002	04/15/2011	605 00	0 00	CNI	16 850	72 959	10,194 25	44,139 29	LT	0 00	33,945 04	10,194 25	0 00	0 00
04/30/2002	04/15/2011	520 00	0 00	CMCSK	17 687	23 124	9,197 07	12,024 14	LT	0 00	2,827 07	9,197 07	0 00	0 00
01/02/2008	04/15/2011	7,480 00	0 00	CMCSK	17 706	23 124	132,437 89	172,962 70	LT	0 00	40,524 81	132,437 89	0 00	0 00
10/08/2008	04/15/2011	895 00	0 00	PX	65 740	103 200	58,836 94	92,362 68	LT	0 00	33,525 74	58,836 94	0 00	0 00
05/11/2009	04/15/2011	240 00	0 00	PX	72 022	103 200	17,285 18	24,767 64	LT	0 00	7,482 46	17,285 18	0 00	0 00
02/24/2010	04/15/2011	1,120 00	0 00	SJM	58 177	74 492	65,157 79	83,428 99	LT	0 00	18,271 20	65,157 79	0 00	0 00
10/09/2009	04/15/2011	2,335 00	0 00	SJM	53 753	74 492	125,513 26	173,934 54	LT	0 00	48,421 28	125,513 26	0 00	0 00
03/20/2009	04/19/2011	1,180 00	0 00	MKL	239 997	413 924	283,196 70	488,421 53	LT	0 00	205,224 83	283,196 70	0 00	0 00
04/15/2009	04/19/2011	35 00	0 00	MKL	283 019	413 924	9,905 66	14,487 08	LT	0 00	4,581 42	9,905 66	0 00	0 00
11/07/2005	04/27/2011	3,150 00	0 00	ALTR	17 099	48 168	53,860 59	151,726 28	LT	0 00	97,865 69	53,860 59	0 00	0 00
06/19/2002	05/06/2011	240 00	0 00	CNI	16 850	76 724	4,044 00	18,413 42	LT	0 00	14,369 42	4,044 00	0 00	0 00
11/07/2005	05/06/2011	260 00	0 00	NVO	26 611	123 920	6,918 93	32,218 61	LT	0 00	25,299 68	6,918 93	0 00	0 00
04/30/2002	05/06/2011	380 00	0 00	CMCSK	17 687	23 976	6,720 93	9,110 67	LT	0 00	2,389 74	6,720 93	0 00	0 00

06/19/2002	05/06/2011	720 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	17 620	23 976	12,686 40	17,262 31	LT	0 00	4,575 91	12,686 40	0 00	0 00
04/21/2010	05/06/2011	2,330 00	0 00	YHOO	YAHOO INC	17 431	18 656	40,614 93	43,467 64	LT	0 00	2,852 71	40,614 93	0 00	0 00
06/18/2009	06/03/2011	100 00	0 00	BRGY	***BG GROUP PLC ADR FINAL INSTALLMENT NEW REPSG 5 ORD SHS	84 600	111 260	8,460 00	11,125 78	LT	0 00	2,665 78	8,460 00	0 00	0 00
06/19/2002	06/03/2011	200 00	0 00	CNI	***CANADIAN NATIONAL RAILROAD	16 850	76 097	3,370 00	15,219 02	LT	0 00	11,849 02	3,370 00	0 00	0 00
04/21/2010	06/03/2011	595 00	0 00	G2554F113	***COVIDIEN PLC	50 795	54 333	30,222 78	32,327 68	LT	0 00	2,104 90	30,222 78	0 00	0 00
11/07/2005	06/03/2011	305 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSG 1/2 CL B SH	26 611	126 453	8,116 43	38,567 48	LT	0 00	30,451 05	8,116 43	0 00	0 00
05/26/2009	06/03/2011	65 00	0 00	NVZMY	***NOVOZYME S A/S ADR 3M COMPANY	78 948	170 500	5,131 61	11,082 28	LT	0 00	5,950 67	5,131 61	0 00	0 00
01/30/2007	06/03/2011	350 00	0 00	MMM	ALTRA CORP	75 342	91 153	26,369 77	31,902 90	LT	0 00	5,533 13	26,369 77	0 00	0 00
11/07/2005	06/03/2011	640 00	0 00	ALTR	ANIXTER INTERNATION AL INC	17 099	46 555	10,943 10	29,794 81	LT	0 00	18,851 71	10,943 10	0 00	0 00
10/24/2007	06/03/2011	150 00	0 00	AXE	ALANK BANK NEW YORK	78 153	65 206	11,723 00	9,780 79	LT	0 00	-1,942 21	11,723 00	0 00	0 00
09/19/2006	06/03/2011	930 00	0 00	BK	MELLON CORP CHARLES SCHWAB	37 334	27 042	34,720 79	25,148 48	LT	0 00	-9,572 31	34,720 79	0 00	0 00
11/15/2007	06/03/2011	2,200 00	0 00	SCHW	CORP NEW COMCAST CORPORATIO N NEW SPL CLASS A	23 948	16 743	52,686 04	36,833 23	LT	0 00	-15,852 81	52,686 04	0 00	0 00
06/19/2002	06/03/2011	840 00	0 00	CMCSK	DANAHER CORP	17 620	22 952	14,800 80	19,279 64	LT	0 00	4,478 84	14,800 80	0 00	0 00
04/16/2009	06/03/2011	860 00	0 00	DHR	NATIONAL INSTRUMENTS CORP	27 024	52 243	23,240 68	44,928 02	LT	0 00	21,687 34	23,240 68	0 00	0 00
11/07/2005	06/03/2011	200 00	0 00	NATI	PRAXAIR INC PROGRESSIVE CORP-OHIO-	16 373	28 125	3,274 59	5,624 85	LT	0 00	2,350 26	3,274 59	0 00	0 00
10/08/2008	06/03/2011	195 00	0 00	PX	SCRIPPS NETWORKS INC CL A	65 740	101 442	12,819 22	19,780 73	LT	0 00	6,961 51	12,819 22	0 00	0 00
05/25/2007	06/03/2011	1,650 00	0 00	PGR		22 750	21 033	37,537 17	34,703 62	LT	0 00	-2,833 55	37,537 17	0 00	0 00
05/16/2007	06/03/2011	510 00	0 00	SNI		40 675	47 274	20,744 30	24,109 53	LT	0 00	3,365 23	20,744 30	0 00	0 00

10/09/2009	06/03/2011	200 00	0 00	SJM	53 753	78 516	10,750 60	15,702 85	LT	0 00	4,952 25	10,750 60	0 00	0 00
SMUCKER J M COMPANY NEW														
06/08/2006	06/03/2011	815 00	0 00	TXN	30 411	33 930	24,785 21	27,652 42	LT	0 00	2,867 21	24,785 21	0 00	0 00
TEXAS INSTRUMENTS INC														
10/04/2006	06/03/2011	460 00	0 00	TXN	31 966	33 930	14,704 27	15,607 50	LT	0 00	903 23	14,704 27	0 00	0 00
TEXAS INSTRUMENTS INC														
09/07/2006	06/03/2011	225 00	0 00	TXN	31 119	33 930	7,001 84	7,634 10	LT	0 00	632 26	7,001 84	0 00	0 00
TEXAS INSTRUMENTS INC														
04/14/2010	06/03/2011	135 00	0 00	GWV	110 913	144 045	14,973 21	19,445 63	LT	0 00	4,472 42	14,973 21	0 00	0 00
W W GRAINGER INC														
04/21/2010	06/03/2011	1,500 00	0 00	YHOO	17 431	15 973	26,146 95	23,958 88	LT	0 00	-2,188 07	26,146 95	0 00	0 00
YAHOO INC														
06/19/2002	06/30/2011	340 00	0 00	CNI	16 850	79 487	5,729 00	27,025 16	LT	0 00	21,296 16	5,729 00	0 00	0 00
***CANADIAN NATIONAL RAILROAD														
05/26/2009	06/30/2011	65 00	0 00	NVZMY	78 948	162 500	5,131 61	10,562 29	LT	0 00	5,430 68	5,131 61	0 00	0 00
***NOVOZYME S A/S ADR														
04/16/2009	06/30/2011	200 00	0 00	DHR	27 024	53 176	5,404 81	10,634 93	LT	0 00	5,230 12	5,404 81	0 00	0 00
DANAHER CORP														
08/20/2009	06/30/2011	1,220 00	0 00	MLHR	15 768	27 351	19,237 16	33,366 96	LT	0 00	14,129 80	19,237 16	0 00	0 00
HERMAN MILLER INC														
10/09/2009	06/30/2011	210 00	0 00	SJM	53 753	76 337	11,288 13	16,030 46	LT	0 00	4,742 33	11,288 13	0 00	0 00
SMUCKER J M COMPANY NEW														
04/14/2010	06/30/2011	155 00	0 00	GWV	110 913	153 935	17,191 47	23,859 51	LT	0 00	6,668 04	17,191 47	0 00	0 00
W W GRAINGER INC														
01/30/2007	07/21/2011	1,220 00	0 00	MMM	75 342	95 856	91,917 48	116,942 56	LT	0 00	25,025 08	91,917 48	0 00	0 00
3M COMPANY														
10/09/2009	07/21/2011	185 00	0 00	SJM	53 753	79 569	9,944 30	14,719 94	LT	0 00	4,775 64	9,944 30	0 00	0 00
SMUCKER J M COMPANY NEW														
05/11/2009	07/25/2011	215 00	0 00	BRGY	84 000	116 120	18,060 00	24,965 32	LT	0 00	6,905 32	18,060 00	0 00	0 00
***BG GROUP PLC ADR FINAL														
06/18/2009	07/25/2011	190 00	0 00	BRGY	84 600	116 120	16,074 00	22,062 37	LT	0 00	5,988 37	16,074 00	0 00	0 00
NEW REPSTG 5 ORD SHS ***BG GROUP PLC ADR FINAL														
12/28/2001	07/25/2011	90 00	0 00	CNI	16 283	79 030	1,465 47	7,112 54	LT	0 00	5,647 07	1,465 47	0 00	0 00
INSTALLMENT NEW REPSTG 5 ORD SHS ***CANADIAN NATIONAL RAILROAD														

06/19/2002	07/25/2011	115 00	0 00	CNI	16 850	79 030	1,937 75	9,088 25	LT	0 00	7,150 50	1,937 75	0 00	0 00
				***CANADIAN NATIONAL RAILROAD										
02/04/2010	07/25/2011	260 00	0 00	G2554F113	50 611	50 764	13,158 78	13,198 39	LT	0 00	39 61	13,158 78	0 00	0 00
				***COVIDIEN PLC										
04/21/2010	07/25/2011	395 00	0 00	G2554F113	50 795	50 764	20,063 87	20,051 39	LT	0 00	-12 48	20,063 87	0 00	0 00
				***COVIDIEN PLC										
11/07/2005	07/25/2011	175 00	0 00	NVO	26 611	126 413	4,656 97	22,121 92	LT	0 00	17,464 95	4,656 97	0 00	0 00
				***NOVO NORDISK A/S-ADR										
				REPSTG 1/2 CL B SH										
05/26/2009	07/25/2011	70 00	0 00	NVZMY	78 948	168 810	5,526 35	11,816 47	LT	0 00	6,290 12	5,526 35	0 00	0 00
				***NOVOZYME S A/S ADR										
01/04/2010	07/25/2011	765 00	0 00	RHHBY	43 636	45 360	33,381 39	34,699 73	LT	0 00	1,318 34	33,381 39	0 00	0 00
				***ROCHE HOLDING LTD SPONSORED ADR REPSTG										
				ORD										
01/30/2007	07/25/2011	345 00	0 00	MMM	75 342	94 748	25,993 06	32,687 36	LT	0 00	6,694 30	25,993 06	0 00	0 00
				3M COMPANY										
11/07/2005	07/25/2011	705 00	0 00	ALTR	17 099	41 982	12,054 51	29,596 95	LT	0 00	17,542 44	12,054 51	0 00	0 00
				ALTERA CORP										
10/24/2007	07/25/2011	480 00	0 00	AXE	78 153	66 859	37,513 58	32,091 51	LT	0 00	-5,422 07	37,513 58	0 00	0 00
				ANIXTER INTERNATION										
				AL INC										
05/25/2006	07/25/2011	636 00	0 00	BK	34 943	25 643	22,224 01	16,308 57	LT	0 00	-5,915 44	22,224 01	0 00	0 00
				BANK NEW YORK										
				MELLON CORP										
09/19/2006	07/25/2011	389 00	0 00	BK	37 334	25 643	14,523 00	9,974 89	LT	0 00	-4,548 11	14,523 00	0 00	0 00
				BANK NEW YORK										
				MELLON CORP										
11/15/2007	07/25/2011	2,420 00	0 00	SCHW	23 948	15 320	57,954 64	37,072 71	LT	0 00	-20,881 93	57,954 64	0 00	0 00
				CHARLES SCHWAB CORP NEW										
				COMCAST CORPORATIO										
06/19/2002	07/25/2011	90 00	0 00	CMCSK	17 620	24 003	1,585 80	2,160 24	LT	0 00	574 44	1,585 80	0 00	0 00
				N NEW SPL										
				CLASS A										
11/07/2005	07/25/2011	830 00	0 00	CMCSK	17 388	24 003	14,432 15	19,922 18	LT	0 00	5,490 03	14,432 15	0 00	0 00
				COMCAST CORPORATIO										
				N NEW SPL										
				CLASS A										
04/16/2009	07/25/2011	940 00	0 00	DHR	27 024	51 573	25 402 61	48,477 59	LT	0 00	23,074 98	25,402 61	0 00	0 00
				DANAHER CORP										
08/20/2009	07/25/2011	800 00	0 00	MLHR	15 768	25 832	12,614 53	20,665 04	LT	0 00	8,050 51	12,614 53	0 00	0 00
				HERMAN MILLER INC										
10/29/2009	07/25/2011	735 00	0 00	ICFI	28 912	24 337	21,250 61	17,887 05	LT	0 00	-3,363 56	21,250 61	0 00	0 00
				ICF INTL INC										
11/07/2005	07/25/2011	860 00	0 00	NATI	16 373	29 071	14,080 73	25,000 14	LT	0 00	10,919 41	14,080 73	0 00	0 00
				NATIONAL INSTRUMENTS CORP										
10/08/2008	07/25/2011	215 00	0 00	PX	65 740	105 280	14,134 01	22,634 76	LT	0 00	8,500 75	14,134 01	0 00	0 00
				PRAXAIR INC										

05/25/2007	07/25/2011	1,810 00	0 00	PGR	PROGRESSIVE CORP-OHIO- SCRIPPS NETWORKS INTERACTIVE INC CL A	22 750	20 163	41,177 14	36,494 14	LT	0 00	-4,683 00	41,177 14	0 00	0 00
05/16/2007	07/25/2011	560 00	0 00	SNI	SMUCKER J M COMPANY NEW	40 675	47 995	22,778 06	26,876 62	LT	0 00	4,098 56	22,778 06	0 00	0 00
10/09/2009	07/25/2011	210 00	0 00	SJM	TEXAS INSTRUMENTS INC	53 753	79 909	11,288 13	16,780 67	LT	0 00	5,492 54	11,288 13	0 00	0 00
01/26/2006	07/25/2011	880 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	31 392	26,461 16	27,624 60	LT	0 00	1,163 44	26,461 16	0 00	0 00
06/08/2006	07/25/2011	485 00	0 00	TXN	W W GRAINGER INC	30 411	31 392	14,749 48	15,224 92	LT	0 00	475 44	14,749 48	0 00	0 00
04/14/2010	07/25/2011	145 00	0 00	GWV	YAHOO INC	110 913	154 305	16,082 34	22,373 77	LT	0 00	6,291 43	16,082 34	0 00	0 00
12/08/2009	07/25/2011	1,590 00	0 00	YHOO	YAHOO INC	15 739	13 790	25,025 65	21,926 15	LT	0 00	-3,099 50	25,025 65	0 00	0 00
04/21/2010	07/25/2011	655 00	0 00	YHOO	YAHOO INC	17 431	13 790	11,417 50	9,032 47	LT	0 00	-2,385 03	11,417 50	0 00	0 00
12/28/2001	07/26/2011	745 00	0 00	CNI	***CANADIAN NATIONAL RAILROAD	16 283	78 113	12,130 83	58,193 21	LT	0 00	46,062 38	12,130 83	0 00	0 00
11/07/2005	07/26/2011	630 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	26 611	125 286	16,765 09	78,928 91	LT	0 00	62,163 82	16,765 09	0 00	0 00
11/01/2007	07/26/2011	685 00	0 00	AXE	ANIXTER INTERNATION AL INC	70 077	65 198	48,002 74	44,659 77	LT	0 00	-3,342 97	48,002 74	0 00	0 00
10/24/2007	07/26/2011	1,045 00	0 00	AXE	ANIXTER INTERNATION AL INC	78 153	65 198	81,670 20	68,130 60	LT	0 00	-13,539 60	81,670 20	0 00	0 00
03/24/2010	07/26/2011	245 00	0 00	BDX	BECTION DICKINSON & CO	79 230	85 807	19,411 33	21,022 41	LT	0 00	1,611 08	19,411 33	0 00	0 00
01/08/2010	07/26/2011	560 00	0 00	BDX	BECTION DICKINSON & CO	77 846	85 807	43,593 48	48,051 22	LT	0 00	4,457 74	43,593 48	0 00	0 00
11/07/2005	07/26/2011	3,310 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL CLASS A	17 388	24 178	57,554 72	80,025 99	LT	0 00	22,471 27	57,554 72	0 00	0 00
11/03/2009	07/26/2011	2,562 00	0 00	ICFI	ICF INTL INC	28 851	24 024	73,915 23	61,548 30	LT	0 00	-12,366 93	73,915 23	0 00	0 00
10/29/2009	07/26/2011	78 00	0 00	ICFI	ICF INTL INC	28 912	24 024	2,255 17	1,873 84	LT	0 00	-381 33	2,255 17	0 00	0 00
10/08/2008	07/26/2011	775 00	0 00	PX	PRAXAIR INC	65 740	104 454	50,948 19	80,950 37	LT	0 00	30,002 18	50,948 19	0 00	0 00
10/09/2009	07/26/2011	745 00	0 00	SJM	SMUCKER J M COMPANY NEW	53 753	79 329	40,045 99	59,098 74	LT	0 00	19,052 75	40,045 99	0 00	0 00

04/14/2010	07/26/2011	515 00	0 00	GWV	WW	110 913	152 370	57,120 04	78,468 89	LT	0 00	21,348 85	57,120 04	0 00	0 00
					GRAINGER INC										
01/04/2010	08/10/2011	1,350 00	0 00	RHHBY	***ROCHE	43 636	40 789	58,908 33	55,064 09	LT	0 00	-3,844 24	58,908 33	0 00	0 00
					HOLDING LTD										
					SPONSORED										
					ADR REPSTG										
					ORD										
07/26/2010	08/10/2011	139 00	0 00	MA	MASTERCARD	215 934	316 021	30,014 83	43,926 06	LT	0 00	13,911 23	30,014 83	0 00	0 00
					INC										
05/25/2006	08/12/2011	1,502 00	0 00	BK	BANK NEW	34 943	20 166	52,484 99	30,289 35	LT	0 00	-22,195 64	52,484 99	0 00	0 00
					YORK										
07/12/2006	08/12/2011	6,998 00	0 00	BK	MELLON CORP	34 472	20 166	241,232 71	141,121 75	LT	0 00	-100,110 96	241,232 71	0 00	0 00
					BANK NEW										
					YORK										
01/04/2010	08/17/2011	3,110 00	0 00	RHHBY	MELLON CORP	43 636	42 077	135,707 34	130,856 95	LT	0 00	-4,850 39	135,707 34	0 00	0 00
					***ROCHE										
					HOLDING LTD										
					SPONSORED										
					ADR REPSTG										
					ORD										
07/12/2006	09/01/2011	1,493 00	0 00	BK	BANK NEW	34 472	21 170	51,466 19	31,506 05	LT	0 00	-19,860 14	51,466 19	0 00	0 00
					YORK										
10/21/2009	09/01/2011	9,195 00	0 00	BK	MELLON CORP	28 573	21 170	262,725 06	194,653 49	LT	0 00	-68,071 57	262,725 06	0 00	0 00
					BANK NEW										
					YORK										
04/22/2009	09/01/2011	2,607 00	0 00	BK	MELLON CORP	26 861	21 170	70,025 32	55,188 87	LT	0 00	-14,836 45	70,025 32	0 00	0 00
					BANK NEW										
					YORK										
05/07/2009	09/07/2011	9,535 00	0 00	YHOO	MELLON CORP	14 672	13 578	139,898 47	129,465 66	LT	0 00	-10,432 81	139,898 47	0 00	0 00
					YAHOO INC										
12/08/2009	09/07/2011	6,205 00	0 00	YHOO	YAHOO INC	15 739	13 578	97,662 97	84,251 11	LT	0 00	-13,411 86	97,662 97	0 00	0 00
02/02/2010	09/07/2011	10,485 00	0 00	YHOO	YAHOO INC	15 227	13 578	159,651 95	142,364 69	LT	0 00	-17,287 26	159,651 95	0 00	0 00
08/17/2010	09/08/2011	5,475 00	0 00	BK	BANK NEW	24 941	20 521	136,552 52	112,350 31	LT	0 00	-24,202 21	136,552 52	0 00	0 00
					YORK										
					MELLON CORP										
04/22/2009	09/08/2011	2,348 00	0 00	BK	BANK NEW	26 861	20 521	63,068 46	48,182 38	LT	0 00	-14,886 08	63,068 46	0 00	0 00
					YORK										
08/04/2009	09/08/2011	5,230 00	0 00	YHOO	MELLON CORP	14 655	13 732	76,644 60	71,815 93	LT	0 00	-4,828 67	76,644 60	0 00	0 00
					YAHOO INC										
04/24/2009	09/08/2011	7,730 00	0 00	YHOO	YAHOO INC	14 600	13 732	112,856 45	106,144 78	LT	0 00	-6,711 67	112,856 45	0 00	0 00
05/07/2009	09/08/2011	5,775 00	0 00	YHOO	YAHOO INC	14 672	13 732	84,731 38	79,299 62	LT	0 00	-5,431 76	84,731 38	0 00	0 00
03/17/2009	09/08/2011	20,035 00	0 00	YHOO	YAHOO INC	13 813	13 732	276,747 46	275,111 33	LT	0 00	-1,636 13	276,747 46	0 00	0 00
11/03/2009	10/14/2011	1,462 00	0 00	ICFI	ICF INTL INC	28 851	21 725	42,179 58	31,761 49	LT	0 00	-10,418 09	42,179 58	0 00	0 00
10/30/2009	10/14/2011	3,498 00	0 00	ICFI	ICF INTL INC	28 774	21 725	100,652 50	75,992 94	LT	0 00	-24,659 56	100,652 50	0 00	0 00
12/11/2009	10/14/2011	1,210 00	0 00	ICFI	ICF INTL INC	24 560	21 725	29,717 60	26,286 86	LT	0 00	-3,430 74	29,717 60	0 00	0 00
04/14/2010	10/14/2011	180 00	0 00	GWV	WW	110 913	157 940	19,964 29	28,428 63	LT	0 00	8,464 34	19,964 29	0 00	0 00
					GRAINGER INC										

04/14/2010	11/14/2011	291 00	0 00	GWW	WW	110 913	177 165	32,275 60	51,553 91	LT	0 00	19,278 31	32,275 60	0 00	0 00
					GRAINGER INC										
09/16/2010	12/09/2011	350 00	0 00	MA	MASTERCARD	211 640	371 821	74,073 96	130,134 89	LT	0 00	56,060 93	74,073 96	0 00	0 00
					INC										
LT - TERM		204,728 00						5,847,698 08	7,267,570 94	LT	0 00	1,419,872 86	5,847,698 08	0 00	0 00
TOTAL															
SECTION		221,670 00						7,178,926 25	8,797,437 55		198,638 44	1,419,872 86	7,178,926 25	0 00	0 00
TOTAL															

CASH IN LIEU - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CASH IN LIEU - NONCOVE	04/27/2011	14 29		NATI	NATIONAL INSTRUMENTS CORP			0 00	14 29	LT	0 00	14 29	0 00	0 00	0 00
RED															
LT - TERM		14 29						0 00	14 29	LT	0 00	14 29	0 00	0 00	0 00
TOTAL															
SECTION		14 29						0 00	14 29		0 00	14 29	0 00	0 00	0 00
TOTAL															

Indicators

ST - Short Term
 LT - Long Term
 WO - Written Option
 SS - Short Sale
 P - Purchase includes option premium
 S - Sale includes option premium
 B - Purchase & sale include option premium

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC (FIXED INCOME ACCOUNT)
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2011 To 12/31/2011

Description	Totals
Short Term Gain/Loss	9,345 56
Long Term Gain/Loss	120,852 53
Total Short Sale Gain/Loss	0.00
Discount Income	82 96
Total Capital Gains/Losses	130,198 09
Adjusted Basis	3,889,563 81
Proceeds	4,019,844 86
Total Curr Gain/Loss	0 00

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
02/26/2010	01/12/2011	30,000 00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2 62500% 12/31/2014 912828ME7	101 805	104 418	30,541 51	31,325 29	ST	783 78	0 00	30,541 51	0 00	0 00
03/31/2010	01/12/2011	160,000 00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2 62500% 12/31/2014 912828ME7 JD_31	100 739	104 418	161,181 79	167,068 21	ST	5,886 42	0 00	161,181 79	0 00	0 00

11/30/2010	01/15/2011	667 21	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	676 59	667 21	ST	-9 38	0 00	676 59	0 00	0 00
				312944QN4											
11/30/2010	02/15/2011	808 82	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	820 19	808 82	ST	-11 37	0 00	820 19	0 00	0 00
				312944QN4											
11/30/2010	03/15/2011	977 82	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	991 57	977 82	ST	-13 75	0 00	991 57	0 00	0 00
				312944QN4											
03/31/2010	03/15/2011	135,000 00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2 62500% 12/31/2014	100 739	104 605	135,997 13	141,216 93	ST	5,219 80	0 00	135,997 13	0 00	0 00
				912828ME7											
11/30/2010	04/15/2011	763 91	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	774 65	763 91	ST	-10 74	0 00	774 65	0 00	0 00
				312944QN4											
11/30/2010	05/15/2011	2,342 39	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	2,375 33	2,342 39	ST	-32 94	0 00	2,375 33	0 00	0 00
				312944QN4											
11/30/2010	06/15/2011	840 78	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	852 60	840 78	ST	-11 82	0 00	852 60	0 00	0 00
				312944QN4											
11/30/2010	07/15/2011	771 59	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	782 44	771 59	ST	-10 85	0 00	782 44	0 00	0 00
				312944QN4											

05/18/2011	07/15/2011	11,878 45	0 00	3128M5R93	FEDL HOME LOAN MTG CORP#G03812 5 50000% 2/1/2038	107 926	100 000	12,819 91	11,878 45	ST	-941 46	0 00	12,819 91	0 00	0 00
11/30/2010	08/15/2011	2,381 35	0 00	3128M5R93 312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	2,414 84	2,381 35	ST	-33 49	0 00	2,414 84	0 00	0 00
05/18/2011	08/15/2011	9,170 68	0 00	3128M5R93 312944QN4	FEDL HOME LOAN MTG CORP#G03812 5 50000% 2/1/2038	107 926	100 000	9,897 53	9,170 68	ST	-726 85	0 00	9,897 53	0 00	0 00
05/18/2011	08/25/2011	368,950 77	42,222 00	3128M5R93	FEDL HOME LOAN MTG CORP#G03812 5 50000% 2/1/2038	107 926	108 344	398,193 00	399,735 10	ST	1,542 10	0 00	398,193 00	0 00	0 00
11/30/2010	09/15/2011	855 87	0 00	3128M5R93 312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	867 91	855 87	ST	-12 04	0 00	867 91	0 00	0 00
11/30/2010	10/15/2011	3,016 59	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 00000% 12/1/2040	101 406	100 000	3,059 01	3,016 59	ST	-42 42	0 00	3,059 01	0 00	0 00
08/25/2011	10/15/2011	4,529 52	0 00	3128M7TB2	FEDL HOME LOAN MTG CORP#G05646 4 50000% 10/1/2039	105 328	100 000	4,770 86	4,529 52	ST	-241 34	0 00	4,770 86	0 00	0 00
08/25/2011	10/25/2011	4,839 41	0 00	3138AJK50	FNMA GTD PASS THRU POOL#A14815 4 50000% 6/1/2041	105 547	100 000	5,115 11	4,839 41	ST	-275 70	0 00	5,115 11	0 00	0 00

11/30/2010	11/15/2011	5,124.64	0.00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4.000000% 12/1/2040	101.406	100.000	5,196.71	5,124.64	ST	-72.07	0.00	5,196.71	0.00	0.00
08/25/2011	11/15/2011	9,077.45	0.00	3128M7TB2	312944QN4 FEDL HOME LOAN MTG CORP#G05646 4.500000% 10/1/2039	105.328	100.000	9,561.11	9,077.45	ST	-483.66	0.00	9,561.11	0.00	0.00
08/25/2011	11/25/2011	7,230.01	0.00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#A14815 4.500000% 6/1/2041	105.547	100.000	7,641.89	7,230.01	ST	-411.88	0.00	7,641.89	0.00	0.00
08/25/2011	12/15/2011	5,586.77	0.00	3128M7TB2	3138AJK50 FEDL HOME LOAN MTG CORP#G05646 4.500000% 10/1/2039	105.328	100.000	5,884.44	5,586.77	ST	-297.67	0.00	5,884.44	0.00	0.00
08/25/2011	12/25/2011	7,848.32	0.00	3138AJK50	3128M7TB2 FNMA GTD PASS THRU POOL#A14815 4.500000% 6/1/2041	105.547	100.000	8,295.43	7,848.32	ST	-447.11	0.00	8,295.43	0.00	0.00
ST - TERM TOTAL		772,662.35						808,711.55	818,057.11	ST	9,345.56	0.00	808,711.55	0.00	0.00
05/09/2006	02/28/2011	448,770.00	0.00	3133XFJY3	FEDERAL HOME LOAN BANK R/M/D 5.25 06/10/2011 5.250000% 06/10/2011 3133XFJY3 JD_10	99.410	101.381	446,140.14	454,967.51	LT	0.00	8,827.37	446,140.14	0.00	0.00
03/21/2007	02/28/2011	1,230.00	0.00	3133XFJY3	FEDERAL HOME LOAN BANK R/M/D 5.25 06/10/2011 5.250000% 06/10/2011 3133XFJY3 JD_10	99.410	101.381	1,222.79	1,246.99	LT	0.00	24.20	1,222.79	0.00	0.00

12/13/2007	03/31/2011	50,000 00	0 00	002824AT7	ABBOTT LABS NT 5 87500%	103 171	114 522	51,585 50	57,261 00	LT	0 00	5,675 50	51,585 50	0 00	0 00
					05/15/2016										
					002824AT7										
					MN_15										
08/27/2007	03/31/2011	40,000 00	0 00	025816AX7	AMERICAN EXPRESS CO	101 235	112 000	40,494 00	44,800 00	LT	0 00	4,306 00	40,494 00	0 00	0 00
					SR NTS										
					6 15000%										
					08/28/2017										
					025816AX7										
					FA_28										
09/13/2007	03/31/2011	45,000 00	0 00	046353AB4	ASTRAZENEC A PLC NT	100 839	113 600	45,377 55	51,120 00	LT	0 00	5,742 45	45,377 55	0 00	0 00
					5 90000%										
					09/15/2017										
					046353AB4										
					MS_15										
01/22/2008	03/31/2011	75,000 00	0 00	911312AH9	UNITED PARCEL SVC	104 118	111 954	78,088 50	83,965 50	LT	0 00	5,877 00	78,088 50	0 00	0 00
					INC SR NT										
					5 50000%										
					01/15/2018										
					911312AH9										
					JJ_15										
09/30/2008	03/31/2011	170,000 00	0 00	912828HE3	UNITED STATES	106 059	105 500	180,300 18	179,349 43	LT	0 00	-950 75	180,300 18	0 00	0 00
					TREASURY										
					NOTES										
					4 25000%										
					09/30/2012										
					912828HE3										
					MS_30										
04/14/2009	03/31/2011	15,000 00	0 00	912828HE3	UNITED STATES	109 864	105 500	16,479 54	15,824 95	LT	0 00	-854 59	16,479 54	0 00	0 00
					TREASURY										
					NOTES										
					4 25000%										
					09/30/2012										
					912828HE3										
					MS_30										
03/24/2009	03/31/2011	45,000 00	0 00	912828HE3	UNITED STATES	109 590	105 500	49,315 58	47,474 85	LT	0 00	-1,840 73	49,315 58	0 00	0 00
					TREASURY										
					NOTES										
					4 25000%										
					09/30/2012										
					912828HE3										
					MS_30										

03/20/2009	03/31/2011	15,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 250000% 09/30/2012 912828HE3 MS_30	109 852	105 500	16,477 78	15,824 95	LT	0 00	-652 83	16,477 78	0 00	0 00
03/19/2009	03/31/2011	40,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 250000% 09/30/2012 912828HE3 MS_30	109 914	105 500	43,965 76	42,199 87	LT	0 00	-1,765 89	43,965 76	0 00	0 00
11/18/2008	03/31/2011	65,000 00	0 00	912828HE3	UNITED STATES TREASURY NOTES 4 250000% 09/30/2012 912828HE3 MS_30	110 332	105 500	71,716 04	68,574 78	LT	0 00	-3,141 26	71,716 04	0 00	0 00
03/17/2010	03/31/2011	50,881 45	50,000 00	912828JE1	UNITED STATES TREASURY NOTES 4 250000% 09/30/2012 912828HE3 MS_30	101 725	106 523	51,759 23	54,393 33	LT	0 00	2,634 10	50,797 67	0 00	0 00
04/28/2009	05/18/2011	425,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 750000% 03/31/2014 912828KJ8 MS_31	99 168	102 367	421,465 29	435,059 12	LT	0 00	13,593 83	421,465 29	0 00	0 00
07/10/2009	06/14/2011	40,000 00	0 00	912828HH6	UNITED STATES TREASURY NOTES 4 250000% 11/15/2017 912828HH6 MN_15	107 559	112 605	43,023 60	45,042 03	LT	0 00	2,018 43	43,023 60	0 00	0 00

08/31/2009	06/14/2011	65,000 00	0 00	912828HH6	UNITED STATES	107 020	112 605	69,562 96	73,193 29	LT	0 00	3,630 33	69,562 96	0 00	0 00
					TREASURY NOTES										
					4 25000%										
					11/15/2017										
					912828HH6										
					MN_15										
07/31/2009	06/14/2011	95,000 00	0 00	912828HH6	UNITED STATES	106 270	112 605	100,956 43	106,974 82	LT	0 00	6,018 39	100,956 43	0 00	0 00
					TREASURY NOTES										
					4 25000%										
					11/15/2017										
					912828HH6										
					MN_15										
05/26/2010	06/23/2011	55,000 00	0 00	912828ME7	UNITED STATES	102 703	106 179	56,486 90	58,398 64	LT	0 00	1,911 74	56,486 90	0 00	0 00
					TREASURY NOTE										
					2 62500%										
					12/31/2014										
					912828ME7										
					JD_31										
04/30/2010	06/23/2011	140,000 00	0 00	912828ME7	UNITED STATES	101 418	106 179	141,985 63	148,651 09	LT	0 00	6,665 46	141,985 63	0 00	0 00
					TREASURY NOTE										
					2 62500%										
					12/31/2014										
					912828ME7										
					JD_31										
05/07/2010	06/23/2011	85,000 00	0 00	912828ME7	UNITED STATES	102 403	106 179	87,042 28	90,252 45	LT	0 00	3,210 17	87,042 28	0 00	0 00
					TREASURY NOTE										
					2 62500%										
					12/31/2014										
					912828ME7										
					JD_31										
03/31/2010	06/23/2011	10,000 00	0 00	912828ME7	UNITED STATES	100 739	106 179	10,073 86	10,617 94	LT	0 00	544 08	10,073 86	0 00	0 00
					TREASURY NOTE										
					2 62500%										
					12/31/2014										
					912828ME7										
					JD_31										

08/31/2009	06/23/2011	105,000 00	0 00	912828HH6	UNITED STATES TREASURY NOTES 4 25000% 11/15/2017 912828HH6 MN_15	107 020	113 843	112,370 92	119,535 52	LT	0 00	7,164 60	112,370 92	0 00	0 00
08/06/2009	06/28/2011	55,000 00	0 00	87927VAW8	***TELECOM ITALIA CAP 6 17500% 6/18/2014 87927VAW8 JD_18	107 263	107 927	58,994 65	59,359 85	LT	0 00	365 20	58,994 65	0 00	0 00
04/11/2007	07/15/2011	25,000 00	0 00	652482BG4	NEWS AMERICA INC 5 30000% 12/15/2014 652482BG4 JD_15	99 100	111 374	24,775 00	27,843 50	LT	0 00	3,068 50	24,775 00	0 00	0 00
10/16/2007	07/15/2011	75,000 00	0 00	652482BG4	NEWS AMERICA INC 5 30000% 12/15/2014 652482BG4 JD_15	98 243	111 374	73,682 25	83,530 50	LT	0 00	9,848 25	73,682 25	0 00	0 00
03/17/2010	07/29/2011	371,997 40	55,000 00	912828JE1	UNITED STATES TREASURY NOTES 10 YR INFLATION INDEXED NOTES 1 37500% 07/15/2018 912828JE1 JJ_15	101 270	111 562	376,723 43	415,008 18	LT	0 00	38,284 75	362,127 54	0 00	0 00
09/23/2009	11/30/2011	50,000 00	0 00	912828KC3	UNITED STATES TREASURY NOTE 1 37500% 2/15/2012 912828KC3 FA_15	100 328	100 293	50,164 23	50,146 32	LT	0 00	-17 91	50,164 23	0 00	0 00
12/21/2006	12/09/2011	100,000 00	0 00	3133XHRK0	FEDERAL HOME LOAN BANK 4 75000% 12/09/2011 3133XHRK0 JD_09	99 450	100 000	99,447 00	100,000 00	LT	0 00	553 00	99,447 00	0 00	0 00

11/30/2010	12/15/2011	6,176 64	0 00	312944QN4	FEDL HOME LOAN MTG CORP#A95861 4 000000% 12/1/2040 312944QN4	101 406	100 000	6,263 50	6,176 64	LT	0 00	-86 86	6,263 50	0 00	0 00
LT - TERM		2,764,055 49													
TOTAL															
SECTION		3,536,717 84													
TOTAL															

TREASURY BILLS SOLD PRIOR TO MATURITY - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
06/23/2011	09/30/2011	160,000 00	0 00	9127953Y5	UNITED STATES TREASURY BILLS 0 000000% 12/22/2011 9127953Y5	99 965	99 997	159,944 62	159,994 67		0 00	0 00	159,944 62	50 05	0 00
06/23/2011	11/30/2011	95,000 00	0 00	9127953Y5	UNITED STATES TREASURY BILLS 0 000000% 12/22/2011 9127953Y5	99 965	100 000	94,967 12	95,000 03		0 00	0 00	94,967 12	32 91	0 00
SECTION TOTAL		255,000 00						254,911 74	254,994 70		0 00	0 00	254,911 74	82 96	0 00

Indicators

- ST - Short Term
- LT - Long Term
- WO - Written Option
- SS - Short Sale
- P - Purchase includes option premium
- S - Sale includes option premium
- B - Purchase & sale include option premium

- 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LILY AUCHINCLOSS FOUNDATION, INC.	☒ 13-3935995
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	16 EAST 79TH STREET, NO. 31	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10021	

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-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.

WTAS LLC

- The books are in the care of **1177 AVENUE OF THE AMERICAS - NEW YORK, NY 10036**
Telephone No. **(646) 213-5100** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**5 For calendar year **2011**, or other tax year beginning , and ending 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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	\$	60,000.
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	\$	83,057.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Melle [Signature]** Title **TAX DIRECTOR**Date **8/11/12**

Form 8868 (Rev. 1-2012)