Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: The Littlejohn Family Foundation

A Employer identification number: 13-3948281

Number and street (or P O box number if mail is not delivered to street address): 648 Smith Ridge Road

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: New Canaan, CT, 06840

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 ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $

J Accounting method. ☐ Cash ☐ Accrual ☐ Other (specify)
(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) (see instructions))*

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Revenue

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)	500,000			
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	40 203	40203		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		74,770		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	540,203	114,973		

Operating and Administrative Expenses

		(a)	(b)	(c)	(d)
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1150	1150		1,150
c	Other professional fees (attach schedule)	15 217	15 217		15,217
17	Interest	2793	2793		2,793
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	19,160	19160		19,160
25	Contributions, gifts, grants paid	702500			702,500
26	**Total expenses and disbursements.** Add lines 24 and 25	721,660	19160		721,660
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-181,457			
b	**Net investment income** (if negative, enter -0-)		95,813		
c	**Adjusted net income** (if negative, enter -0-)				

20916

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	265,220	24,686	24,686
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,107,685	2,125,632	2,239,027
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,372,905	2,150,318	2,258,713
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	—	—	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,372,905	2,150,318	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,372,505	2,150,318	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,372,905	2,150,318	

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	2,372,905
2	Enter amount from Part I, line 27a	2	<184,457>
3	Other increases not included in line 2 (itemize) ▶	3	—
4	Add lines 1, 2, and 3	4	2,191,488
5	Decreases not included in line 2 (itemize) ▶ Adj. to Cost Basis	5	41,130
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,150,318

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			
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	SEE Attached			
c				
d				
e				74,770

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	74,770
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,916	—
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	—	
3	Add lines 1 and 2			3	1,916	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	—	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,916	
6	Credits/Payments					
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,996			
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	4,996	—
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	3,080	—
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 3,080 **Refunded** ▶			11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Angus C. Littlejohn Telephone no ▶

Located at ▶ 648 Smith Ridge Road New Canaan CT ZIP+4 ▶ 06840

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☐ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGOS C. LITTLETON 648 Smith Ridge Rd NEW CANAAN, CT 06840	MGR	-0-	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2 N/A	
3	
4	

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

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

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	2,234,027
b	Average of monthly cash balances	1b	22,000
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,256,027
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e —		
2	Acquisition indebtedness applicable to line 1 assets	2	—
3	Subtract line 2 from line 1d	3	2,256,027
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	33,840
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,222,187
6	**Minimum investment return.** Enter 5% of line 5	6	111,109

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	111,109
2a	Tax on investment income for 2011 from Part VI, line 5 2a 1,916		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b —		
c	Add lines 2a and 2b	2c	1,916
3	Distributable amount before adjustments Subtract line 2c from line 1	3	109,193
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,193
6	Deduction from distributable amount (see instructions)	6	—
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,193

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	702,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	—
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	702,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	702,500

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					109,193
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years: 20___,20___,20___					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	445,313				
b	From 2007	520,889				
c	From 2008	596,154				
d	From 2009	630,384				
e	From 2010	3,210,386				
f	**Total** of lines 3a through e		5,403,126			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 702,500					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					109,193
e	Remaining amount distributed out of corpus		593,307			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		5,996,433			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		445,313			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		5,551,120			
10	Analysis of line 9:					
a	Excess from 2007	520,889				
b	Excess from 2008	596,154				
c	Excess from 2009	630,384				
d	Excess from 2010	3,210,386				
e	Excess from 2011	593,307				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

Angus C Littlejohn

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

n/a

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
1 Middlesex Annual Fund 1400 Lowell Rd, Concord MA 01742-9122			Annual Fund	50,000
2 Middlesex "			Faculty Compensation	500,000
3 Waveny Care Network 3 Farm Road, New Canaan, CT 06840			Annual Appeal	2500
4 Stepping Stones Museum 303 West Avenue, Norwalk CT 06850			Annual Fund	5000
5 New Canaan Country School 545 Ponus Ridge, New Canaan CT 06840			Annual Fund	1500
6 Taft School 101 Woodbury Rd, Watertown CT 06795			Education	25,000
7 New Canaan Comm Foundation 111 Cherry St, New Canaan CT 06840			Annual Program	2500
8 Horizons Nat'l Student Enrichment 1 Park St, Norwalk CT 06851			Annual Gift	50,000
9 Horizons at New Canaan 545 Ponus Ridge Rd, New Canaan CT 06840			Scholastic Program	5,000
10 Horizons Nat'l Student Enrichment 1 Park St, Norwalk CT 06851			STEM Program	50,000
11 Trustees of Reservations 572 Essex St. Beverly MA 01915			Land conservation	10,000
Total			▶ **3a**	702,500
b *Approved for future payment*				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					40,203
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					74770
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					114973

13 **Total.** Add line 12, columns (b), (d), and (e) 13 114973

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 5.3.12 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Steven L Gershman, Esq		5-6-12		P01405696

Firm's name ▶ Steven L. Gershman, PC
Firm's EIN ▶ 23-2778065
Firm's address ▶ 3 Crescent Drive Suite 410
Philadelphia, PA 19112
Phone no 215-271-6102

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
The Littlejohn Family Foundation	13 : 3948281

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ....

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009) Page ____ of ____ of **Part I**

Name of organization	Employer identification number

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Angus C. Littlejohn 648 Smith Ridge Road New Canaan, CT 06840	$ 500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2011

For calendar year 2011 or tax
year beginning _____________________ , 2011
ending _____________________ , 20 __

Date Prepared: February 24, 2012

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D Please consult with your tax advisor or financial advisor regarding specific questions

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
ABBOTT LABORATORIES	002824100	600.00	12/23/10	10/04/11	$	29,846 48	$	28,684 99	$	0.00	$	1,161 49
ABBOTT LABORATORIES	002824100	1,000 00	01/27/11	10/19/11	$	57,346.39	$	46,417.05	$	0 00	$	10,929 34
Security Subtotal					**$**	**87,192.87**	**$**	**75,102.04**	**$**	**0.00**	**$**	**12,090.83**
ANNALY CAPITAL MGMT	035710409	500.00	02/15/11	10/04/11	$	7,666 40	$	8,703 23	$	0 00	$	(1,036.83)
Security Subtotal					**$**	**7,666.40**	**$**	**8,703.23**	**$**	**0.00**	**$**	**(1,036.83)**
BROADCOM CORP CL A	111320107	400.00	05/27/11	10/04/11	$	12,692.60	$	14,560.95	$	0 00	$	(1,868 35)
BROADCOM CORP CL A	111320107	100.00	06/10/11	10/04/11	$	3,173 15	$	3,303 67	$	0.00	$	(130.52)
Security Subtotal					**$**	**15,865.75**	**$**	**17,864.62**	**$**	**0.00**	**$**	**(1,998.87)**
CASELLA WASTE SYS INC	147448104	2,000 00	02/08/11	10/04/11	$	10,890 84	$	14,868 15	$	0 00	$	(3,977 31)
Security Subtotal					**$**	**10,890.84**	**$**	**14,868.15**	**$**	**0.00**	**$**	**(3,977.31)**
CELGENE CORP	151020104	200.00	01/27/11	09/21/11	$	12,998.45	$	10,982 58	$	0 00	$	2,015 87
CELGENE CORP	151020104	400.00	01/27/11	10/04/11	$	24,189.97	$	21,965.17	$	0.00	$	2,224.80
Security Subtotal					**$**	**37,188.42**	**$**	**32,947.75**	**$**	**0.00**	**$**	**4,240.67**
CISCO SYSTEMS INC	17275R102	900.00	09/21/10	05/27/11	$	14,727 36	$	19,411 78	$	0 00	$	(4,684 42)
CISCO SYSTEMS INC	17275R102	1,100 00	11/24/10	05/27/11	$	18,000.10	$	21,398 23	$	0 00	$	(3,398 13)
CISCO SYSTEMS INC	17275R102	1,000.00	12/15/10	05/27/11	$	16,363.73	$	19,611.65	$	0 00	$	(3,247 92)
CISCO SYSTEMS INC	17275R102	500 00	03/11/11	05/27/11	$	8,181.86	$	8,917 45	$	0 00	$	(735.59)
Security Subtotal					**$**	**57,273.05**	**$**	**69,339.11**	**$**	**0.00**	**$**	**(12,066.06)**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 24, 2012

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
EXELON CORPORATION	30161N101	500 00	11/24/10	10/25/11	$ 21,386 11	$ 19,833 05	$ 0.00	$ 1,553.06
Security Subtotal					**$ 21,386.11**	**$ 19,833.05**	**$ 0.00**	**$ 1,553.06**
HALLIBURTON CO HLDG	406216101	500.00	02/08/11	07/21/11	$ 28,394 30	$ 22,311 98	$ 0 00	$ 6,082 32
Security Subtotal					**$ 28,394.30**	**$ 22,311.98**	**$ 0.00**	**$ 6,082.32**
JOHNSON & JOHNSON	478160104	300 00	12/23/10	02/01/11	$ 18,070.64	$ 18,692.38	$ 0 00	$ (621 74)
Security Subtotal					**$ 18,070.64**	**$ 18,692.38**	**$ 0.00**	**$ (621.74)**
JOHNSON CONTROLS INC	478366107	300.00	12/23/10	10/25/11	$ 9,706.66	$ 11,501 07	$ 0.00	$ (1,794 41)
Security Subtotal					**$ 9,706.66**	**$ 11,501.07**	**$ 0.00**	**$ (1,794.41)**
MEDCOHEALTH SOLUTIO	58405U102	200 00	12/23/10	03/03/11	$ 12,884 38	$ 12,271.51	$ 0 00	$ 612 87
MEDCOHEALTH SOLUTIO	58405U102	100 00	08/20/10	04/28/11	$ 6,012 93	$ 4,530 03	$ 0 00	$ 1,482 90
MEDCOHEALTH SOLUTIO	58405U102	125.00	12/23/10	04/28/11	$ 7,516 17	$ 7,669 69	$ 0 00	$ (153 52)
Security Subtotal					**$ 26,413.48**	**$ 24,471.23**	**$ 0.00**	**$ 1,942.25**
MICROCHIP TECHNOLOG	595017104	500 00	07/15/11	10/04/11	$ 15,025 76	$ 15,801 33	$ 0 00	$ (775.57)
MICROCHIP TECHNOLOG	595017104	1,000.00	07/15/11	10/25/11	$ 34,720 68	$ 31,602.67	$ 0 00	$ 3,118 01
Security Subtotal					**$ 49,746.44**	**$ 47,404.00**	**$ 0.00**	**$ 2,342.44**
PVH CORP	693656100	700 00	02/23/11	08/31/11	$ 46,780 39	$ 41,671.97	$ 0 00	$ 5,108.42
Security Subtotal					**$ 46,780.39**	**$ 41,671.97**	**$ 0.00**	**$ 5,108.42**
SAKS INCORPORATED	79377W108	2,000 00	11/24/10	10/04/11	$ 16,493 71	$ 23,327.35	$ 0 00	$ (6,833 64)
SAKS INCORPORATED	79377W108	1,000.00	12/23/10	10/04/11	$ 8,246.86	$ 11,057 95	$ 0 00	$ (2,811.09)
Security Subtotal					**$ 24,740.57**	**$ 34,385.30**	**$ 0.00**	**$ (9,644.73)**
SEACHANGE INTL INC	811699107	1,000 00	01/27/11	06/09/11	$ 10,037 56	$ 8,771 54	$ 0.00	$ 1,266.02

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 24, 2012

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments. High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
SEACHANGE INTL INC	811699107	1,000.00	01/27/11	06/10/11	$ 10,640.85	$ 8,771.54	$ 0 00	$ 1,869 31
SEACHANGE INTL INC	811699107	2,000.00	01/27/11	06/21/11	$ 20,933.65	$ 17,543 07	$ 0.00	$ 3,390 58
Security Subtotal					**$ 41,612.06**	**$ 35,086.15**	**$ 0.00**	**$ 6,525.91**
SOUTHWEST GAS CORP	844895102	1,000.00	09/30/11	11/17/11	$ 38,810 30	$ 36,915 65	$ 0 00	$ 1,894 65
Security Subtotal					**$ 38,810.30**	**$ 36,915.65**	**$ 0.00**	**$ 1,894.65**
Total Short-Term					**$ 521,738.28**	**$ 511,097.68**	**$ 0.00**	**$ 10,640.60**

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ALTRIA GROUP INC	02209S103	44 00	04/30/04	10/04/11	$ 1,142.84	$ 576.96[a]	$ 0 00	$ 565 88
ALTRIA GROUP INC	02209S103	75.00	05/13/04	10/04/11	$ 1,948.03	$ 862.04[a]	$ 0.00	$ 1,085.99
ALTRIA GROUP INC	02209S103	34.00	03/29/07	10/04/11	$ 883.11	$ 685 84[a]	$ 0.00	$ 197 27
ALTRIA GROUP INC	02209S103	30 00	05/21/07	10/04/11	$ 779.21	$ 651.85[a]	$ 0 00	$ 127 36
ALTRIA GROUP INC	02209S103	17.00	06/04/07	10/04/11	$ 441.55	$ 372 74[a]	$ 0 00	$ 68 81
ALTRIA GROUP INC	02209S103	50 00	08/13/07	10/04/11	$ 1,298 69	$ 1,038 84[a]	$ 0 00	$ 259 85
Security Subtotal					**$ 6,493.43**	**$ 4,188.27**	**$ 0.00**	**$ 2,305.16**
BERKSHIRE HATHAWAY B	084670702	250.00	05/13/04	03/31/11	$ 20,994.66	$ 14,444 95[e]	$ 0 00	$ 6,549 71
BERKSHIRE HATHAWAY B	084670702	100 00	12/23/08	03/31/11	$ 8,397 86	$ 6,238.16	$ 0 00	$ 2,159 70
Security Subtotal					**$ 29,392.52**	**$ 20,683.11**	**$ 0.00**	**$ 8,709.41**
BP PLC ADR FSPO	055622104	200.00	05/10/04	07/25/11	$ 9,396 85	$ 10,488 95[e]	$ 0.00	$ (1,092 10)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared· February 24, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description		CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
BP PLC ADR	FSPO	055622104	25.00	11/28/06	07/25/11	$ 1,174.60	$ 1,675 56[a]	$ 0 00	$ (500 96)
BP PLC ADR	FSPO	055622104	20 00	12/18/06	07/25/11	$ 939.68	$ 1,345.16[a]	$ 0 00	$ (405 48)
BP PLC ADR	FSPO	055622104	200.00	12/18/06	07/25/11	$ 9,396 84	$ 13,435 95[c]	$ 0 00	$ (4,039 11)
BP PLC ADR	FSPO	055622104	20 00	04/27/07	07/25/11	$ 939 68	$ 1,353 51[a]	$ 0 00	$ (413 83)
BP PLC ADR	FSPO	055622104	35.00	10/19/07	07/25/11	$ 1,644.45	$ 2,636 14[a]	$ 0 00	$ (991 69)
BP PLC ADR	FSPO	055622104	15 00	10/24/07	07/25/11	$ 704.76	$ 1,130 31[a]	$ 0 00	$ (425 55)
BP PLC ADR	FSPO	055622104	15.00	01/23/08	07/25/11	$ 704.76	$ 917 81[a]	$ 0 00	$ (213.05)
BP PLC ADR	FSPO	055622104	20.00	02/07/08	07/25/11	$ 939 68	$ 1,260 53[a]	$ 0 00	$ (320 85)
BP PLC ADR	FSPO	055622104	50 00	08/06/08	07/25/11	$ 2,349 21	$ 3,056 14[a]	$ 0 00	$ (706 93)
Security Subtotal						**$ 28,190.51**	**$ 37,300.06**	**$ 0.00**	**$ (9,109.55)**
CELGENE CORP		151020104	55.00	05/08/07	09/21/11	$ 3,574.57	$ 3,458 93[a]	$ 0 00	$ 115.64
CELGENE CORP		151020104	20 00	06/07/07	09/21/11	$ 1,299.84	$ 1,181.85[a]	$ 0 00	$ 117 99
CELGENE CORP		151020104	25 00	07/06/07	09/21/11	$ 1,624 80	$ 1,448 94[a]	$ 0.00	$ 175 86
CELGENE CORP		151020104	20.00	08/29/07	09/21/11	$ 1,299.84	$ 1,210 03[a]	$ 0 00	$ 89 81
CELGENE CORP		151020104	55 00	03/04/08	09/21/11	$ 3,574.57	$ 3,097 47[a]	$ 0 00	$ 477 10
CELGENE CORP		151020104	25 00	05/05/08	09/21/11	$ 1,624.80	$ 1,628 16[a]	$ 0 00	$ (3 36)
CELGENE CORP		151020104	200 00	04/14/09	10/04/11	$ 12,094 98	$ 7,886.75	$ 0 00	$ 4,208 23
Security Subtotal						**$ 25,093.40**	**$ 19,912.13**	**$ 0.00**	**$ 5,181.27**
EXELON CORPORATION		30161N101	500 00	08/06/09	10/25/11	$ 21,386 12	$ 24,743 45	$ 0.00	$ (3,357 33)
Security Subtotal						**$ 21,386.12**	**$ 24,743.45**	**$ 0.00**	**$ (3,357.33)**
GILEAD SCIENCES INC		375558103	167.00	09/06/06	07/12/11	$ 6,977 42	$ 5,168 75[a]	$ 0 00	$ 1,808 67
GILEAD SCIENCES INC		375558103	18.00	11/29/06	07/12/11	$ 752 06	$ 594.44[a]	$ 0 00	$ 157.62

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
GILEAD SCIENCES INC	375558103	20.00	02/05/07	07/12/11	\$ 835.62	\$ 703 32^{a}	\$ 0 00	\$ 132.30
GILEAD SCIENCES INC	375558103	190.00	03/29/07	07/12/11	\$ 7,938 38	\$ 7,192 72^{a}	\$ 0 00	\$ 745 66
GILEAD SCIENCES INC	375558103	100.00	07/28/08	07/12/11	\$ 4,178 09	\$ 5,331 10	\$ 0 00	\$ (1,153.01)
GILEAD SCIENCES INC	375558103	200 00	10/10/08	07/12/11	\$ 8,356 19	\$ 7,782 39	\$ 0.00	\$ 573 80
GILEAD SCIENCES INC	375558103	100.00	04/23/09	07/12/11	\$ 4,178 09	\$ 4,551 55	\$ 0.00	\$ (373 46)
Security Subtotal					**\$ 33,215.85**	**\$ 31,324.27**	**\$ 0.00**	**\$ 1,891.58**
JOHNSON & JOHNSON	478160104	200.00	11/21/05	02/01/11	\$ 12,047 09	\$ 12,385.65^{e}	\$ 0 00	\$ (338 56)
JOHNSON & JOHNSON	478160104	200 00	12/23/08	02/01/11	\$ 12,047.09	\$ 11,804 75	\$ 0 00	\$ 242.34
Security Subtotal					**\$ 24,094.18**	**\$ 24,190.40**	**\$ 0.00**	**\$ (96.22)**
LEUCADIA NATIONAL COR	527288104	100.00	10/13/06	04/27/11	\$ 3,759.99	\$ 2,669 07^{e}	\$ 0 00	\$ 1,090 92
LEUCADIA NATIONAL COR	527288104	100.00	10/16/06	04/27/11	\$ 3,759.99	\$ 2,689 18^{e}	\$ 0 00	\$ 1,070 81
LEUCADIA NATIONAL COR	527288104	100.00	12/07/06	04/27/11	\$ 3,759.99	\$ 2,770 08^{e}	\$ 0.00	\$ 989 91
LEUCADIA NATIONAL COR	527288104	500 00	10/24/08	04/27/11	\$ 18,799.97	\$ 11,403 60	\$ 0.00	\$ 7,396 37
LEUCADIA NATIONAL COR	527288104	300.00	01/05/09	04/27/11	\$ 11,280.00	\$ 6,466.48	\$ 0.00	\$ 4,813 52
Security Subtotal					**\$ 41,359.94**	**\$ 25,998.41**	**\$ 0.00**	**\$ 15,361.53**
MEDCOHEALTH SOLUTIO	58405U102	50 00	05/08/07	04/28/11	\$ 3,006 46	\$ 1,841 81^{a}	\$ 0.00	\$ 1,164.65
MEDCOHEALTH SOLUTIO	58405U102	50.00	11/19/07	04/28/11	\$ 3,006.47	\$ 2,432.96^{a}	\$ 0.00	\$ 573 51
MEDCOHEALTH SOLUTIO	58405U102	20 00	01/25/08	04/28/11	\$ 1,202.59	\$ 944 47^{a}	\$ 0 00	\$ 258 12
MEDCOHEALTH SOLUTIO	58405U102	30.00	03/07/08	04/28/11	\$ 1,803.88	\$ 1,260 32^{a}	\$ 0 00	\$ 543.56
MEDCOHEALTH SOLUTIO	58405U102	125.00	04/04/08	04/28/11	\$ 7,516.17	\$ 5,381 85^{a}	\$ 0.00	\$ 2,134.32
Security Subtotal					**\$ 16,535.57**	**\$ 11,861.41**	**\$ 0.00**	**\$ 4,674.16**
PRAXAIR INC	74005P104	50.00	04/18/07	07/14/11	\$ 5,298 56	\$ 3,195 55	\$ 0 00	\$ 2,103.01

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Date Prepared: February 24, 2012

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: High Cost; All Other Investments: High Cost

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PRAXAIR INC	74005P104	200 00	10/10/08	07/14/11	$ 21,194 23	$ 11,979 81	$ 0.00	$ 9,214 42
Security Subtotal					**$ 26,492.79**	**$ 15,175.36**	**$ 0.00**	**$ 11,317.43**
PROCTER & GAMBLE	742718109	100 00	05/12/05	10/04/11	$ 6,220.64	$ 5,574.95[e]	$ 0 00	$ 645 69
PROCTER & GAMBLE	742718109	50 00	05/03/06	10/04/11	$ 3,110 32	$ 2,778 70[e]	$ 0 00	$ 331 62
PROCTER & GAMBLE	742718109	200 00	05/22/07	10/04/11	$ 12,441 29	$ 12,659 95	$ 0 00	$ (218 66)
PROCTER & GAMBLE	742718109	15.00	11/29/07	10/04/11	$ 933 10	$ 1,110.99[a]	$ 0.00	$ (177 89)
PROCTER & GAMBLE	742718109	35 00	04/04/08	10/04/11	$ 2,177 22	$ 2,475 98[a]	$ 0.00	$ (298 76)
PROCTER & GAMBLE	742718109	50 00	05/03/06	10/25/11	$ 3,240 49	$ 2,778 70[e]	$ 0.00	$ 461 79
Security Subtotal					**$ 28,123.06**	**$ 27,379.27**	**$ 0.00**	**$ 743.79**
QUALCOMM INC	747525103	35 00	06/12/08	11/16/11	$ 1,986.95	$ 1,707.63[a]	$ 0.00	$ 279 32
QUALCOMM INC	747525103	40 00	06/27/08	11/16/11	$ 2,270 80	$ 1,812.57[a]	$ 0 00	$ 458.23
QUALCOMM INC	747525103	100 00	07/28/08	11/16/11	$ 5,677.01	$ 5,441 96[a]	$ 0.00	$ 235.05
QUALCOMM INC	747525103	125 00	10/10/08	11/16/11	$ 7,096.26	$ 5,117.34	$ 0 00	$ 1,978.92
Security Subtotal					**$ 17,031.02**	**$ 14,079.50**	**$ 0.00**	**$ 2,951.52**
Total Long-Term					**$ 297,408.39**	**$ 256,835.64**	**$ 0.00**	**$ 40,572.75**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Date Prepared: February 24, 2012

Total Realized Gain or (Loss)

COST BASIS METHOD· Mutual Funds: High Cost; All Other Investments: High Cost

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss)	$ 521,738.28	$ 511,097.68	$ 0.00	$ 10,640.60
Total Long-Term Realized Gain or (Loss)	$ 297,408.39	$ 256,835.64	$ 0.00	$ 40,572.75
Total Realized Gain or (Loss)	$ 819,146.67	$ 767,933.32	$ 0.00	$ 51,213.35

Schwab has provided realized gain and loss information whenever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings For explanation of Cost Basis Method, please refer to Cost Basis Disclosure See Terms and Conditions.

When value for the report is unavailable, it is noted as follows. "Missing" or "--"

--	Schwab is not providing Cost Basis on this security type
Missing	Cost Basis may be missing due to one of the following reasons: • Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm). • The security was purchased more than 10 years ago.

Endnotes for Your Realized Gain or (Loss)

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.
e	Data for this holding has been edited or provided by the end client.

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Date Prepared: February 24, 2012

SUMMARY OF FEES & EXPENSES

The information in the following sections may be helpful for, but not limited to, calculating your itemized deductions for Schedule A Please consult with your tax advisor or financial advisor regarding specific questions.

Fees — 2011

Description		Amount
ADVISOR FEES	$	12,910 00
Total of Fees — 2011	$	12,910.00

Littlejohn Family Foundation
Investment Summary 12/31/11
Part II Line 13 Support Schedule
EIN 13-3948281

	FMV	Book Value/ Cost Basis
Schwab - Equities	1,26,607	1,156,886
Tweedy Browne - Schwab	378,388	373,268
Schwab - Other	15,980	17,406
Bourgeon Partners L.P.	578,072	578,072
Total Part II Line 13	2,291,027	2,125,632