DISASTER RELIEF UNDER IR-2012-83

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 ACHELIS FOUNDATION
C\O MORRIS & MCVEIGH

A Employer identification number
13-6022018

Number and street (or P O box number if mail is not delivered to street address) Room/suite
767 THIRD AVENUE

B Telephone number (see instructions)
(212) 644-0322

City or town, state, and ZIP code
NEW YORK, NY 10017

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: [X] 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) ▶ $ 34,967,551.

J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,440.	1,440.		ATCH 1
	4 Dividends and interest from securities	296,131.	495,352.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,708.			
	b Gross sales price for all assets on line 6a 3,269,153.				
	7 Capital gain net income (from Part IV, line 2)		793,048.		
	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)	866,221.	51,795.		ATCH 3
	12 **Total.** Add lines 1 through 11	1,345,500.	1,341,635.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,944.	3,047.		57,897.
	14 Other employee salaries and wages	10,133.	1,013.		9,120.
	15 Pension plans, employee benefits	15,862.	1,586.		14,276.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	42,124.	21,062.		21,062.
	c Other professional fees (attach schedule) *	171,550.	166,550.		5,000.
	17 Interest ATTACHMENT 6		688.		
	18 Taxes (attach schedule) (see instructions) **	28,796.	36,654.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	16,666.	1,667.		14,999.
	21 Travel, conferences, and meetings	5,695.	285.		5,410.
	22 Printing and publications	1,142.	57.		1,085.
	23 Other expenses (attach schedule) ATCH 8	9,719.	187,561.		9,070.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	362,631.	420,170.		137,919.
	25 Contributions, gifts, grants paid	1,382,100.			1,382,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,744,731.	420,170.	0	1,520,019.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-399,231.			
	b **Net investment income** (if negative, enter -0-)		921,465.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	84,707.	23,679.	23,679.
	2	Savings and temporary cash investments	3,092,400.	2,023,251.	2,023,251.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	7,283,908.	7,069,880.	7,069,880.
	c	Investments - corporate bonds (attach schedule) ATCH 10	845,854.	1,233,720.	1,233,720.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	26,295,133.	24,617,021.	24,617,021.
	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)	37,602,002.	34,967,551.	34,967,551.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	37,602,002.	34,967,551.	
	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)	37,602,002.	34,967,551.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	37,602,002.	34,967,551.	

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	37,602,002.
2	Enter amount from Part I, line 27a	2	-399,231.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,202,771.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	2,235,220.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,967,551.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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	793,048.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ 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	1,540,233.	35,338,460.	0.043585
2009	1,614,382.	32,332,435.	0.049931
2008	2,361,227.	38,598,987.	0.061173
2007	2,456,019.	44,614,957.	0.055049
2006	2,393,530.	41,280,481.	0.057982

2	**Total** of line 1, column (d)	2	0.267720
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	0.053544
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	36,452,969.
5	Multiply line 4 by line 3	5	1,951,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,215.
7	Add lines 5 and 6	7	1,961,053.
8	Enter qualifying distributions from Part XII, line 4	8	1,520,019.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	18,429.
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	18,429.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	18,429.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 64,969.		
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	64,969.
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	46,540.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 20,000. **Refunded** ▶	11	26,540.

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		
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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ NEW YORK			
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 ▶ WWW.FDNCENTER.ORG/GRANTMAKER/ACHELIS-BODMAN

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (212)644-0322
Located at ▶ 767 THIRD AVENUE, NEW YORK, NY ZIP + 4 ▶ 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A . . . ▶ ☐
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
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** N/A

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** No: 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** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		60,944.	8,671.	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 ▶ 0

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
ATTACHMENT 14		131,070.
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	16,643,986.
b	Average of monthly cash balances	1b	2,927,879.
c	Fair market value of all other assets (see instructions)	1c	17,436,225.
d	**Total** (add lines 1a, b, and c)	1d	37,008,090.
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	37,008,090.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	555,121.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,452,969.
6	**Minimum investment return.** Enter 5% of line 5	6	1,822,648.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,822,648.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,429.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	18,429.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,804,219.
4	Recoveries of amounts treated as qualifying distributions			4	60,000.
5	Add lines 3 and 4			5	1,864,219.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,864,219.

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	1,520,019.
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	1,520,019.
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 (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,520,019.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,864,219.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . 206,687.				
b From 2007 . . . 317,040.				
c From 2008 . . . 441,246.				
d From 2009 . . . 2,033.				
e From 2010				
f Total of lines 3a through e	967,006.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,520,019.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,520,019.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*	344,200.			344,200.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	622,806.			
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)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	622,806.			
10 Analysis of line 9				
a Excess from 2007 . . . 179,527.				
b Excess from 2008 . . . 441,246.				
c Excess from 2009 . . . 2,033.				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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))

N/A

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

ATTACHMENT 15

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

ATTACHMENT 16

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES.

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

ATTACHMENT 17

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 18				
Total ▶ 3a				1,382,100.
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		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,440.	
4 Dividends and interest from securities			14	296,131.	
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	900001	467.	18	181,241.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 19		-6,500.		872,721.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-6,033.		1,351,533.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,345,500.

(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
	N/A		N/A

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

John B. Kriegs — Signature of officer or trustee
Jan 9, 2013 — Date
Executive Director + Secretary — 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
Kevin P. Foley	K P Foley	JAN 0 2 2013		P00293162

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L — Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 — Phone no 212-661-7777

JSA
1E1493 2 000
8BC090 M261

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES				P		
3,269,153.		3,087,445.					181,708.	
		LIMITIED PARTNERSHIP GAIN & LOSS PROPERTY TYPE: OTHER				P		
							611,807.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P		
							-467.	
TOTAL GAIN(LOSS)							793,048.	

THE ACHELIS FOUNDATION
EIN 13-6022018

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

LIMITED PARTNERSHIP GAINS DETAIL

TIFF PARTNERS I, LLC (EIN 54-1831047)		
NET LONG-TERM CAPITAL GAIN	$ 475	
		$ 475
TIFF SECONDARY PARTNERS I, LLC (EIN. 56-2384583)		
NET SHORT-TERM CAPITAL GAIN	$ 19,760	
NET LONG-TERM CAPITAL GAIN	$ 235,023	
NET SECTION 1231 GAIN	$ 175	
		$ 254,958
SILVERCREST GLOBAL FUND, L P (EIN 13-3593050)		
NET SHORT-TERM CAPITAL LOSS	$ (21,337)	
NET LONG-TERM CAPITAL GAIN	$ 122,628	
		$ 101,291
CYPRIUM INVESTORS II, LP FKA (EIN: 34-1968641)		
NET LONG-TERM LOSS	$ (72,498)	
NET SECTION 1231 GAIN	$ 17	
		$ (72,481)
TIFF PARTNERS III, LLC (EIN. 58-2426874)		
NET SHORT-TERM CAPITAL LOSS	$ (1,100)	
NET LONG-TERM CAPITAL GAIN	$ 9,328	
NET SECTION 1231 LOSS	$ (655)	
		$ 7,573
ENBDOWMENT PRIVATE EQUITY PARTNERS IV, L.P (EIN· 06-1563330)		
NET SHORT-TERM CAPITAL LOSS	$ (545)	
NET LONG-TERM CAPITAL GAIN	$ 94,944	
NET SECTION 1231 LOSS	$ (496)	
		$ 93,903
TIFF PRIVATE EQUITY PARTNERS 2006, LLC (EIN. 13-4312397)		
NET SHORT-TERM CAPITAL GAIN	$ 1,268	
NET LONG-TERM CAPITAL GAIN	$ 17,583	
NET SECTION 1231 GAIN	$ 566	
		$ 19,417
TIFF PRIVATE EQUITY PARTNERS 2007, LLC (EIN. 20-5133649)		
NET SHORT-TERM CAPITAL GAIN	$ 1,034	
NET LONG-TERM CAPITAL GAIN	$ 31,082	
NET SECTION 1231 GAIN	$ 2,025	
		$ 34,141
TIFF PRIVATE EQUITY PARTNERS 2008, LLC (EIN. 26-0724017)		
NET SHORT-TERM CAPITAL GAIN	$ 1,176	
NET LONG-TERM CAPITAL GAIN	$ 252	
NET SECTION 1231 GAIN	$ 6,161	
		$ 7,589
ABRAMS CAPITAL PARTNERS II, L.P (EIN: 04-3455023)		
NET SHORT-TERM CAPITAL GAIN	$ 82,535	
NET LONG-TERM CAPITAL GAIN	$ 82,407	
NET SECTION 1231 LOSS	$ (1)	
		$ 164,941
TOTAL LIMITED PARTNERSHIP GAIN/(LOSS)		**$ 611,807**

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		1,440.	1,440.
	TOTAL	1,440.	1,440.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST & DIVIDENDS FROM SECURITIES	296,131.	296,131.
INTEREST & DIVIDENDS FROM LIMITED PARTNERSHIPS		211,335.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-12,114.
TOTAL	296,131.	495,352.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM LIMITED PARTNERSHIPS AND SIMILAR TYPE INVESTMENTS - NET	810,023.	35,097.
ADD: AMOUNT ATTRIBUTABLE TO UBIT		6,500.
TRUST INSTRUMENTS	10,000.	10,000.
MISCELLANEOUS INCOME	198.	198.
RESCINDED PLEDGE	46,000.	
TOTALS	866,221.	51,795.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDITING AND TAX SERVICES	23,374.	11,687.		11,687.
BOOKKEEPING SERVICES	5,850.	2,925.		2,925.
OTHER BOOKKEEPING SERVICES	12,900.	6,450.		6,450.
TOTALS	42,124.	21,062.		21,062.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL CHARGES	11,207.	11,207.	
INVESTMENT MANAGEMENT FEES	150,343.	150,343.	
CONSULTING FEES	10,000.	5,000.	5,000.
TOTALS	171,550.	166,550.	5,000.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		12,549.
LESS:AMOUNT ATTRIBUTED TO UBIT		-11,861.
TOTALS		688.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN WITHHOLDING TAXES PAID THROUGH PARTNERSHIPS		7,858.
FOREIGN WITHOLDING TAX ON INV.	2,469.	2,469.
FEDERAL EXCISE TAX	26,127.	26,127.
NYS CORPORATION TAX	200.	200.
TOTALS	28,796.	36,654.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	433.	22.	411.
TELEPHONE	4,343.	217.	4,126.
POSTAGE	195.	10.	185.
MISCELLANEOUS	3,998.	400.	3,598.
FILING FEES	750.		750.
LIMITED PARTNERSHIP EXPENSES		194,387.	
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-7,475.	
TOTALS	9,719.	187,561.	9,070.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	7,069,880.	7,069,880.
TOTALS	7,069,880.	7,069,880.

The Achelis Foundation
Schedule of Marketable Securities

Bank of New York #400104

	December 31, 2011		
	Shares / Principal	Book Basis	Market Value
Stocks			
Abbott Laboratories	5,000	114,422	281,150
AMC Networks Inc	325	3,618	12,213
Anadarko Pete Corp	3,500	67,974	267,155
Arris Group Inc.	1,400	13,356	15,148
Atmel Corp	5,450	24,378	48,195
Automatic Data Processing Inc	4,500	94,541	243,045
Avnet Inc	1,100	25,936	34,199
Baker Hughes Inc	300	22,158	14,592
Bank of New York Mellon Corp	5,000	23,478	99,550
Barret Bill Corp	250	13,143	8,517
Barrick Gold Corp	7,000	124,353	316,750
Belo Corporation	1,600	2,769	10,080
Brinks Co	500	10,525	13,440
Brooks Automation Inc	1,200	18,389	12,324
C A E Inc Com	2,300	10,584	22,310
Cablevision NY Group CL A	1,300	8,958	18,486
Cameco Corp	1,550	8,424	27,977
Cenovus	3,500	100,906	116,200
ChevronTexaco Corp	4,000	209,469	425,600
Cincinnati Bell Inc.	8,300	27,338	25,149
Coca -Cola Co.	3,000	151,651	209,910
Cognex Corp	600	9,980	17,895
Colgate Palmolive Co	4,000	133,636	369,560
Conocophillips	3,500	101,017	255,045
Cummins Inc	650	5,702	57,213
Diebold Inc	350	8,851	10,524
Discovery Communications - A	280	4,923	11,471
Discovery Communications - C	1,030	13,759	38,831
Exxon Mobil Corp	4,500	137,691	381,420
Flushing Financial Corp	850	11,696	10,735
Foster Wheeler AG	950	22,564	18,183
Gannett Inc	1,750	21,782	23,397
General Electric Co	6,000	167,750	107,460
Goodrich Company	550	18,007	68,035
Harmonic Inc.	3,200	21,440	16,128
Helmrich & Payne Incorporated	750	10,727	43,770
Hexcel Corp New Com	1,200	28,202	29,052
Iac Interactivecorp	430	6,960	18,318
Immunogen Inc	850	6,844	9,843
Intel Corp	10,000	167,188	242,500
Intermec Inc.	1,000	22,147	6,860
Interxion Holding NV	700	8,126	9,415
Ion Geophysical Corp	1,750	24,281	10,727
Isis Pharmaceuticals	1,650	21,651	11,896
Johnson & Johnson	5,000	178,438	327,900
Kansas City Southern	600	8,645	40,806
Lam Resh Corp	750	16,306	27,765
Las Vegas Sands Corp	1,400	6,331	59,822
Lazard Ltd	550	20,144	14,360
Level 3 Communications Inc	746	9,749	12,674

The Achelis Foundation
Schedule of Marketable Securities

Bank of New York #400104

	December 31, 2011		
	Shares / Principal	Book Basis	Market Value
Liberty Media Corp Liberty Capital	250	2,763	19,512
Lin TV Corp	1,806	18,319	7,639
LSI Corporation	3,450	13,904	20,527
Madison Square Garden Inc	325	2,811	9,308
Micronet Inc	2,250	14,501	16,178
Meadwestvaco Corp	700	19,101	20,965
Mosaic Co.	700	24,580	35,301
Myriad Genetics Inc	1,100	13,985	23,034
Newmont Mining Corp	3,500	136,327	210,035
North American Energy Partners	950	9,438	6,118
Novellus Sys Inc	950	23,140	39,226
Onyx Pharmaceuticals Inc	750	18,771	32,963
Orient Express Hotels Ltd	2,600	25,373	19,422
Pall Corporation	850	20,107	48,578
Pepsico Inc	5,500	128,498	364,925
Precision Castparts Corp	400	6,300	65,916
Procter & Gamble Co	5,500	168,802	366,905
Radvision Ltd	1,150	10,757	9,741
Raymond James Financial Inc	650	13,332	20,124
RF Micro Devices Inc	2,250	13,719	12,150
Regeneron Pharmaceuticals Inc	850	13,481	47,116
Robert Half International Inc	650	19,352	18,499
Rowan Companies Inc.	800	23,332	24,264
Royal Caribbean Cruises	750	11,289	18,578
Royal Dutch Shell PLC	3,585	66,277	262,028
RTI Intl Metals Inc	850	29,991	19,729
Saks Inc	1,600	21,433	15,600
Seachange Intl Inc	2,400	18,339	16,872
Seattle Genetics Inc	1,250	13,457	20,894
Shaw Group Inc	600	19,958	16,140
Sinclair Broadcast Group Inc	2,250	14,406	25,493
Sothebys Holdings Inc Class A	500	16,546	14,265
Stillwater Mng co	2,150	21,402	22,489
Sunoco Inc	600	20,112	24,612
TW Telecom Inc	1,400	22,789	27,132
Trimble Nav Ltd	1,200	33,043	52,080
Triquint Semiconductor Inc	3,150	14,567	15,341
Unifi Inc	1,000	18,549	7,600
Union Pacific Corp	4,500	56,351	476,730
United States Cellular Corp	400	10,785	17,452
United States Steel Corp	400	19,712	10,584
Valspar Corp	850	17,770	33,125
Vishay Intertechnology Inc	1,900	23,606	17,081
Waddell & Reed Financial Inc	750	10,826	18,578
Whirlpool Corporation	200	11,703	9,490
Winn-Dixie Stores Inc	1,700	9,127	15,946
Total Stocks		**3,533,638**	**7,069,880**

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,233,720.	1,233,720.
TOTALS	1,233,720.	1,233,720.

The Achelis Foundation
Schedule of Marketable Securities

Bank of New York #379516

		December 31, 2011		
		Shares / Principal	Book Basis	Market Value
Bonds				
Conocophillips	4.75% 02/01/14	200,000	204,518	216,004
Wal-Mart Stores Inc	3.0% 02/03/14	100,000	100,833	105,310
Pepsico Inc	3.750% 03/01/14	150,000	153,000	159,488
Praxair Inc.	2.125% 06/14/13	200,000	201,950	203,998
Templeton Global Blnd Fd - A		8,051	100,940	148,540
Vanguard Intm Term Corp		19,861	200,000	200,958
Vanguard S/T Bond Index		18,709	200,000	199,422
Total Bonds			**1,161,241**	**1,233,720**

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
M.W. GLOBAL L.P.	2,165,282.	2,165,282.
TIFF PARTNERS I L.P.	5,856.	5,856.
TIFF PARTNERS III L.P.	102,831.	102,831.
ENDOWMENT PRIVATE EQUITY PART.	370,658.	370,658.
TIFF SECONDARY PARTNERS I L.P.	783,975.	783,975.
KPP INVESTORS II L.P.	177,639.	177,639.
SNOW CAPITAL INVEST. PARTNER	2,192,337.	2,192,337.
TIFF PARTNERS III	667,805.	667,805.
TIFF SECONDARY PARTNERS 2007	631,366.	631,366.
TIFF SECONDARY PARTNERS 2008	548,663.	548,663.
ABRAMS CAPITAL PARTNERS II	2,862,628.	2,862,628.
REGIMENT CAPITAL	2,706,073.	2,706,073.
NORTHRUN OFFSHORE	1,821,361.	1,821,361.
ASIAN CENTURY QUEST	1,898,209.	1,898,209.
DODGE & COX	2,436,785.	2,436,785.
PERRITT MICRO	2,787,383.	2,787,383.
TIFF SHORT TERM	60,550.	60,550.
VANGUARD	116,916.	116,916.
WCM FOCUSED INT'L GROWTH	2,280,704.	2,280,704.
TOTALS	24,617,021.	24,617,021.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		2,235,220.
	TOTAL	2,235,220.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN B. KRIEGER 767 THIRD AVENUE NEW YORK, NY 10017	SECRETARY 40.00	60,944.	8,671.	0
SEE ATTACHED SCHEDULE	1-3 HRS/WK	0	0	0
	GRAND TOTALS	60,944.	8,671.	0

The Achelis Foundation

767 Third Avenue, 4th Floor
New York, NY 10017-2023

212-644-0322
main@achelis-bodman-fnds.org

Fax: 212-759-6510
www.foundationcenter.org/grantmaker/achelis-bodman

Time Devoted	1 – 3 hours/week
Address	c/o the Foundation
Expense Allowance	None
Compensation	None
Contributions to Employee Benefit Plan	None

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORRIS AND MCVEIGH 767 THIRD AVE. NEW YORK, NY 10017	INVESTMENT	131,070.
TOTAL COMPENSATION		131,070.

ATTACHMENT 15

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

MR. JOHN N. IRWIN,CEO AND TREASURER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. RUSSELL P. PENNOYER, PRESIDENT
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. JOHN KRIEGER,SR PROGRAM OFFICER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

ATTACHMENT 17

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S ACTIVITIES ARE PRIMARILY CENTERED IN GREATER NEW YORK UNDER THE CURRENT PROGRAM, GRANTS ARE USUALLY NOT AUTHORIZED FOR TRAVEL, PUBLICATIONS, FILMS, OR CONFERENCES. THE FOUNDATION DOES NOT ENGAGE DIRECTLY IN RESEARCH OR EXPERIMENTAL PROJECTS. THE FOUNDATION DOES NOT MAKE LOANS NOR DOES IT MAKE GRANTS TO INDIVIDUALS.

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE 501(C)3	SEE ATTACHED SCHEDULE	1,382,100.
		TOTAL CONTRIBUTIONS PAID	1,382,100.

ACHELIS 2011 GRANTS for Auditors

Grants/Pledges/Discretionary Gifts

Organization	AKA	Project Title	Amount
Achievement First 510 Waverly Avenue, Room 210 Brooklyn, NY 11238		Achievement First Endeavor Elementary School	$50,000
Aid to the Church in Need 378 Broome Street New York, NY 10013		general operating support	$800
Aid to the Church in Need 378 Broome Street New York, NY 10013		general Support	$800
American Ballet Theatre 890 Broadway New York, NY 10003-1278	ABT	general operating support	$25,000
American Enterprise Institute for Public Policy Research 1150 - 17th Street, NW Washington, DC 20036	AEI	General operating support	$1,000
American Friends of Blerancourt 20 West 44th Street Room 506 New York, NY 10036		General operating support	$800
Battery Conservancy One New York Plaza Concourse Level New York, NY 10004	Conservancy for Historic Battery Park	general operating support	$1,000

Organization	AKA	Project Title	Amount
Birch Wathen Lenox School 210 E 77th Street New York, NY 10075			$4,000
Brick Presbyterian Church 62 East 92nd Street New York, NY 10128	Brick Church School	General operating support	$1,600
Brick Presbyterian School 62 East 92nd Street New York, NY 10128	Brick Church School	General operating support	$4,000
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217-1486	BAM	BAM Richard B. Fisher Building	$50,000
Brooklyn Botanic Garden 1000 Washington Avenue Brooklyn, NY 11225-1099		general operating support	$50,000
Brooklyn Children's Museum 145 Brooklyn Avenue Brooklyn, NY 11213		General operating support	$25,000
Cathedral Preparatory Seminary 56-25 92nd Street Elmhurst, NY 11373		2011 Annual Catholic Appeal	$2,000
Center for Hearing and Communication 50 Broadway Sixth Floor New York, NY 10004	League for the Hard of Hearing	Family Resource Center	$30,000
Christodora 1 East 53rd Street, 14th Floor New York, NY 10022		General operating support	$16,000

Organization	AKA	Project Title	Amount
Church of St Vincent Ferrer 869 Lexington Avenue New York, NY 10021	St Vincent Ferrer (Church of)	Music Ministry	$400
College and Community Fellowship 475 Riverside Drive Suite 1626 New York, NY 10115		Career Advancement Program	$50,000
Core Knowledge Foundation 801 East High Street Charlottesville, VA 22902		Piloting of grade 3 of the Core Knowledge Language Arts Program in New York City	$50,000
Covenant House New York 460 West 41st Street New York, NY 10036		Regional Job Development and Placement Program and improved tracking and evaluation	$50,000
Dartmouth Natural Resources Trust 404 Elm Street So. Dartmouth, MA 02748		General operating support	$2,000
Dartmouth Natural Resources Trust 404 Elm Street So. Dartmouth, MA 02748		General support	$2,000
Explore Schools 20 Jay Street Suite 504 Brooklyn, NY 11201	Friends of Explore Charter School	Explore Excel Charter School	$50,000
Foundation for Individual Rights in Education 601 Walnut Street Suite 510 Philadelphia, PA 19106	FIRE	Public Policy Innovation Project	$50,000

Organization	AKA	Project Title	Amount
Franciscan Foundation for the Holy Land 1400 Quincy St , NE Washington, DC 20017		General operating support	$800
Franklin & Eleanor Roosevelt Institute 147 West 35th Street Suite 1505 New York, NY 10001		Franklin D. Roosevelt Four Freedoms Park	$50,000
Frick Collection 1 East 70th Street New York, NY 10021		Anne L. Poulet Book Fund	$10,000
GallopNYC 95 Franklin Street #4 New York, NY 10013	GALLOP	general operating support	$15,000
Garden Conservancy PO Box 219 Cold Spring, NY 10516		General operating support	$1,000
Garden Conservancy PO Box 219 Cold Spring, NY 10516		Hume Japanese Stroll Garden	$1,000
Getting Out and Staying Out 91 East 116th Street New York, NY 10029		general operating support	$50,000
Girl Scout Council of Greater New York 43 West 23rd Street New York, NY 10010-4283		Girls in At-Risk Communities Program	$50,000
Girl Scout Council of Greater New York 43 West 23rd Street New York, NY 10010-4283		General operating support	$4,400

Organization	AKA	Project Title	Amount
Girls Educational & Mentoring Services 298B West 149th Street New York, NY 10039	GEMS	general operating support	$50,000
Greenwood Gardens 274 Old Short Hills Road Short Hills, NJ 07078		General operating support	$1,000
Harvard University 124 Mount Auburn Street Cambridge, MA 02138		Harvard College, unrestricted	$1,600
Health Corps 191 Seventh Avenue, #2N New York, NY 10011-1818		General operating support	$25,000
Highbridge Community Life Center 979 Ogden Avenue Bronx, NY 10452		Chances for Children project	$15,000
Holy Apostles Soup Kitchen 296 Ninth Avenue New York, NY 10001		general operating support	$15,000
Horticultural Society of New York 148 West 37th Street 13th Floor New York, NY 10018-6909		general operating support	$1,000
Hotchkiss School PO Box 800 Lakeville, CT 06039-0800		Annual Fund	$1,000
Indiana University Foundation PO Box 500 Bloomington, IN 47402	Center on Philanthropy Indiana University	Sewing Machine Purchase for Textile Arts Department	$2,000

Organization	AKA	Project Title	Amount
Iris House 2348 Adam Clayton Powell Jr. Boulevard New York, NY 10030		youth programs	$15,000
Island Health Project PO Box 344 Fishers Island, NY 06390		IHP Campaign	$6,000
Jamaica Center for Arts & Learning 161-04 Jamaica Avenue Jamaica, NY 11432		general operating support	$15,000
Little Orchestra Society/Orpheon 330 West 42nd Street 12th Floor New York, NY 10036-6902		Project 65Plus	$15,000
Mater Ecclesiae Fund for Vocations P.O Box 7433 Falls Church, VA 22040		General operating support	$800
Mater Ecclesiae Fund for Vocations P.O. Box 7433 Falls Church, VA 22040		General operating support	$800
Middle Way House PO Box 95 Bloomington, IN 47402		New Wings Appeal	$1,000
Morgan Library & Museum 225 Madison Avenue New York, NY 10016-3405		general operating support	$25,000
National Audubon Society of New York State 200 Trillium Lane Albany, NY 12203	Audubon Society of New York State	"For the Birds!" program	$15,000

Organization	AKA	Project Title	Amount
National Jazz Museum in Harlem 104 East 126th Street Suite 2D New York, NY 10035		preservation of the Savory Jazz Collection	$25,000
Navy Seal Foundation PO Box 5965 Virginia Beach, VA 23471		General operating support	$800
New York Eye and Ear Infirmary 310 East 14th Street New York, NY 10003-4297	Continuum Health Partners, Inc.	Ear Institute	$50,000
New York Society Library 53 East 79th Street New York, NY 10075		"Edith Wharton's New York City" exhibition	$15,000
New York Studio School of Drawing, Painting and Sculpture 8 West Eighth Street New York, NY 10011		General operating support	$25,000
New York University Silver School of Social Work 1 Washington Square North New York, NY 10003-6654		Evaluation of Post Master's Certificate Program in Social Work and Spirituality	$15,000
New-York Historical Society 170 Central Park West New York, NY 10024		General operating support	$8,000
North Shore Land Alliance 151 Post Road Old Westbury, NY 11568		General operating support	$1,000

Organization	AKA	Project Title	Amount
Old Westbury Gardens P. O Box 430 Old Westbury, NY 11568		General operating support	$4,500
Park Slope Christian Help, Inc. 200 Fourth Avenue Brooklyn, NY 11217		General operating support	$800
Peer Health Exchange 1460 Broadway Suite 5-31 New York, NY 10036		general operating support	$25,000
Planned Parenthood of Nassau County 540 Fulton Avenue Hempstead, NY 11550		General operating support	$5,000
Posse Foundation, Inc 14 Wall Street Suite 8A-60 New York, NY 10005	Posse New York	for activities of Posse New York	$40,000
Pregnancy Help 233 West 14th Street New York, NY 10011			$400
Prison Fellowship Ministries 44180 Riverside Parkway Lansdowne, VA 20176	Prison Fellowship	Angel Tree	$800
Queens Botanical Garden 43-50 Main Street Flushing, NY 11355		General operating support	$15,000
Regis High School 55 East 84th Street New York, NY 100218-0884		REACH Program	$25,000

Organization	AKA	Project Title	Amount
Rubin Museum of Art 150 West 17th Street Seventh Floor New York, NY 10011		two exhibitions: "Once Upon Many Times: Legends and Myths in Himalayan Art" and "Hero, Villain, Yeti. Tibet in Comics"	$25,000
Sadie Nash Leadership Project 157 Montague Street Brooklyn, NY 11201		General operating support	$15,000
Save the Redwoods League 114 Sansome Street Suite 1200 San Francisco, CA 94104-3823		Redwood Land Program	$20,000
Snug Harbor Cultural Center & Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301		general operating support	$25,000
St Bernard's School 4 East 98th Street New York, NY 10029		General operating support	$4,000
St. Bernard's School 4 East 98th Street New York, NY 10029		Capital Campaign	$4,000
St Francis Xavier Church 225 6th Avenue Brooklyn, NY 11215		General operating support	$2,000
St John's Bread and Life 795 Lexington Avenue Brooklyn, NY 11221		General operating support	$15,000

Organization	AKA	Project Title	Amount
Staten Island Museum 75 Stuyvesant Place Staten Island, NY 10301-1998	Staten Island Institute of Arts and Sciences	move to Snug Harbor	$25,000
The DOME Project 486 Amsterdam Avenue New York, NY 10024	Developing Opportunities through Meaningful Education	Juvenile Justice Program	$25,000
The HOPE Program 1 Smith Street Brooklyn, NY 11201		job placement program for ex-offenders	$25,000
United Way of Monroe County 441 S College Avenue Bloomington, IN 47403		General operating support	$1,000
University of Virginia College Foundation PO Box 400807 Charlottesville, VA 22904		College of Arts & Science - General Operating Support	$1,000
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460-1099	New York Zoological Society; International Wildlife Conservancy Society; Bronx Zoo	Annual Giving	$20,000
Yorkville Common Pantry 8 East 109th Street New York, NY 10029-3402		General operating support	$15,000
			$ 1,382,100

THE ACHELIS FOUNDATION 13-6022018

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

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME (LOSS)	900001	-6,500.	14	872,721.	
TOTALS		-6,500.		872,721.	