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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation Julius H. Caplan Charity Foundation		A Employer identification number 13-6067379			
Number and street (or P O box number if mail is not delivered to street address) c/o LH Dubrow, 261 Old York Rd.		Room/suite 514			
City or town Jenkintown		State ZIP code PA 19046-3720			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year ► \$ 8,459,496.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)			
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 OCT 25 2012 SCANNED	1 Contributions, gifts, grants, etc, received (att sch)	207,957.			
	2 Ch ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	180,648.	180,648.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(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)		198,950.		
	8 Net short-term capital gain			95,812.	
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold				
	c Gross profit (loss) (att sch)				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	388,605.	379,598.	95,812.		
13 Compensation of officers, directors, trustees, etc	0.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) L-16a Stmt b Accounting fees (attach sch) c Other prof fees (attach sch) L-16c Stmt	18,960.	9,480.		9,480.	
17 Interest	151,865.	75,933.		75,932.	
18 Taxes (attach schedule) See Line 18 Stmt	1,827.	914.		913.	
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	294.	147.		147.	
24 Total operating and administrative expenses. Add lines 13 through 23	172,946.	86,474.		86,472.	
25 Contributions, gifts, grants paid	435,725.			435,725.	
26 Total expenses and disbursements. Add lines 24 and 25	608,671.	86,474.		522,197.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-220,066.	293,124.		95,812.	

98-10
10

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
A S S E T S	1 Cash – non-interest-bearing		334.	1,174.	1,174.
	2 Savings and temporary cash investments		1,220,761.	467,563.	467,563.
	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 sch)	►			
	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)		5,341,237.	6,261,628.	7,617,910.
	c Investments – corporate bonds (attach schedule)				
L I A B L I T I E S	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	Mutual Funds	404,146.	386,457.	372,849.
	14 Land, buildings, and equipment. basis	►			
N F E T N D A S B S A E L A S N C O R E S	Less: accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)		0.		
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		6,966,478.	7,116,822.	8,459,496.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
L I A B L I T I E S	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
N F E T N D A S B S A E L A S N C O R E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds		6,966,478.	7,116,822.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		6,966,478.	7,116,822.	
	31 Total liabilities and net assets/fund balances (see instructions)		6,966,478.	7,116,822.	

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	6,966,478.
2 Enter amount from Part I, line 27a	2	-220,066.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	6,746,412.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,746,412.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 7815 Cardinal Health		P	07/23/10	02/02/11
b 447 Liberty Global A		P	01/22/04	02/10/11
c 447 Liberty Global C		P	01/22/04	02/10/11
d 179 Liberty Media A		P	01/22/04	02/10/11
e See Columns (a) thru (d)				
(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 323,836.		261,688.	62,148.	
b 18,573.		8,815.	9,758.	
c 17,819.		8,345.	9,474.	
d 12,487.		3,940.	8,547.	
e See Columns (e) thru (h)		646,736.	109,023.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			62,148.	
b			9,758.	
c			9,474.	
d			8,547.	
e See Columns (i) thru (l)			109,023.	
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	198,950.
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	95,812.

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 (column (b) divided by column (c))
2010	499,974.	7,970,374.	0.062729
2009	497,544.	7,558,231.	0.065828
2008	533,072.	7,564,294.	0.070472
2007	515,727.	8,525,001.	0.060496
2006	469,877.	8,502,032.	0.055266
2 Total of line 1, column (d)			2 0.314791
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 0.062958
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 8,186,280.
5 Multiply line 4 by line 3			5 515,392.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,931.
7 Add lines 5 and 6			7 518,323.
8 Enter qualifying distributions from Part XII, line 4			8 522,197.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
1	2,931.	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
2	0.	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
3	2,931.	
4	0.	
5	2,931.	
6	Credits/Payments:	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 8,000.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d 8,000.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 14.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 5,055.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 5,055.	Refunded ► 11

Part VII-A | Statements Regarding Activities

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input checked="" type="checkbox"/> No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes <input checked="" type="checkbox"/> No
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1 c	Did the foundation file Form 1120-POL for this year?	Yes <input checked="" type="checkbox"/> No
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	Yes <input checked="" type="checkbox"/> No
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	Yes <input checked="" type="checkbox"/> No
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input checked="" type="checkbox"/> No
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes <input checked="" type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	Yes <input checked="" type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	
<ul style="list-style-type: none"> • 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? 		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	Yes <input checked="" type="checkbox"/> No
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____	PA – Pennsylvania
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	Yes <input checked="" type="checkbox"/> No
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.	Yes <input checked="" type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	Yes <input checked="" type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>Lowell H. Dubrow, Esq.</u> Telephone no ► <u>(215) 886-1234</u> Located at ► <u>261 Old York Rd., Ste 514 Jenkintown PA ZIP + 4</u> ► <u>19046-3720</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►		

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

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

1a	During the year did the foundation (either directly or indirectly):		Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
1b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
1c	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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>				
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20__ , 20__ , 20__ , 20__</u>				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				

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)?

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?

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?

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?

5b 6b 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
Eli Caplan 13 Woodland Estates Lebanon PA 17042	Director 1.00	0.	0.	0.
Perry Caplan 4977 Ore Bank Road York PA 17406	Director 1.00	0.	0.	0.
Sloan Caplan 622 Willow Green Lititz PA 17543	Director 1.00	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				
0				
0				
0				
0				

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

None

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Part V.III Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Part V-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	<u>None</u>	
2		0.
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	<u>None</u>	-----

2	-----	0.
	-----	-----
All other program-related investments. See instructions.		
3	<u>None</u>	-----
	-----	-----
Total. Add lines 1 through 3		►
		None

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

1a	8,310,944.
1b	
1c	
1d	8,310,944.
1e	
2	
3	8,310,944.
4	124,664.
5	8,186,280.
6	409,314.

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

1	409,314.
2a	2,931.
2b	
2c	2,931.
3	406,383.
4	
5	406,383.
6	
7	406,383.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 Adjusted qualifying distributions. Subtract line 5 from line 4

1a	522,197.
1b	0.
2	
3a	
3b	
4	522,197.
5	2,931.
6	519,266.

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

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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				406,383.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	125,961.			
d From 2009	120,116.			
e From 2010	154,607.			
f Total of lines 3a through e	400,684.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 522,197.				
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				406,383.
e Remaining amount distributed out of corpus	115,814.			
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	516,498.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		516,498.		
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	125,961.			
c Excess from 2009	120,116.			
d Excess from 2010	154,607.			
e Excess from 2011	115,814.			

BAA

Form 990-PF (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Schedule Attached		None	General Fund	435,725.
Total				► 3a 435,725.
<i>b Approved for future payment</i>				
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) Exclu- sion 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		
4 Dividends and interest from securities			14	180,648.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18		
8 Gain or (loss) from sales of assets other than inventory			18	198,950.	
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)				379,598.	
13 Total. Add line 12, columns (b), (d), and (e)				13	379,598.

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

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

2011

Name of the organization	Employer identification number
Julius H. Caplan Charity Foundation	13-6067379
Organization type (check one):	
Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)(____) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

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

► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Julius H. Caplan Charity Foundation

Employer identification number

13-6067379

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Helen Caplan Charitable Lead Trust c/o LH Dubrow, 261 Old York Rd., Ste. 514 Jenkintown PA 19046	\$ 207,957	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Excise Tax 2010</u>	978.	489.		489.
<u>Foreign Tax Paid</u>	849.	425.		424.
Total	<u>1,827.</u>	<u>914.</u>		<u>913.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank Charges</u>				
<u>K-1 deductions</u>	294.	147.		147.
Total	<u>294.</u>	<u>147.</u>		<u>147.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Dubrow, P.C.</u>	<u>Legal Services</u>	<u>18,960.</u>	<u>9,480.</u>		<u>9,480.</u>
Total		<u>18,960.</u>	<u>9,480.</u>		<u>9,480.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Hightower Advsrs</u>	<u>Investment Advisory</u>	<u>151,770.</u>	<u>75,885.</u>		<u>75,885.</u>
<u>UBS Securities</u>	<u>Inv. Fee</u>	<u>95.</u>	<u>48.</u>		<u>47.</u>
Total		<u>151,865.</u>	<u>75,933.</u>		<u>75,932.</u>

JULIUS CAPLAN CHARITY FOUNDATION
EIN: 13-6067379
Contributions Made in 2011

<u>Date</u>	<u>Check #</u>	<u>Payee</u>	<u>Location</u>	<u>Amount</u>
1/1/11	1266	Heart Ball	Lebanon, PA	1,000
1/26/11	1267	Avon United Methodist Church	Lebanon, PA	2,000
3/4/11	1268	Penn Medicine	Philadelphia, PA	5,000
4/2/11	1269	Falcon Foundation	Lebanon, PA	1,500
4/2/11	1270	Avalon Rescue	Avalon, NJ	500
4/9/11	1271	Trustees of University of PA	Philadelphia, PA	600
4/18/11	1272	Boy Scouts of America	Lebanon, PA	1,000
4/29/11	1273	March of Dimes	Lebanon, PA	2,000
5/6/11	1274	Lebanon High School Scholarship	Lebanon, PA	1,000
5/25/11	1275	Pink Out – Women's Cancer Fund	Lebanon, PA	100
8/2/11	1276	Cape Regional Medical Center	Cape May Courthouse, NJ	500
8/15/11	1277	Lebanon Valley Education Partnership	Lebanon, PA	500
8/15/11	1278	Plainview Hospital	Plainview, NY	1,000
8/25/11	1279	World Blindness Outreach	Lebanon, PA	2,000
9/4/11	1280	MS Society	Harrisburg, PA	1,000
9/13/11	1281	Congregation Beth Israel	Lebanon, PA	6,000
9/13/11	1282	Good Samaritan Hospital	Lebanon, PA	1,000
9/28/11	1283	American Cancer Society	Lebanon, PA	500
9/28/11	1284	Sweet Charities of Hanover	Hanover, PA	300
9/30/11	1285	React to Film	New York, NY	25,000
10/11/11	1286	Lebanon Rescue Mission	Lebanon, PA	500
Subtotal:				\$53,000

Julius Caplan Charity Foundation**EIN: 13-6067379****Contributions Made in 2011****Page 2**

<u>Date</u>	<u>Check #</u>	<u>Payee</u>	<u>Location</u>	<u>Amount</u>
10/28/11	1287	Beth Israel Sisterhood	Lebanon, PA	25
10/31/11	1288	Hershey Medical Center International Mission	Hershey, PA	2,000
11/5/11	1289	University of Alabama Department of Medicine	Birmingham, AL	10,000
11/8/11	1290	Jewish Learning Venture	Melrose Park, PA	34,000
11/8/11	1291	Gratz College	Melrose Park, PA	8,700
11/8/11	1292	Fox Chase Cancer Center	Philadelphia, PA	5,000
11/8/11	1293	Jewish Theological Seminary	Jenkintown, PA	4,500
11/8/11	1294	Aish HaTorah	Merion, PA	5,000
11/8/11	1295	Etz Chaim	Merion, PA	5,000
11/8/11	1296	Chabad of the Main Line	Merion Station, PA	1,000
11/8/11	1297	Philadelphia Community Kollel	Merion Station, PA	1,000
11/9/11	1298	Trustees of University of Pennsylvania	Philadelphia, PA	50,000
11/9/11	1299	Trustees of University of Pennsylvania	Philadelphia, PA	50,000
11/9/11	1300	Lancaster County Day	Lancaster, PA	1,000
11/9/11	1301	Trustees of University of Pennsylvania	Philadelphia, PA	30,000
11/9/14	1302	Montana Food Bank	Missoula, MT	500
11/15/11	1303	Trustees of University of Pennsylvania	Philadelphia, PA	25,000
11/15/11	1304	Trustees of University of Pennsylvania	Melrose Park, PA	25,000
11/15/11	1305	Duke University for Genetic Research	Durham, NC	25,000
Subtotal:				\$282,725

Julius Caplan Charity Foundation**EIN: 13-6067379****Contributions Made in 2011****Page 3**

<u>Date</u>	<u>Check #</u>	<u>Payee</u>	<u>Location</u>	<u>Amount</u>
11/15/11	1306	Cape May Regional Hospital	Cape May Courthouse, NJ	5,000
11/15/11	1307	Wetlands Institute	Stone Harbor, NJ	500
11/15/11	1308	Volunteers in Medicine	Cape May Courthouse, NJ	500
11/15/11	1309	Philadelphia University	Philadelphia, PA	2,500
11/15/11	1310	Good Samaritan Hospital	Lebanon, PA	7,500
11/15/11	1311	Agape Family Shelter	Lebanon, PA	3,000
11/15/11	1312	DDS Foundation	Lebanon, PA	10,000
11/15/11	1313	Trustees of the University of Pennsylvania	Philadelphia, PA	50,000
11/15/11	1314	Aish HaTorah	Merion, PA	1,500
12/28/11	1315	Salvation Army	Lebanon, PA	2,000
12/28/11	1316	Lebanon Family Health	Lebanon, PA	2,500
12/30/11	1317	Franklin & Marshall University	Lancaster, PA	15,000
			Subtotal:	\$100,000
			Total:	<u>\$435,725</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
247 Liberty Media A	P	01/13/05	02/10/11
5325 Liberty Media A	P	01/22/04	02/10/11
1065 Liberty Media A	P	01/13/05	02/10/11
2225 MS India Fd	P	01/13/05	01/26/11
1180 Airgas	P	12/22/10	06/29/11
525 Auto Data Processing	P	12/03/10	07/21/11
2690 CMS Energy	P	07/28/10	01/06/11
1320 Cardinal Health	P	05/14/10	01/19/11
220 ETFS Platinum ETF	P	12/13/10	04/28/11
4620 I Shs JPN Index Fd	P	12/08/10	04/04/11
690 McKesson	P	05/11/10	01/19/11
400 Mosaic	P	06/08/11	08/30/11
.6666 Pro Shs Ultrashort	P	12/08/10	10/14/11
110 Southwestern Energy	P	12/17/10	07/15/11
570 Southwestern Energy	P	04/22/10	07/15/11
860 Thermo Fisher Scientific	P	04/22/10	04/27/11
1740 Williams Cos.	P	04/22/10	05/02/11
Loss from Pro Shs Ultra Short Yen Ptshp	P	12/08/10	10/14/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
17,231.		5,535.	11,696.
88,006.		105,736.	-17,730.
76,216.		12,469.	63,747.
51,746.		62,478.	-10,732.
82,462.		72,503.	9,959.
28,022.		24,500.	3,522.
49,997.		43,945.	6,052.
53,679.		46,573.	7,106.
40,143.		37,182.	2,961.
46,939.		48,833.	-1,894.
51,304.		45,453.	5,851.
29,206.		26,226.	2,980.
28.		34.	-6.
5,205.		3,998.	1,207.
26,971.		22,501.	4,470.
51,028.		47,790.	3,238.
57,576.		36,906.	20,670.
0.		4,074.	-4,074.
Total		646,736.	109,023.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			11,696.
			-17,730.
			63,747.
			-10,732.
			9,959.
			3,522.
			6,052.
			7,106.
			2,961.
			-1,894.
			5,851.
			2,980.
			-6.
			1,207.
			4,470.
			3,238.
			20,670.
			-4,074.
Total			<u>109,023.</u>

Julius H. Caplan Charity Foundation as of 12/31/11

Part II Balance Sheets -- Assets

Acct #	Proshares Ultra Short Yen (YCS)	UBS # Y102676	#8405-1752	\$918	\$246	\$3512-9829	Schwab	Schwab	TOTALS
Cash on hand		\$10							\$1,174
Temp. cash investments		\$0		\$388,221		\$79,342			\$467,563
Equities FMV	\$33,518	\$238		\$6,492,076		\$1,092,078			\$7,617,910
Other assets FMV -- Mutual Funds				\$232,813		\$140,036			\$372,849
Estimated tax paid									\$0
Total Account FMV	\$33,518	\$248		\$7,114,028		\$1,311,702			\$8,459,496
Misc. assets -- est. tax paid									\$0
Total Foundation FMV									\$8,459,496
Equities - book value	\$40,245	\$211		\$5,056,186		\$1,164,986			\$6,261,628
Other assets - book value				\$250,000		\$136,457			\$386,457