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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

, and ending

Name of foundation: **JOHN L LOEB JR FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **B STRAUSS ASSOC LTD, 307 5TH AVE**

Room/suite: **8TH FL**

City or town, state, and ZIP code: **NEW YORK, NY 10016-6517**

A Employer identification number: **13-6142345**

B Telephone number: \_\_\_\_\_

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 6,701,843.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,899.	2,899.		STATEMENT 1
4 Dividends and interest from securities		99,851.	99,851.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		242,797.			
b Gross sales price for all assets on line 6a		2,497,847.			
7 Capital gain net income (from Part IV, line 2)			242,797.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		17,299.	17,299.		STATEMENT 3
12 Total. Add lines 1 through 11		362,846.	362,846.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		100,000.	0.		100,000.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		7,425.	0.		7,425.
c Other professional fees STMT 5		25,959.	25,959.		0.
17 Interest					
18 Taxes STMT 6		15,678.	0.		11,450.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,296.	0.		2,296.
24 Total operating and administrative expenses. Add lines 13 through 23		151,358.	25,959.		121,171.
25 Contributions, gifts, grants paid		860,073.			860,073.
26 Total expenses and disbursements. Add lines 24 and 25		1,011,431.	25,959.		981,244.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-648,585.			
b Net investment income (if negative, enter -0-)			336,887.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,011,794.	290,128.	290,128.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	942,240.	864,763.	905,907.
	b Investments - corporate stock STMT 9	4,100,028.	4,183,234.	4,579,348.
	c Investments - corporate bonds STMT 10	342,129.	448,792.	455,471.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	521,985.	482,675.	470,989.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,918,176.	6,269,592.	6,701,843.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	6,918,176.	6,269,592.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	6,918,176.	6,269,592.		
31 Total liabilities and net assets/fund balances	6,918,176.	6,269,592.		

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	6,918,176.
2 Enter amount from Part I, line 27a	2	-648,585.
3 Other increases not included in line 2 (itemize) ▶ <u>ROUNDING ADJUSTMENT</u>	3	1.
4 Add lines 1, 2, and 3	4	6,269,592.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,269,592.

**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 SCHEDULE ATTACHED	P		
b SCHEDULE ATTACHED	P		
c FRAC SH CALPINE CORP	P		
d 899 SHS PAULSON CREDIT OPPORTUNITY FUND	P	12/01/09	01/02/11
e THRU L ONE CANAL PLACE LLC	P		

(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 72,169.		92,071.	-19,902.
b 648,372.		662,709.	-14,337.
c 6.			6.
d 1,777,300.		1,500,000.	277,300.
e			-270.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			-19,902.
b			-14,337.
c			6.
d			277,300.
e			-270.

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	242,797.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,154,815.	8,847,802.	.243542
2009	3,684,722.	9,679,118.	.380688
2008	586,702.	15,153,727.	.038717
2007	747,684.	19,665,145.	.038021
2006	1,507,496.	17,687,175.	.085231

2 Total of line 1, column (d)	2	.786199
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	.157240
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,278,188.
5 Multiply line 4 by line 3	5	1,144,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,369.
7 Add lines 5 and 6	7	1,147,791.
8 Enter qualifying distributions from Part XII, line 4 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	8	981,244.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	}	1	6,738.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b ..		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	6,738.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,738.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	3,000.	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b		
6 Credits/Payments:	6c		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6d		
b Exempt foreign organizations - tax withheld at source ..	7	3,000.	
c Tax paid with application for extension of time to file (Form 8868).	8		
d Backup withholding erroneously withheld	9	3,738.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax			

**Part VII-A Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of THE FOUNDATION Telephone no 212-779-4700 Located at B STRAUSS ASSOC LTD, 307 5TH AVE, NEW YORK, NY ZIP+4 10016-6517
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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 )
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 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?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN L LOEB, JR B STRAUSS ASSOC LTD 307 5TH AVENUE NEW YORK, NY 100166517	PRESIDENT/TREASURER 10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH E RINGER 1441 THIRD AVENUE, NEW YORK, NY 10028	ADMINISTRATOR 40.00	100,000.	0.	0.

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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,755,285.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,485,418.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	4,148,320.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	7,389,023.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,389,023.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	110,835.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	7,278,188.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	363,909.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	363,909.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	6,738.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,738.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	357,171.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	357,171.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	357,171.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	981,244.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	981,244.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	981,244.

**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				357,171.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				3,287,826.
e From 2010				2,157,543.
f Total of lines 3a through e	5,445,369.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 981,244.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	981,244.			0.
d Applied to 2011 distributable amount	0.			
e Remaining amount distributed out of corpus	357,171.			357,171.
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:	6,069,442.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,069,442.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				2,930,655.
d Excess from 2010				2,157,543.
e Excess from 2011				981,244.

\*\* SEE STATEMENT 12

Form 990-PF (2011)

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

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

JOHN L LOEB, JR

**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

NONE

**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

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

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- c** Any submission deadlines

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







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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
FIDUCIARY TRUST CO	13.
GOLDMAN SACHS	369.
MERRILL LYNCH	39.
MERRILL LYNCH INSTITUTIONAL FUND	2,478.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>2,899.</b>

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BEAR STEARNS SECURITIES CORP	22,379.	0.	22,379.
FIDUCIARY TRUST CO	77,259.	0.	77,259.
THRU L ONE CANAL PLACE LLC	213.	0.	213.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>99,851.</b>	<b>0.</b>	<b>99,851.</b>

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU L ONE CANAL PLACE LLC	17,299.	17,299.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>17,299.</b>	<b>17,299.</b>	

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**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARRY STRAUSS ASSOC LTD	7,425.	0.		7,425.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>7,425.</b>	<b>0.</b>		<b>7,425.</b>

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**FORM 990-PF** **OTHER PROFESSIONAL FEES** **STATEMENT 5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE FIDUCIARY TRUST CO - A/C FEE	24,361.	24,361.		0.
MERRILL LYNCH - A/C FEE	1,339.	1,339.		0.
	259.	259.		0.
TO FORM 990-PF, PG 1, LN 16C	25,959.	25,959.		0.

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**FORM 990-PF** **TAXES** **STATEMENT 6**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US EXCISE TAX - NET	4,228.	0.		0.
PAYROLL TAXES	11,450.	0.		11,450.
TO FORM 990-PF, PG 1, LN 18	15,678.	0.		11,450.

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**FORM 990-PF** **OTHER EXPENSES** **STATEMENT 7**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT OF LAW - FILING FEE	250.	0.		250.
MESSENGER SERVICE & POSTAGE	1,401.	0.		1,401.
UTILITIES	645.	0.		645.
TO FORM 990-PF, PG 1, LN 23	2,296.	0.		2,296.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT 8**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		331,422.	362,283.
SCHEDULE ATTACHED		X	533,341.	543,624.
TOTAL U.S. GOVERNMENT OBLIGATIONS			331,422.	362,283.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			533,341.	543,624.
TOTAL TO FORM 990-PF, PART II, LINE 10A			864,763.	905,907.

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**FORM 990-PF**                                      **CORPORATE STOCK**                                      **STATEMENT 9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,183,234.	4,579,348.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,183,234.	4,579,348.

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**FORM 990-PF**                                      **CORPORATE BONDS**                                      **STATEMENT 10**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	448,792.	455,471.
TOTAL TO FORM 990-PF, PART II, LINE 10C	448,792.	455,471.

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**FORM 990-PF**                                      **OTHER INVESTMENTS**                                      **STATEMENT 11**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
L ONE CANAL PLACE LLC	COST	482,675.	470,989.
TOTAL TO FORM 990-PF, PART II, LINE 13		482,675.	470,989.

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FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

JOHN L LOEB JR. FOUNDATION  
EIN 13-6142345  
DECEMBER 31, 2008

RIDER T FORM 990-PF

PART XIII, LINE 4C

PURSUANT TO IRC SECTION 53.4942(A)-(D)(2), THE FOUNDATION HEREBY  
ELECTS TO TREAT CURRENT YEAR CONTRIBUTIONS AS OUT OF CORPUS.

## Capital Gains Report by Year

01/01/11 Through 12/31/11

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
01/01/11 - 12/31/11						
SC HSG 8 3% 7/1/32	5,000 00	09/16/03	01/03/11	5,000 00	5,175.00	-175.00
NM Mtg Fin 5 82% 7/1/30	10,000 00	01/08/10	01/04/11	10,000.00	10,235 00	-235 00
GNMA #780896 7 0% 11/15/28	39.40	05/25/01	01/17/11	39 40	40.04	-0 64
GNMA #780995 7.0% 12/15/28	13 80	06/21/01	01/17/11	13 80	14 03	-0 23
GNMA #434892 7 0% 10/15/30	9.88	07/30/01	01/17/11	9.88	10.10	-0 22
GNMA #543716 7.5% 11/15/30	1.45	08/21/01	01/17/11	1 45	1.50	-0 05
GNMA #434556 7.5% 10/15/29	6 60	08/21/01	01/17/11	6 60	6.86	-0 26
GNMA #550865 7 5% 9/15/31	77 67	03/21/02	01/17/11	77 67	81 24	-3 57
GNMA #615494 6.0% 8/15/33	32 96	09/26/03	01/17/11	32 96	33.58	-0 62
GNMA #389737 6 0% 10/15/32	417 24	01/26/04	01/17/11	417 24	434.97	-17 73
GNMA #612895 6.0% 7/15/33	1,191 92	10/22/03	01/17/11	1,191 92	1,216 05	-24 13
GNMA #605699 6 0% 9/15/34	168 82	02/16/05	01/17/11	168 82	175.57	-6 75
GNMA #623897 6 0% 8/15/34	1,010 37	10/14/09	01/17/11	1,010 37	1,055.84	-45 47
GNMA #634367 6 0% 9/15/34	2,061 90	09/29/08	01/17/11	2,061 90	2,092 83	-30 93
GNMA #781834 6.0% 9/15/34	497 57	06/20/05	01/17/11	497 57	514.91	-17.34
GNMA #583047 6 0% 9/15/34	1,652 86	10/14/09	01/17/11	1,652 86	1,727.24	-74 38
GNMA #629347 5.5% 2/15/34	1,813 04	01/27/06	01/17/11	1,813 04	1,841.37	-28 33
GNMA #602555 6 0% 03/15/36	1,180.55	07/19/07	01/17/11	1,180 55	1,174 28	6 27
GNMA #003348 6 5% 2/20/33	2,021 10	07/24/08	01/20/11	2,021 10	2,056.47	-35 37
Minn MN 6.0% due 2/1/26	200,000 00	03/13/07	02/01/11	200,000 00	205,094.00	-5,094 00
GNMA #780896 7.0% 11/15/28	35 44	05/25/01	02/15/11	35 44	36 02	-0 58
GNMA #780995 7 0% 12/15/28	15 18	06/21/01	02/15/11	15 18	15 44	-0 26
GNMA #434892 7.0% 10/15/30	9 95	07/30/01	02/15/11	9 95	10 17	-0 22
GNMA #543716 7 5% 11/15/30	1 46	08/21/01	02/15/11	1 46	1.52	-0 06
GNMA #434556 7 5% 10/15/29	6 11	08/21/01	02/15/11	6 11	6 35	-0.24
GNMA #550865 7.5% 9/15/31	4 68	03/21/02	02/15/11	4 68	4 89	-0 21
GNMA #389737 6 0% 10/15/32	326 48	01/26/04	02/15/11	326 48	340.36	-13 88
GNMA #615494 6 0% 8/15/33	1,299 87	09/26/03	02/15/11	1,299 87	1,324 39	-24 52
GNMA #605699 6.0% 9/15/34	301 65	02/16/05	02/15/11	301 65	313 72	-12.07
GNMA #634367 6 0% 9/15/34	133 28	09/29/08	02/15/11	133 28	135 28	-2 00
GNMA #623897 6 0% 8/15/34	3,085.99	10/14/09	02/15/11	3,085 99	3,224.86	-138 87
GNMA #612895 6.0% 7/15/33	56 96	10/22/03	02/15/11	56 96	58 11	-1 15
GNMA #781834 6 0% 9/15/34	396 12	06/20/05	02/15/11	396 12	409.92	-13 80
GNMA #583047 6 0% 9/15/34	2,643 64	10/14/09	02/15/11	2,643 64	2,762 60	-118 96
GNMA #629347 5.5% 2/15/34	49 47	01/27/06	02/15/11	49 47	50 24	-0 77
GNMA #602555 6 0% 03/15/36	1,244 42	07/19/07	02/15/11	1,244 42	1,237 81	6 61
GNMA #003348 6 5% 2/20/33	157 09	07/24/08	02/21/11	157 09	159.84	-2 75
Ohio St Hsg 5 8% due 9/1/22	40,000 00	04/11/07	02/21/11	40,000 00	40,000 00	0 00
GNMA #780896 7.0% 11/15/28	81 90	05/25/01	03/15/11	81.90	83 23	-1.33
GNMA #780995 7 0% 12/15/28	35.15	06/21/01	03/15/11	35 15	35.74	-0 59
GNMA #543716 7.5% 11/15/30	1 47	08/21/01	03/15/11	1 47	1.53	-0 06
GNMA #434892 7 0% 10/15/30	10 01	07/30/01	03/15/11	10.01	10 23	-0 22
GNMA #434556 7 5% 10/15/29	166 26	08/21/01	03/15/11	166 26	172.75	-6 49
GNMA #550865 7 5% 9/15/31	4 00	03/21/02	03/15/11	4 00	4.18	-0 18
GNMA #389737 6 0% 10/15/32	167 45	01/26/04	03/15/11	167 45	174 57	-7 12
GNMA #615494 6 0% 8/15/33	31 20	09/26/03	03/15/11	31 20	31 79	-0 59
GNMA #612895 6 0% 7/15/33	1,358 22	10/22/03	03/15/11	1,358 22	1,385.72	-27 50
GNMA #605699 6.0% 9/15/34	193 11	02/16/05	03/15/11	193 11	200 83	-7 72
GNMA #634367 6.0% 9/15/34	132 84	09/29/08	03/15/11	132.84	134 83	-1 99
GNMA #623897 6 0% 8/15/34	52 91	10/14/09	03/15/11	52 91	55 29	-2 38
GNMA #583047 6 0% 9/15/34	26 62	10/14/09	03/15/11	26 62	27.82	-1 20
GNMA #629347 5 5% 2/15/34	1,399 14	01/27/06	03/15/11	1,399 14	1,421 00	-21 86
GNMA #781834 6 0% 9/15/34	310.09	06/20/05	03/15/11	310.09	320 89	-10 80
GNMA #602555 6 0% 03/15/36	86 86	07/19/07	03/15/11	86 86	86 40	0 46
GNMA #003348 6.5% 2/20/33	152 22	07/24/08	03/21/11	152 22	154.88	-2 66
GNMA #780896 7 0% 11/15/28	88 73	05/25/01	04/15/11	88.73	90 17	-1 44
GNMA #780995 7 0% 12/15/28	22 52	06/21/01	04/15/11	22 52	22 90	-0 38
GNMA #434892 7 0% 10/15/30	10 07	07/30/01	04/15/11	10 07	10.29	-0 22

## Capital Gains Report by Year

01/01/11 Through 12/31/11

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
GNMA #434556 7.5% 10/15/29	6.24	08/21/01	04/15/11	6.24	6.48	-0.24
GNMA #543716 7.5% 11/15/30	1.71	08/21/01	04/15/11	1.71	1.77	-0.06
GNMA #550865 7.5% 9/15/31	3.70	03/21/02	04/15/11	3.70	3.87	-0.17
GNMA #389737 6.0% 10/15/32	136.00	01/26/04	04/15/11	136.00	141.78	-5.78
GNMA #605699 6.0% 9/15/34	205.93	02/16/05	04/15/11	205.93	214.17	-8.24
GNMA #634367 6.0% 9/15/34	135.52	09/29/08	04/15/11	135.52	137.55	-2.03
GNMA #615494 6.0% 8/15/33	31.37	09/26/03	04/15/11	31.37	31.96	-0.59
GNMA #623897 6.0% 8/15/34	54.24	10/14/09	04/15/11	54.24	56.68	-2.44
GNMA #612895 6.0% 7/15/33	61.22	10/22/03	04/15/11	61.22	62.46	-1.24
GNMA #781834 6.0% 9/15/34	417.68	06/20/05	04/15/11	417.68	432.23	-14.55
GNMA #583047 6.0% 9/15/34	26.75	10/14/09	04/15/11	26.75	27.95	-1.20
GNMA #629347 5.5% 2/15/34	652.49	01/27/06	04/15/11	652.49	662.69	-10.20
GNMA #602555 6.0% 03/15/36	3,110.04	07/19/07	04/15/11	3,110.04	3,093.52	16.52
GNMA #003348 6.5% 2/20/33	175.44	07/24/08	04/20/11	175.44	178.51	-3.07
Fannie-Mae 2005-10 5% 8/25/23	5,864.47	03/22/11	04/20/11	5,864.47	6,196.18	-331.71
NYC Hsg Dev 6 42% due 11/1/27	10,000.00	02/09/11	05/03/11	10,000.00	10,225.00	-225.00
GNMA #780896 7.0% 11/15/28	36.48	05/25/01	05/16/11	36.48	37.07	-0.59
GNMA #780995 7.0% 12/15/28	32.83	06/21/01	05/16/11	32.83	33.38	-0.55
GNMA #543716 7.5% 11/15/30	1.50	08/21/01	05/16/11	1.50	1.56	-0.06
GNMA #434892 7.0% 10/15/30	10.13	07/30/01	05/16/11	10.13	10.35	-0.22
GNMA #434556 7.5% 10/15/29	6.75	08/21/01	05/16/11	6.75	7.01	-0.26
GNMA #550865 7.5% 9/15/31	4.59	03/21/02	05/16/11	4.59	4.80	-0.21
GNMA #612895 6.0% 7/15/33	61.49	10/22/03	05/16/11	61.49	62.73	-1.24
GNMA #615494 6.0% 8/15/33	3,472.90	09/26/03	05/16/11	3,472.90	3,538.42	-65.52
GNMA #389737 6.0% 10/15/32	240.63	01/26/04	05/16/11	240.63	250.86	-10.23
GNMA #623897 6.0% 8/15/34	54.11	10/14/09	05/16/11	54.11	56.54	-2.43
GNMA #634367 6.0% 9/15/34	121.49	09/29/08	05/16/11	121.49	123.31	-1.82
GNMA #605699 6.0% 9/15/34	273.94	02/16/05	05/16/11	273.94	284.90	-10.96
GNMA #583047 6.0% 9/15/34	27.43	10/14/09	05/16/11	27.43	28.66	-1.23
GNMA #629347 5.5% 2/15/34	738.58	01/27/06	05/16/11	738.58	750.12	-11.54
GNMA #781834 6.0% 9/15/34	311.83	06/20/05	05/16/11	311.83	322.70	-10.87
GNMA #602555 6.0% 03/15/36	87.77	07/19/07	05/16/11	87.77	87.30	0.47
GNMA #003348 6.5% 2/20/33	149.82	07/24/08	05/20/11	149.82	152.44	-2.62
Fannie-Mae 2005-10 5% 8/25/23	3,778.66	03/22/11	05/25/11	3,778.66	3,992.39	-213.73
TCW Total Return Bond Fund	4,985.05	02/05/10	06/13/11	49,551.35	50,000.00	-448.65
TCW Total Return Bond Fund	4,868.55	09/13/10	06/13/11	48,393.37	50,000.00	-1,606.63
GNMA #780896 7.0% 11/15/28	27.15	05/25/01	06/15/11	27.15	27.59	-0.44
GNMA #780995 7.0% 12/15/28	8.97	06/21/01	06/15/11	8.97	9.12	-0.15
GNMA #543716 7.5% 11/15/30	1.52	08/21/01	06/15/11	1.52	1.58	-0.06
GNMA #434892 7.0% 10/15/30	10.20	07/30/01	06/15/11	10.20	10.43	-0.23
GNMA #434556 7.5% 10/15/29	5.96	08/21/01	06/15/11	5.96	6.19	-0.23
GNMA #550865 7.5% 9/15/31	3.95	03/21/02	06/15/11	3.95	4.13	-0.18
GNMA #389737 6.0% 10/15/32	82.34	01/26/04	06/15/11	82.34	85.84	-3.50
GNMA #615494 6.0% 8/15/33	26.42	09/26/03	06/15/11	26.42	26.92	-0.50
GNMA #605699 6.0% 9/15/34	77.87	02/16/05	06/15/11	77.87	80.98	-3.11
GNMA #634367 6.0% 9/15/34	153.42	09/29/08	06/15/11	153.42	155.72	-2.30
GNMA #612895 6.0% 7/15/33	52.94	10/22/03	06/15/11	52.94	54.01	-1.07
GNMA #623897 6.0% 8/15/34	1,515.58	10/14/09	06/15/11	1,515.58	1,583.78	-68.20
GNMA #781834 6.0% 9/15/34	426.01	06/20/05	06/15/11	426.01	440.85	-14.84
GNMA #583047 6.0% 9/15/34	47.38	10/14/09	06/15/11	47.38	49.51	-2.13
GNMA #629347 5.5% 2/15/34	655.56	01/27/06	06/15/11	655.56	665.80	-10.24
GNMA #602555 6.0% 03/15/36	1,206.94	07/19/07	06/15/11	1,206.94	1,200.53	6.41
GNMA #003348 6.5% 2/20/33	148.51	07/24/08	06/20/11	148.51	151.11	-2.60
Fannie-Mae 2005-10 5% 8/25/23	4,052.93	03/22/11	06/27/11	4,052.93	4,282.17	-229.24
NM Mtg Fin 5.82% 7/1/30	15,000.00	01/08/10	07/05/11	15,000.00	15,352.50	-352.50
GNMA #780896 7.0% 11/15/28	45.47	05/25/01	07/15/11	45.47	46.21	-0.74
GNMA #780995 7.0% 12/15/28	31.36	06/21/01	07/15/11	31.36	31.89	-0.53
GNMA #543716 7.5% 11/15/30	1.53	08/21/01	07/15/11	1.53	1.59	-0.06
GNMA #434556 7.5% 10/15/29	6.35	08/21/01	07/15/11	6.35	6.60	-0.25
GNMA #434892 7.0% 10/15/30	10.26	07/30/01	07/15/11	10.26	10.49	-0.23
GNMA #550865 7.5% 9/15/31	191.29	03/21/02	07/15/11	191.29	200.08	-8.79
GNMA #389737 6.0% 10/15/32	19.64	01/26/04	07/15/11	19.64	20.47	-0.83

## Capital Gains Report by Year

01/01/11 Through 12/31/11

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
GNMA #615494 6 0% 8/15/33	26 46	09/26/03	07/15/11	26 46	26 96	-0.50
GNMA #612895 6 0% 7/15/33	55 63	10/22/03	07/15/11	55.63	56 76	-1.13
GNMA #623897 6.0% 8/15/34	2,981 57	10/14/09	07/15/11	2,981 57	3,115.74	-134.17
GNMA #605699 6.0% 9/15/34	386 23	02/16/05	07/15/11	386.23	401.68	-15.45
GNMA #781834 6 0% 9/15/34	257.06	06/20/05	07/15/11	257 06	266.02	-8.96
GNMA #629347 5 5% 2/15/34	49.17	01/27/06	07/15/11	49 17	49 94	-0 77
GNMA #634367 6.0% 9/15/34	144 74	09/29/08	07/15/11	144 74	146 91	-2 17
GNMA #583047 6 0% 9/15/34	1,157 85	10/14/09	07/15/11	1,157 85	1,209.95	-52 10
GNMA #602555 6 0% 03/15/36	1,035 24	07/19/07	07/15/11	1,035 24	1,029.74	5 50
GNMA #003348 6 5% 2/20/33	626.50	07/24/08	07/20/11	626.50	637.46	-10 96
Fannie-Mae 2005-10 5% 8/25/23	5,136.70	03/22/11	07/25/11	5,136 70	5,427.24	-290 54
GNMA #780896 7 0% 11/15/28	45.45	05/25/01	08/15/11	45.45	46.19	-0 74
GNMA #780995 7 0% 12/15/28	15.75	06/21/01	08/15/11	15 75	16.02	-0 27
GNMA #434892 7 0% 10/15/30	10 32	07/30/01	08/15/11	10 32	10 55	-0 23
GNMA #434556 7.5% 10/15/29	6 39	08/21/01	08/15/11	6.39	6 64	-0 25
GNMA #543716 7.5% 11/15/30	1 54	08/21/01	08/15/11	1 54	1.60	-0 06
GNMA #550865 7 5% 9/15/31	5 61	03/21/02	08/15/11	5 61	5 87	-0 26
GNMA #615494 6 0% 8/15/33	26 75	09/26/03	08/15/11	26 75	27 25	-0 50
GNMA #612895 6.0% 7/15/33	59 66	10/22/03	08/15/11	59 66	60 87	-1 21
GNMA #605699 6 0% 9/15/34	67 80	02/16/05	08/15/11	67 80	70 51	-2.71
GNMA #623897 6 0% 8/15/34	47 28	10/14/09	08/15/11	47 28	49 41	-2 13
GNMA #634367 6 0% 9/15/34	149.22	09/29/08	08/15/11	149 22	151 46	-2 24
GNMA #389737 6.0% 10/15/32	249 50	01/26/04	08/15/11	249 50	260 10	-10 60
GNMA #781834 6 0% 9/15/34	326 94	06/20/05	08/15/11	326.94	338 33	-11 39
GNMA #629347 5 5% 2/15/34	44 50	01/27/06	08/15/11	44 50	45.20	-0 70
GNMA #583047 6 0% 9/15/34	793 14	10/14/09	08/15/11	793 14	828 83	-35 69
GNMA #602555 6 0% 03/15/36	81 57	07/19/07	08/15/11	81 57	81.14	0.43
GNMA #003348 6 5% 2/20/33	1,736 61	07/24/08	08/22/11	1,736 61	1,767 00	-30 39
Fannie-Mae 2005-10 5% 8/25/23	5,212.17	03/22/11	08/25/11	5,212 17	5,506 98	-294 81
Ohio St Hsg 5 8% due 9/1/22	50,000.00	04/11/07	09/02/11	50,000 00	50,000 00	0 00
GNMA #780896 7.0% 11/15/28	65 69	05/25/01	09/15/11	65 69	66 76	-1 07
GNMA #780995 7 0% 12/15/28	18 39	06/21/01	09/15/11	18 39	18 70	-0 31
GNMA #434892 7 0% 10/15/30	10 39	07/30/01	09/15/11	10 39	10 62	-0 23
GNMA #543716 7 5% 11/15/30	1 55	08/21/01	09/15/11	1 55	1 61	-0 06
GNMA #434556 7 5% 10/15/29	6 60	08/21/01	09/15/11	6 60	6.86	-0 26
GNMA #550865 7 5% 9/15/31	4 48	03/21/02	09/15/11	4 48	4 69	-0 21
GNMA #389737 6 0% 10/15/32	118 69	01/26/04	09/15/11	118 69	123.73	-5 04
GNMA #615494 6.0% 8/15/33	26 75	09/26/03	09/15/11	26 75	27 25	-0 50
GNMA #612895 6 0% 7/15/33	55 03	10/22/03	09/15/11	55 03	56 14	-1 11
GNMA #623897 6 0% 8/15/34	44.15	10/14/09	09/15/11	44 15	46 14	-1 99
GNMA #634367 6 0% 9/15/34	135 21	09/29/08	09/15/11	135 21	137 24	-2.03
GNMA #605699 6 0% 9/15/34	161 02	02/16/05	09/15/11	161 02	167 46	-6.44
GNMA #629347 5 5% 2/15/34	44 10	01/27/06	09/15/11	44 10	44.79	-0.69
GNMA #781834 6 0% 9/15/34	265 58	06/20/05	09/15/11	265 58	274.83	-9 25
GNMA #583047 6 0% 9/15/34	24 70	10/14/09	09/15/11	24 70	25 81	-1 11
GNMA #602555 6 0% 03/15/36	2,444.52	07/19/07	09/15/11	2,444 52	2,431 53	12 99
GNMA #003348 6 5% 2/20/33	486.86	07/24/08	09/20/11	486.86	495 38	-8.52
Fannie-Mae 2005-10 5% 8/25/23	4,853 39	03/22/11	09/26/11	4,853.39	5,127 91	-274 52
FL Hsg Fin 5 849% due 7/1/15	5,000 00	08/24/11	10/04/11	5,000.00	5,335.00	-335 00
GNMA #780896 7 0% 11/15/28	134 07	05/25/01	10/17/11	134.07	136 25	-2 18
GNMA #780995 7 0% 12/15/28	58 43	06/21/01	10/17/11	58 43	59 42	-0 99
GNMA #434892 7 0% 10/15/30	10 45	07/30/01	10/17/11	10 45	10 68	-0 23
GNMA #434556 7.5% 10/15/29	6 27	08/21/01	10/17/11	6 27	6 51	-0 24
GNMA #543716 7 5% 11/15/30	1 56	08/21/01	10/17/11	1 56	1.62	-0 06
GNMA #550865 7 5% 9/15/31	3 40	03/21/02	10/17/11	3 40	3.56	-0 16
GNMA #389737 6.0% 10/15/32	112 39	01/26/04	10/17/11	112 39	117 17	-4 78
GNMA #612895 6.0% 7/15/33	55 83	10/22/03	10/17/11	55 83	56.96	-1 13
GNMA #615494 6 0% 8/15/33	1,186 76	09/26/03	10/17/11	1,186 76	1,209.15	-22 39
GNMA #623897 6.0% 8/15/34	44 36	10/14/09	10/17/11	44 36	46 36	-2 00
GNMA #605699 6 0% 9/15/34	212 99	02/16/05	10/17/11	212 99	221 51	-8 52
GNMA #781834 6 0% 9/15/34	442 48	06/20/05	10/17/11	442 48	457 90	-15 42
GNMA #634367 6 0% 9/15/34	7,794 88	09/29/08	10/17/11	7,794 88	7,911 80	-116 92

## Capital Gains Report by Year

01/01/11 Through 12/31/11

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
GNMA #629347 5.5% 2/15/34	48 89	01/27/06	10/17/11	48 89	49 65	-0 76
GNMA #583047 6 0% 9/15/34	24 84	10/14/09	10/17/11	24 84	25.96	-1 12
GNMA #602555 6 0% 03/15/36	1,254 25	07/19/07	10/17/11	1,254 25	1,247.59	6.66
GNMA #003348 6 5% 2/20/33	160 06	07/24/08	10/20/11	160.06	162.86	-2.80
Fannie-Mae 2005-10 5% 8/25/23	4,159 56	03/22/11	10/25/11	4,159.56	4,394.84	-235 28
NYC Hsg Dev 6 42% due 11/1/27	10,000 00	02/09/11	11/02/11	10,000 00	10,225.00	-225 00
GNMA #780896 7.0% 11/15/28	124 77	05/25/01	11/15/11	124 77	126.80	-2 03
GNMA #780995 7.0% 12/15/28	11 12	06/21/01	11/15/11	11 12	11 31	-0 19
GNMA #434892 7 0% 10/15/30	10 52	07/30/01	11/15/11	10 52	10 75	-0 23
GNMA #543716 7 5% 11/15/30	1 57	08/21/01	11/15/11	1 57	1 63	-0 06
GNMA #434556 7.5% 10/15/29	6 17	08/21/01	11/15/11	6 17	6.41	-0 24
GNMA #550865 7.5% 9/15/31	3 76	03/21/02	11/15/11	3.76	3.93	-0 17
GNMA #615494 6 0% 8/15/33	26 01	09/26/03	11/15/11	26 01	26.50	-0 49
GNMA #612895 6 0% 7/15/33	68 91	10/22/03	11/15/11	68.91	70.31	-1 40
GNMA #623897 6 0% 8/15/34	47 15	10/14/09	11/15/11	47 15	49.27	-2 12
GNMA #634367 6 0% 9/15/34	3,502 52	09/29/08	11/15/11	3,502 52	3,555 06	-52 54
GNMA #389737 6 0% 10/15/32	19 52	01/26/04	11/15/11	19 52	20 35	-0.83
GNMA #605699 6 0% 9/15/34	350 88	02/16/05	11/15/11	350 88	364 92	-14 04
GNMA #629347 5.5% 2/15/34	664 51	01/27/06	11/15/11	664 51	674.89	-10 38
GNMA #583047 6 0% 9/15/34	30 28	10/14/09	11/15/11	30 28	31.64	-1 36
GNMA #781834 6 0% 9/15/34	331 61	06/20/05	11/15/11	331 61	343.16	-11 55
GNMA #602555 6 0% 03/15/36	921 74	07/19/07	11/15/11	921 74	916.84	4 90
GNMA #003348 6 5% 2/20/33	735 25	07/24/08	11/21/11	735 25	748 12	-12 87
Fannie-Mae 2005-10 5% 8/25/23	4,811 53	03/22/11	11/25/11	4,811.53	5,083.68	-272 15
Fannie-Mae 2005-10 5% 8/25/23	4,380 52	03/22/11	11/27/11	4,380 52	4,628 29	-247 77
KY Hsg Rev 5 76% due 1/1/14	85,000.00	08/19/11	12/02/11	85,000 00	86,593 75	-1,593 75
GNMA #780896 7.0% 11/15/28	45 70	05/25/01	12/15/11	45 70	46 44	-0 74
GNMA #780995 7 0% 12/15/28	34 96	06/21/01	12/15/11	34 96	35 55	-0.59
GNMA #543716 7.5% 11/15/30	1 58	08/21/01	12/15/11	1 58	1.64	-0.06
GNMA #434556 7.5% 10/15/29	6 21	08/21/01	12/15/11	6 21	6.45	-0 24
GNMA #434892 7.0% 10/15/30	10 59	07/30/01	12/15/11	10 59	10.82	-0 23
GNMA #550865 7.5% 9/15/31	3 78	03/21/02	12/15/11	3 78	3.95	-0 17
GNMA #612895 6 0% 7/15/33	63 97	10/22/03	12/15/11	63 97	65 27	-1.30
GNMA #615494 6 0% 8/15/33	26 06	09/26/03	12/15/11	26 06	26 55	-0.49
GNMA #389737 6 0% 10/15/32	168 03	01/26/04	12/15/11	168 03	175 17	-7.14
GNMA #634367 6 0% 9/15/34	113 19	09/29/08	12/15/11	113 19	114 89	-1.70
GNMA #623897 6 0% 8/15/34	46 97	10/14/09	12/15/11	46 97	49 08	-2 11
GNMA #605699 6 0% 9/15/34	693 38	02/16/05	12/15/11	693 38	721 12	-27.74
GNMA #781834 6 0% 9/15/34	295 24	06/20/05	12/15/11	295.24	305.53	-10 29
GNMA #583047 6 0% 9/15/34	34 69	10/14/09	12/15/11	34 69	36 25	-1 56
GNMA #629347 5 5% 2/15/34	969 78	01/27/06	12/15/11	969 78	984 93	-15.15
GNMA #602555 6 0% 03/15/36	1,096 51	07/19/07	12/15/11	1,096 51	1,090 68	5 83
GNMA #003348 6.5% 2/20/33	153 90	07/24/08	12/20/11	153 90	156.59	-2 69
TOTAL 01/01/11 - 12/31/11				648,372 49	662,708.98	-14,336 49

## Capital Gains Report by Year

01/01/11 Through 12/31/11

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
01/01/11 - 12/31/11						
Eastern Platinum Ltd	15,000 00	04/28/11	05/26/11	14,181.60	19,202 70	-5,021 10
Eastern Platinum Ltd	15,000 00	05/11/11	05/26/11	14,181.60	17,099 43	-2,917.83
Eastern Platinum Ltd	20,000 00	05/12/11	05/26/11	18,908 80	23,792 54	-4,883 74
RockHopper Exploration	5,000 00	05/03/11	06/02/11	16,517 50	20,493 00	-3,975 50
Aurelian Oil & Gas Plc	10,000 00	05/03/11	06/02/11	8,379 00	11,483 00	-3,104 00
TOTAL 01/01/11 - 12/31/11				72,168.50	92,070 67	-19,902 17

Part II, Line 10b,  
Investments -

<u># of Shares</u>		<u>Cost</u>	<u>Fair Value</u>
<u>Corporate Stock</u>			
20,000	Aurelian Oil & Gas Plc	21,183.00	5,206
588	Calpine Corp	0.00	9,602
25,000	Davidson Kempner Int'l Ltd - CI C	2,500,000.00	2,820,887
19 321 89	Doubleline Total Return Bond Fund	200,000 00	213,120
4	Greenlight Capital Offshore Fund	250,000.00	437,600
60,000	Panoro Energy ASA	74,616.00	42,726
4,562	Pimco Income Fund	50,000.00	49,498
4,371	Pimco Total Return Fund	50,000 00	47,509
10,000	RockHopper Exploration	37,407.00	42,000
1	Southern Union Co	27.98	0
10,000	Third Point Offshore Fund	1,000,000 00	911,200
	Total Corporate Stock	<u>4,183,233 98</u>	<u>4,579,348</u>
<u>Corporate Bonds</u>			
250,000	Corrections Corp America sr nts 06 250% due 3/15/13	243,127 00	250,000
100,000	Corrections Corp America sr nts 06.750% due 1/31/14	99,002 00	100,000
100,953	Fannie-Mae 2005 05.000% due 8/25/23	106,663 03	105,471
	Total Corporate Bonds	<u>448,792.03</u>	<u>455,471</u>
<u>GNMA Pools</u>			
73,255	#003348 6 00% due 2/20/33	74,536 57	83,815
8,094	#389737 6.00% due 10/15/32	8,438 09	9,213
2,478	#434556 7.50% due 10/1/29	2,574 34	2,963
1,703	#434892 7 00% due 10/15/30	1,756 16	1,993
821	#543716 7 50% due 11/15/30	852 85	983
1,290	#550865 7 50% due 9/15/31	1,347 84	1,544
14,125	#583047 6.00% due 9/15/34	14,761 02	16,078
47,977	#602555 6 00% due 3/15/36	47,721 86	54,443
12,212	#605699 6 00% due 9/15/34	12,700 81	13,885
26,638	#612895 6 00% due 7/15/33	30,207 32	30,320
11,136	#615494 6 00% due 8/15/33	15,367 55	12,675
25,256	#623897 6.00% due 8/15/34	26,392 03	28,715
20,644	#629347 5 50% due 2/15/34	20,832 41	23,296
44,766	#634367 6 00% due 9/15/34	45,571.75	50,953
5,019	#780896 7 00% due 11/15/28	5,060 25	5,828
2,133	#780995 7.00% due 12/15/28	2,194 21	2,478
20,396	#781834 6.00% due 9/15/34	21,107 00	23,101
	Total US Obligations	<u>331,422.06</u>	<u>362,283</u>

Part II, Line 10b,  
 Investments -

<u># of Shares</u>		<u>Cost</u>	<u>Fair Value</u>
	<u>State Obligations</u>		
75,000	California Urban Devlp 5 500% due 12/1/25	77,625.00	75,474
70,000	Florida Hsg Fin 5 849% due 7/1/15	74,690 00	74,575
15,000	Kentuckt Hsg Corp 5.760% due 1/1/14	15,281 25	15,230
50,000	4 000% due 1/1/18	51,375 00	50,158
100,000	Nassau Cnty, NY GO 6 650% due 10/1/26	102,150.00	109,628
15,000	NM Mtg Fin Auth 5 820% due 7/1/30	15,352 50	15,704
80,000	NYC Hsg Dev 6 420% due 11/1/247	81,800 00	86,847
10,000	Ohio St Hsg Fin Agy 5.800% due 9/1/22	10,000 00	10,835
100,000	Wisconsin Hsg Dev 5 125% due 3/1/24	105,067.00	105,173
	Total State Obligations	<u>533,340.75</u>	<u>543,624</u>

John L Loeb Jr Foundation  
EIN 13-6142345  
2011

Schedule of Contributions

Accion	\$	5,000
American Cancer Society		1,000
American Friends of the Hebrew University		1,000
American Friends of the Isarel Museum		250
American Jewish Committee		1,000
American Jewish Historical Society		12,113
American Scandinavian Foundation		10,000
Americans for the Arts		2,500
Aspen Brain Forum Foundation		5,000
Association for Diplomatic Studies		140
Association of Community Employment		1,000
Battery Conservancy		950
Blenheim Foundation		5,000
Central & South Jersey Affiliate of Susan G Komen Cure		250
Center for Jewish History		1,600
Children International		264
City Harvest		5,000
City Parks Foundation		500
Congregation Emanu-el		4,740
Council of American Ambassadors		18,750
DACOR Houses		92
Danish American Society		5,000
East Sixties Property Owners		425
El Museo del Barrio		25,000
Eli Wiesel Foundation for Humanity		5,000
Emory University		10,000
Foundation Fighting Blindness		1,000
Fountain House		2,000
Fractured Atlas Emerging Artist		500
General Society of Colonial Wars		250
George Washington Institute for Religious Freedom		600,000
Greenwich Roundtable		3,000
Harlem Educational Activities		5,000
Harrison Food Pantry		7,000
Harrison Police Assn		500
Harrison Volunteer Ambulance		100
Henry Street Settlement		250
Holocaust Museum USA		36
Hope for Depression		1,000
Human Rights First		500
Institute for Justice		500
Intercollegiate Studies Institute		1,000
International Council of Museum of Modern Art		7,500
JDRF		150
Jefferson Awards for Public Service		250

John L Loeb Jr Foundation  
EIN 13-6142345  
2011

Schedule of Contributions  
(Cont'd)

Jewish Women's Archive	250
John Clarke Society	500
Juvenile Diabetes Research Foundation	400
Lehigh University	5,000
Lighthouse for the Blind	3,013
Madison Square Boys & Girls Club	1,500
Martha Graham Dance Co	250
Military Society of the War of 1812	1,000
Milton B Rosenbluth Foundation	5,000
Museum of Jewish Heritage	2,000
National Meningitis Assn	9,000
National Trust for Scotland	500
New York Junior Tennis League	1,000
New York Society for Prevention of Cruelty to Children	1,000
New York University - John Brademas Center	1,000
PBA	1,000
Paul Smiths Clooega	500
Playwrights Horizons	200
Police Fresh Air Fund	250
Prep for Prep	250
Preservation Society of Newport	250
Prince of Wales Foundation	40,000
Purchase Community House	1,000
Rotary Club of White Plains	500
Sons of the Revolution Color Guard	150
Spence School	250
Team Work Foudation	5,000
The Doe Fund	300
The Pilgrims	150
WGA Caddie Scholarship Fund	100
WLIW - 21	250
West Harrison Fire Department	250
Westchester Historical Society	150
Winston Churchill Foundation	25,500
Young Concert Artists	500
Total	<u>\$ 860,073</u>