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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2011**

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

, 20

Name of foundation <b>THE RUSSELL MAGUIRE FOUNDATION INC.</b>		<b>A Employer identification number</b> 13-6162698
Number and street (or P O box number if mail is not delivered to street address) 16 DOVERTON DRIVE		<b>B Telephone number (see instructions)</b>
City or town, state, and ZIP code GREENWICH, CT 06831		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 3,078,227.00		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4.00	4.00		
4	Dividends and interest from securities	76,194.00	76,194.00		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	116,461.00			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		116,461.00		
8	Net short-term capital gain			12,329.00	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-1,755.00	-1,755.00		
12	<b>Total.</b> Add lines 1 through 11	190,904.00	190,904.00	12,329.00	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	20,000.00	15,000.00		5,000.00
c	Other professional fees (attach schedule)	23,813.00	23,813.00		
17	Interest	12.00	12.00		
18	Taxes (attach schedule) (see instructions)	4,518.00	4,518.00		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	12,213.00	6,111.00		6,112.00
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	60,556.00	49,454.00		11,112.00
25	Contributions, gifts, grants paid	133,545.00			133,545.00
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	194,101.00	49,454.00		144,657.00
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,197.00			
b	Net investment income (if negative, enter -0-)		141,450.00		
c	Adjusted net income (if negative, enter -0-)			12,329.00	

For Paperwork Reduction Act Notice, see instructions.

JSA

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	61,817.00	11,605.00	11,605.00
	2 Savings and temporary cash investments . . . . .	19,113.00	149,051.00	149,051.00
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	1,128,946.00	1,039,005.00	1,174,829.00
	c Investments - corporate bonds (attach schedule) . . . . .	623,860.00	632,633.00	620,313.00
	11 Investments - land, buildings, and equipment basis ▶ . . . . .			
Less: accumulated depreciation ▶ (attach schedule) . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .	406,034.00	404,279.00	1,122,429.00	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less: accumulated depreciation ▶ (attach schedule) . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,239,770.00	2,236,573.00	3,078,227.00	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .	2,239,770.00	2,236,573.00	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	2,239,770.00	2,236,573.00	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,329,770.00	2,236,573.00	

**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) . . . . .	<b>1</b>	2,239,770.00
2 Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,197.00
3 Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
4 Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,236,573.00
5 Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	2,236,573.00

**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	var	var
b schedule attached			p	var	var
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 76,328.00		63,999.00	12,329.00		
b 335,283.00		231,151.00	104,132.00		
c					
d					
e					
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)))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			12,329.00		
b			104,132.00		
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	116,461.00	
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	12,329.00	

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

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

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

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

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	114,858.00	3,082,843.00	0.0373
2009	125,917.00	2,798,165.00	0.0450
2008	189,361.00	3,131,021.00	0.0605
2007	133,874.00	3,405,044.00	0.0393
2006	127,354.00	3,180,017.00	0.0400
2 Total of line 1, column (d)			2 0.2221
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 0.0444
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,130,552.61
5 Multiply line 4 by line 3			5 138,996.54
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,432.05
7 Add lines 5 and 6			7 140,428.59
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.			8 144,657.00

**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 instructions)		1	1,414.00
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 . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	1,414.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	1,414.00
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	9.00	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	1,500.00	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	1,509.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	95.00	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 95.00 Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> . . . . .		
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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/>				
14	The books are in care of <input type="text"/> ACCOUNTANT Telephone no <input type="text"/> 516 466-6508			
	Located at <input type="text"/> 60 CUTTERMILL ROAD #512 GREAT NECK, NY ZIP + 4 <input type="text"/> 11021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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 <input type="text"/>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	
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 <input type="text"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5 a** 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)? ☐ Yes ☒ No**5 b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

**6 a** 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**6 b**

If "Yes" to 6b, file Form 8870

**7 a** 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**7 b****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
TINA PRAY	AS REQ	0.00	0.00	0.00
MELANIE PRAY	AS REQ	0.00	0.00	0.00
SABRINA FORSYTHE	AS REQ	0.00	0.00	0.00

**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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		

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

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

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

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



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

<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>	1,970,185.00
<b>b</b>	Average of monthly cash balances	<b>1b</b>	120,793.00
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	1,087,248.00
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,178,226.00
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,178,226.00
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	47,673.39
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,130,552.61
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	156,527.63

**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>	156,527.63
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,432.00
<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>	1,432.00
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	155,095.63
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	155,095.63
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	155,095.63

**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>	144,657.00
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	144,657.00
<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 (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	144,657.00

**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 . . . . .				155,095.63
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			36,827.00	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 144,657.00				
a Applied to 2010, but not more than line 2a . . .			36,827.00	
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 . . . . .				107,830.00
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				47,265.63
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2007 . . .				
b Excess from 2008 . . .				
c Excess from 2009 . . .				
d Excess from 2010 . . .				
e Excess from 2011 . . .				

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

**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 . . . . . **N/A**

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<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</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<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) )

NONE

**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

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

**c** Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b> SCHEDULE ATTACHED				133,545.00
<b>Total</b> ..... ► <b>3a</b>				133,545.00
<b>b Approved for future payment</b>				
<b>Total</b> ..... ► <b>3b</b>				

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

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

JSA  
1E1492 1 000

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
<b>b</b> Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

**b** If "Yes," complete the following schedule.


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

**Sign Here**

Signature of officer or trustee: T. A. Richard, Jr. Date: Nov 19, 2012 Title: Director

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

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Ross Perry		11/5/12		P00043695
	Firm's name ▶ HECHT & ASSOCIATES LLP			Firm's EIN ▶ 11-3298936	
	Firm's address ▶ 60 CUTTER MILL ROAD, # 512 GREAT NECK, NY 11021			Phone no 516 466-6508	

THE RUSSELL MAGUIRE FOUNDATION, INC.  
# 13-6162698  
FORM 990-PF – 2011

**ACCOUNTING FEES – Line 16B**

Hecht & Associates LLP \$ 20,000

**OTHER FEES – Line 16C**

Investment Management Fees:  
UBS AG \$ 23,813

**TAXES PAID – Line 18**

Foreign Tax on Dividends \$ 4,518

**OTHER EXPENSES – Line 23**

Office Administrator	10,000
Office Supplies and Services	831
Telephone	582
Insurance	550
Filing Fees	250
	<u>\$ 12,213</u>

**OTHER INCOME**

**FROM INVESTMENT PARTNERSHIPS**

UBS Multi-Strat Fund LLC \$ (1,755)

**THE RUSSELL MAGUIRE FOUNDATION, INC.**  
**SCHEDULE OF INVESTMENT SECURITIES**  
**EXHIBIT "A" - SCHEDULE I**  
**December 31, 2011**

**Stocks**

<u>Shares</u>	<u>Security</u>	<u>Cost</u>	<u>FMV</u> <u>12/31/10</u>
5,000	USB CAPITAL 6.5% PFD	115,808	127,450
1	BERKSHIRE HATHAWAY INC CLASS A	71,000	114,755
5,500	INVESTOR AB SHARES CLASS B (SEK)	96,464	102,538
1,400	NESTLE S.A. (CHF)	35,436	80,588
3,000	BARCLAYS BANK 8.125% PFD	69,526	66,840
1,100	NEWMONT MINING CORP	31,163	66,011
500	SPDR S&P 500 ETF TRUST	54,977	62,750
1,000	POWERSHARES QQQQ NASDAQ 100	43,873	55,830
300	ROCHE HOLDING (CHF)	43,855	50,911
660	KIMBERLY CLARK CORP	32,234	48,550
600	FRESENIUS MEDICAL CARE (EURO)	30,064	40,835
3,000	HANG SENG H SHARE IDX ETF (HKD)	45,373	38,411
1,000	ROYAL DUTCH SHELL (GBP)	36,290	36,939
430	EXXON MOBIL CORPORATION	18,177	36,447
1,000	UNILEVER PLC (GBP)	32,878	33,613
500	BAYER AG (EURO)	43,823	32,020
7,000	CENTRICA PLC (GBP)	36,815	31,470
1,500	ENI.SPA (EURO)	52,116	31,132
800	PEABODY ENERGY CORP.	36,993	26,488
440	NOVARTIS AG (CHF)	18,961	25,187
1,000	MARKET VECTORS JUNIOR GOLD MINERS ETF	23,742	24,700
1,000	ENCANA CORP	32,430	18,530
8,000	RSA INSURANCE GROUP PLC (GBP)	17,698	13,078
4,500	BYD CO LTD (HKD)	19,309	9,756
	<b>TOTAL STOCKS</b>	<b>1,039,005</b>	<b>1,174,829</b>
	<b>TOTAL INVESTMENTS</b>	<b><u>2,075,917</u></b>	<b><u>2,917,571</u></b>



**THE RUSSELL MAGUIRE FOUNDATION, INC.**  
**SCHEDULE OF INVESTMENT SECURITIES**  
**EXHIBIT "A" - SCHEDULE I**  
**December 31, 2011**

**Bonds**

<u>Shares</u>	<u>Security</u>	<u>Cost</u>	<u>FMV</u> <u>12/31/11</u>
100,000	BARCLAYS BANK 3.25% 7/28/16	98,750	97,644
200,000	GE CAP CORP 6/20/14	186,250	191,550
200,000	MORGAN STANLEY 4.% 9/22/20	196,740	179,670
75,000	UBS CD 1.186% 1/03/12 (NOK)	75,472	75,706
75,000	UBS CD .845% 1/17/12 (NOK)	<u>75,421</u>	<u>75,743</u>
TOTAL BONDS & CDS		<b>632,633</b>	<b>620,313</b>

**Alternative Funds**

150,000	UBS MULTI-STRATEGY FUND LLC	<u>166,266</u>	<u>163,523</u>
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**Other Investments**

625	400 OZ. GOLD BARS	<u>238,013</u>	<u>958,906</u>
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# RMF 2011 - Last year 1/1/2011 through 12/31/2011

11/15/2012

Page 1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
<b>SHORT TERM</b>						
QUEENSLAND 6% 6/14/11	75,000.000	6/3/2010	2/11/2011	76,327	63,999	12,329
				<b>76,327</b>	<b>63,999</b>	<b>12,329</b>
<b>LONG TERM</b>						
POWERSHARES QQQQ NASDAQ 100	500.000	6/9/2008	7/11/2011	29,194	24,316	4,878
NESTLE	500.000	4/6/2000	7/12/2011	31,059	5,526	25,533
NESTLE	300.000	4/6/2000	7/18/2011	19,001	3,316	15,685
PRAXAIR INC	1,000.000	5/9/2005	8/11/2011	92,563	47,200	45,363
SPDR S&P 500 ETF TRUST	400.000	6/9/2008	8/11/2011	46,075	54,813	-8,738
SPDR S&P 500 ETF TRUST	100.000	2/8/2010	8/11/2011	11,519	10,995	523
POWERSHARES QQQQ NASDAQ 100	300.000	6/9/2008	8/11/2011	15,549	14,590	959
POWERSHARES QQQQ NASDAQ 100	700.000	2/8/2010	8/11/2011	36,280	30,711	5,570
ISHARES MSCI SOUTH KOREA INDEX FUND	1,000.000	7/24/2009	8/11/2011	54,043	39,685	14,358
				<b>335,283</b>	<b>231,151</b>	<b>104,132</b>
				<b>411,611</b>	<b>295,150</b>	<b>116,460</b>

**THE RUSSELL MAGUIRE FOUNDATION, INC.  
CONTRIBUTIONS 12/31/11**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Greenwich Hospital	15,200
New York Downtown Hospital	13,000
New York Botanical Garden	11,000
Greenwich Point Conservancy	8,300
Musicians-on-Call	8,000
Avon Theatre Film Center	5,000
Bruce Museum	5,000
Doctors Without Borders	5,000
National Society of Multiple Sclerosis	4,200
American Red Cross of Greenwich	3,700
Christ Episcopal Church Greenwich	3,500
Greenwich Audubon Society	2,600
Community Foundation of the Low Country – Driving thru America	2,500
Daris Foundation	2,500
Greenwich Historic Trust	2,500
The Fund for Babson	2,500
There With Care	2,500
YWCA	2,245
B*Cured	2,000
Planned Parenthood	2,000
Society of MSKCC	2,000
Stonington Historical Society	2,000
Child Guidance Center	1,500
Convent of the Sacred Heart	1,500
Dolphin Research Center	1,500
Morgan Adams Foundation	1,500
NRDC	1,500
Versailles Foundation, Inc.	1,200
Achilles International	1,000
Boys & Girls Club of Greenwich	1,000
Brents Place	1,000
Centennial Middle School	1,000
Glenville Volunteer Fire Co. Inc.	1,000
Humane Society of Boulder Valley	1,000
Inner City Foundation	1,000
Kids in Crisis	1,000
Museum of Modern Art	1,000
New York Landmarks Conservancy	1,000
Round Hill Volunteer Fire Company	1,000
Rye Country Day School	1,000
Thirteen/WNET	1,000
United Way of Greenwich	750
Wild Animal Sanctuary	750
Greenwich Adult Day Care Center	650
Greenwich Fire Fighters Assn.	500
Shelter for the Homeless Inc.	500
Sound Waters	500
Central Middle School PTA	250
Red Ribbon Foundation	250
The Almazou Found. of No. America	250
Connecticut Ballet	200

TOTAL

\$ 133,545

**HECHT & ASSOCIATES LLP**  
CERTIFIED PUBLIC ACCOUNTANTS