



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation Bydale Foundation c/o Ms. Christine O'Donnell		A Employer identification number 13-6195286
Number and street (or P O box number if mail is not delivered to street address) Bank of America 1 Bryant Park	Room/suite	B Telephone number (see instructions) 646-855-1011
City or town, state, and ZIP code New York, NY 10036		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,334,528	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	370,440	370,440		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(102,792)			
	b Gross sales price for all assets on line 6a 1,309,132				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	267,648	370,440			
Operating and Administrative Expenses	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) <i>Sch-2</i>	4,523	0	0	4,523
	c Other professional fees (attach schedule) <i>Sch-2</i>	42,687	17,687	0	25,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <i>Sch-2</i>	11,300	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <i>Sch-2</i>	1,189	0	0	1,189
	24 Total operating and administrative expenses. Add lines 13 through 23	59,699	17,687	0	30,712
	25 Contributions, gifts, grants paid	491,500			491,500
26 Total expenses and disbursements. Add lines 24 and 25	551,199	17,687	0	522,212	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(283,551)				
b Net investment income (if negative, enter -0-)		352,753			
c Adjusted net income (if negative, enter -0-)			0		

SCANNED JUL 20 2012

2-14

3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	565,329	176,938	176,938		
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) <i>Sch. 3</i>	5,430,453	6,699,007	8,377,836		
	c Investments—corporate bonds (attach schedule) <i>Sch. 4</i>	3,566,269	2,402,556	2,493,679		
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule) <i>Sch. 5</i>	442,680	442,680	286,075		
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,004,731	9,721,181	11,334,528			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	10,004,731	9,721,181			
	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 (see instructions)	10,004,731	9,721,181				
31 Total liabilities and net assets/fund balances (see instructions)	10,004,731	9,721,181				

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	10,004,731
2 Enter amount from Part I, line 27a	2	(283,551)
3 Other increases not included in line 2 (itemize) ▶ <i>Rounding</i>	3	1
4 Add lines 1, 2, and 3	4	9,721,181
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	9,721,181

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 (102,792)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3 0

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

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

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

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

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

(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	534,131	11,048,866	.048343
2009	562,641	10,957,624	.051347
2008	755,558	12,202,119	.061920
2007	815,465	13,322,984	.061207
2006	786,538	12,913,475	.060908
2 Total of line 1, column (d)			2 .283725
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 .056745
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,516,114
5 Multiply line 4 by line 3			5 653,482
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,528
7 Add lines 5 and 6			7 657,010
8 Enter qualifying distributions from Part XII, line 4			8 522,212

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	7055	00
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	0	
3	Add lines 1 and 2	3	7055	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7055	00
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9308	00
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	9308	00
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2253	00
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 2253 Refunded	11	0	

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?		✓
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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d 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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Delaware, New York		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		☒
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		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	☒	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>Ms. Christine O'Donnell Bank of America</u>	Telephone no. ▶	<u>646-855-1011</u>	
	Located at ▶ <u>1 Bryant Park New York, NY</u>	ZIP+4 ▶	<u>10036</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	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	☐	☒
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (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
SCHEDULE - 6		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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**

(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	0
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	0
2		
All other program-related investments. See instructions		
3	N/A	0
Total. Add lines 1 through 3		▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,391,674
b	Average of monthly cash balances	1b	299,812
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,691,486
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	11,691,486
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	175,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,516,114
6	Minimum investment return. Enter 5% of line 5	6	575,806

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

1	Minimum investment return from Part X, line 6	1	575,806
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,055
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	7,055
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	568,751
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	568,751
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	568,751

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	522,212
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	522,212
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	522,212

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				568,751
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	151,238			
b From 2007	165,832			
c From 2008	155,728			
d From 2009	23,283			
e From 2010	0			
f Total of lines 3a through e	496,081			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ _____				
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)	0			
d Applied to 2011 distributable amount				522,212
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	46,539			46,539
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	449,542			
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 instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	104,699			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	344,843			
10 Analysis of line 9:				
a Excess from 2007	165,832			
b Excess from 2008	155,728			
c Excess from 2009	23,283			
d Excess from 2010	0			
e Excess from 2011	0			

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

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

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

1 Information Regarding Foundation Managers:

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

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:

BYDALE FOUNDATION C/O MS. CHRISTINE O'DONNELL
BANK OF AMERICA 1 BRYANT PARK NEW YORK, NY 10036

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

email: christine.i.o'donnell@bamf.com For application materials

c Any submission deadlines:

August 1st

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

No grants are made to individuals

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> Schedule - 7	N/A	Public	Unrestricted	491,500
Total			▶ 3a	491,500
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

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
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		✓
	(2) Other assets		✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		✓
	(2) Purchases of assets from a noncharitable exempt organization		✓
	(3) Rental of facilities, equipment, or other assets		✓
	(4) Reimbursement arrangements		✓
	(5) Loans or loan guarantees		✓
	(6) Performance of services or membership or fundraising solicitations		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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
N/A		

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





Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Bydale Foundation 2011 990-PF # 13-6195286

	A Expenses per Books	B Net Investment Income	C Adjusted Net Income	D Charitable Purposes
<u>Accounting Fees</u>				
<u>Description</u>				
Tax Preparation Fee	4,523.00	-	-	4,523.00
To Form 990-PF, PG 1, LN 16B	4,523.00	-	-	4,523.00
<u>Other Professional Fees</u>				
<u>Description</u>				
Account: Market Fees	17,687.00	17,687.00	-	-
Account: Administration Fee	25,000.00	-	-	25,000.00
To Form 990-PF, PG 1, LN 16C	42,687.00	17,687.00	-	25,000.00
<u>Taxes</u>				
<u>Description</u>				
Excise Tax	11,300.00	-	-	-
To Form 990-PF, PG 1, LN 18	11,300.00	-	-	-
<u>Other Expenses</u>				
<u>Description</u>				
NYS Filing Fee	750.00	-	-	750.00
DE Filing Fee (2010)	55.00	-	-	55.00
Miscellaneous	384.00	-	-	384.00
To Form 990-PF, PG 1, LN 23	1,189.00	-	-	1,189.00

Bydale Foundation 2011 990-PF # 13-6195286**Part II - Investments****Line 10(b) Stocks**

			<u>Cost</u>	<u>Market Value</u>
5000	shs	Abbott Labs	\$ 270,543.00	\$ 281,150.00
1040	shs	Apple Inc.	347,510.70	421,200.00
2900	shs	Automatic Data Processing Inc	96,558.17	156,629.00
5000	shs	Cisco Sys Inc	87,930.50	90,400.00
400	shs	Citigroup Inc	35,931.66	10,524.00
15881.738	shs	Columbia Multi-Advisor International	238,895.17	167,711.15
97079.742	shs	Columbia H/Y Opportunity Fund	553,302.71	387,348.17
16000	shs	Columbia Select Small Cap Fund	194,048.72	248,640.00
2300	shs	Diebold Inc	117,799.48	69,161.00
2200	shs	Elbit Sys Ltd	143,879.34	90,046.00
2800	shs	Eli Lilly & Co	10,289.48	116,368.00
2000	shs	Exxon Mobil Corp	55,892.05	169,520.00
5000	shs	Firstenergy Corp	235,683.00	221,500.00
2400	shs	General Dynamics Corp	93,238.79	159,384.00
4600	shs	General Electric Co	15,216.03	82,386.00
690	shs	Google Inc.	337,228.88	445,671.00
2300	shs	HJ Heinz & Co	108,102.99	124,292.00
4000	shs	Hewlett Packard Co	158,884.03	103,040.00
2100	shs	International Business Machines	21,065.31	386,148.00
3000	shs	Ishares Barclays Bond Fund	312,389.10	321,540.00
2000	shs	Johnson & Johnson	4,133.55	131,160.00
3800	shs	JP Morgan Chase & Co.	176,871.00	126,350.00
3200	shs	McGraw Hill Cos Inc	107,551.20	143,904.00
3500	shs	McKesson Corp	102,610.20	272,685.00
2100	shs	Newmont Mng Corp	112,084.35	126,021.00
2000	shs	Pepsico Inc	3,537.23	132,700.00
19900.498	shs	Pimco Developing Local Markets Fund	199,635.04	197,213.94
24414.063	shs	Pimco Foreign Bond Fund	250,000.00	265,869.15
2600	shs	PNC Finl Svcs Group Inc	12,747.47	149,942.00
4000	shs	Powershares	242,200.00	240,000.00
3000	shs	Renaissancere Holdings LTD	91,642.81	223,110.00
1400	shs	Rio Tinto PLC ADR	38,820.22	68,488.00
2000	shs	Royal Dutch Shell PLC ADR	106,305.00	146,180.00
1600	shs	Schlumberger LTD Netherlands Antilles	52,014.54	109,296.00
4200	shs	Southern Un Co NEW	104,790.32	176,862.00
2000	shs	Teva Pharmaceutical Ind	125,378.00	80,720.00
3200	shs	Thermo Fisher Scientific	176,716.48	143,904.00
1900	shs	United Parcel Svc Inc CL B	95,516.23	139,061.00
6500	shs	Vanguard MSCI ETF Fund	233,220.00	199,095.00
4500	shs	Vanguard Emerging Markets	197,550.00	171,945.00
3000	shs	Vanguard Small Cap	202,320.00	209,010.00
5000	shs	Verizon Communications Inc	193,863.16	200,600.00
1650	shs	Viacom Inc	68,361.01	74,926.50
8000	shs	Vodafone Group PLC ADR NEW	184,680.00	224,240.00
6000	shs	Wells Fargo & Co NEW	6,116.67	165,360.00
3500	shs	Yum Brands Inc.	175,953.75	206,535.00
			<u>\$ 6,699,007.34</u>	<u>\$ 8,377,835.91</u>

Bydale Foundation 2011 990-PF # 13-6195286**Part II - Investments****Line 10(c) Bonds**

\$400,000	JP Morgan Chase & Co 4.5% 1/15/12	388,052.00	100.107	400,428 00
\$300,000	Target Corp 5 875% 3/1/12	300,651.00	100 839	302,517.00
\$350,000	General Electric Co 5.00% 2/1/13	375,574.50	104 210	364,735 00
\$419,000	AT&T Broadband Corp 8.375% 3/15/13	408,046.10	108.751	455,666.69
\$300,000	ConocoPhillips Australia 5.5% 4/15/13	289,131.00	105.907	317,721.00
\$200,000	Australian Government 5 75% 4/15/12	208,925 61	103 038	206,075 12
\$200,000	Australian Government 6 25% 4/15/15	219,043.72	112.397	224,793.02
\$200,000	Canada Government 3.5% 6/1/20	213,132.26	110.872	221,743 18
		<u>\$ 2,402,556.19</u>		<u>\$ 2,493,679.01</u>

Schedule - 5

Bydale Foundation 2011 990-PF # 13-6195286

Part II - Investments

			<u>Cost</u>	<u>Market Value</u>
1200	shs	MSB Reit V Inc	<u>\$ 442,680.00</u>	<u>\$ 286,075.20</u>
			<u>\$ 442,680 00</u>	<u>\$ 286,075.20</u>

Schedule - 6**Bydale Foundation 2011 990-PF #13-6195286**

Name/Address	Title/Avg Hrs/Wk	Compensation	Employee Ben Plan Contr.	Expense Account
Joan M. Warburg c/o Ms Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Pres /Secr /Trustee 20.00	0.00	0.00	0 00
James P Warburg, Jr. c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10 00	0.00	0.00	0.00
Jennifer J Warburg c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.00	0.00	0 00
Philip N. Warburg c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.00	0.00	0.00
Sarah W. Bliumis-Dunn c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.00	0.00	0.00
Frank J Kick P.O. Box 72 Harriman, NY 10926	Treasurer 1.00	0.00	0.00	0 00

Bydale Foundation 2011 990-PF #13-6195286

Bydale Foundation**2011 Grants**

Organization	City	State	Amount
92nd Street Y	New York	NY	\$2,500.00
Academy of American Poets	New York	NY	\$2,500.00
Americans for Peace Now	Washington	DC	\$25,000.00
Backcountry Concerts, Inc.	Greenwich	CT	\$5,000.00
Blueprint North Carolina	Raleigh	NC	\$7,500.00
Center For International Policy Inc	Washington	DC	\$1,500.00
Center for War/Peace Studies	New York	NY	\$10,000.00
Chamber Orchestra of the Triangle	Chapel Hill	NC	\$10,000.00
Congenital Hyperinsulinism International	Cedar Crest	NM	\$15,000.00
Connecticut Fund for the Environment	New Haven	CT	\$5,000.00
Conservation Law Foundation	Boston	MA	\$7,500.00
Democracy North Carolina	Durham	NC	\$7,500.00
Doc Arts	Durham	NC	\$10,000.00
Environmental Law Institute	Washington	DC	\$7,500.00
Equality Now	New York	NY	\$10,000.00
Family ReEntry, Inc	Norwalk	CT	\$15,000.00
Feminist Majority Foundation	Beverly Hills	CA	\$15,000.00
Fine Arts Center in Provincetown	Provincetown	MA	\$5,000.00
Foundation on Economic Trends	Bethesda	MD	\$15,000.00
Friends of Edna's Hospital	Blaine	MN	\$1,500.00
Friends of Israel's Environment	Studio City	CA	\$30,000.00
Gateway Classical Music Society	Greenwich	CT	\$5,000.00
Global Workers Justice Alliance	Brooklyn	NY	\$20,000.00
Grassroots Policy Project	Cambridge	MA	\$25,000.00
Hudson Valley Writers' Center	Sleepy Hollow	NY	\$10,000.00
Institute for Public Accuracy	San Francisco	CA	\$10,000.00
ISAIAH	Minneapolis	MN	\$25,000.00
Mianus River Gorge Preserve	Bedford	NY	\$2,500.00
NARAI Pro Choice America Foundation	Washington	DC	\$5,000.00
National Public Radio	Washington	DC	\$10,000.00
National Training And Information Center	Chicago	IL	\$25,000.00

Bydale Foundation 2011 990-PF #13-6195286

Organization	City	State	Amount
Nectandra Institute	Alameda	CA	\$1,000.00
New Israel Fund	Washington	DC	\$25,000.00
Northern Westchester Hospital Association	Mount Kisco	NY	\$10,000.00
Norwalk Seaport Association	Norwalk	CT	\$2,500.00
Nuclear Age Peace Foundation	Santa Barbara	CA	\$3,500.00
NYPIRG	New York	NY	\$5,000.00
Palm Beach Poetry Festival	Lake Worth	FL	\$5,000.00
Planned Parenthood of Southern New England	New Haven	CT	\$20,000.00
Poetry Society of America	New York	NY	\$2,500.00
Poets & Writers, Inc.	New York	NY	\$2,500.00
Poets House	New York	NY	\$10,000.00
Sailors for the Sea	Boston	MA	\$2,500.00
Sanctuary for Families	New York	NY	\$10,000.00
Teachers and Writers Collaborative	New York	NY	\$2,500.00
The Acting Company	New York	NY	\$15,000.00
The Point, Inc	Bronx	NY	\$5,000.00
Third Wave Foundation	New York	NY	\$10,000.00
Wintergreen Adaptive Skiing	Lovington	VA	\$2,500.00
Women's eNews	New York	NY	\$5,000.00
Writer's Center, Inc.	Bethesda	MD	\$1,500.00
Youth for Christ USA	Roxboro	NC	\$5,000.00
Grand Totals (52 items)			\$491,500.00