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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year **2011**, or tax year beginning \_\_\_\_\_, **2011**, and ending \_\_\_\_\_

Festoon Foundation Inc  
P.O. Box 544  
Colts Neck, NJ 07722

**A** Employer identification number  
**13-6266382**

**B** Telephone number (see the instructions)  
~~732-866-4493~~ 732 513-0519

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

**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

**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, column (c), line 16)  
▶ \$ **1,072,959.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	22.	22.	22.	
	<b>4</b> Dividends and interest from securities	28,456.	28,456.	28,456.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	87,662.			
	<b>b</b> Gross sales price for all assets on line 6a	132,218.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		87,662.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	116,140.	116,140.	28,478.		
<b>ADMINISTRATIVE OPERATING EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St. 1	6,400.	6,400.	6,400.	
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instrs) See Stmt 2	250.	250.	250.	
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) See Statement 3	4,172.	4,172.	4,172.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	10,822.	10,822.	10,822.		
<b>25</b> Contributions, gifts, grants paid Stmt. 4	53,600.			53,600.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	64,422.	10,822.	10,822.	53,600.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	51,718.				
<b>b Net investment income</b> (if negative, enter -0-)		105,318.			
<b>c Adjusted net income</b> (if negative, enter -0-)			17,656.		

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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	
ASSETS	1	Cash – non-interest-bearing	22,777.	12,136.	12,136.
	2	Savings and temporary cash investments	43,362.	92,090.	92,090.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	592,755.	605,994.	968,733.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
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)	658,894.	710,220.	1,072,959.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	383,777.	383,777.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	275,117.	326,443.	
30	<b>Total net assets or fund balances</b> (see instructions)	658,894.	710,220.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	658,894.	710,220.		

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	658,894.
2	Enter amount from Part I, line 27a	2	51,718.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	710,612.
5	Decreases not included in line 2 (itemize) <u>See Statement 5</u>	5	392.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	710,220.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>		2	87,662.	
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 <span style="border: 1px solid black; padding: 2px;"> </span>		3	0.	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	47,832.	951,558.	0.050267
2009	56,848.	864,525.	0.065756
2008	61,831.	1,127,166.	0.054855
2007	70,419.	1,354,397.	0.051993
2006	37,200.	1,119,738.	0.033222
2 Total of line 1, column (d)			0.256093
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			0.051219
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,053,436.
5 Multiply line 4 by line 3			53,956.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,053.
7 Add lines 5 and 6			55,009.
8 Enter qualifying distributions from Part XII, line 4			53,600.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty', 'Tax due', 'Overpayment', and 'Refunded'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Did any persons become substantial contributors during the tax year?'.

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 ... N/A
14 The books are in care of Festoon Foundation, Inc. Telephone no. 732-866-4493
Located at P.O. Box 544 Colts Neck NJ ZIP + 4 07722
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. N/A
and enter the amount of tax-exempt interest received or accrued during the year ... 15 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? ... 16 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
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 N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 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 X
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  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

5b	N/A	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Justine Nathan P.O. Box 544 Colts Neck, NJ 07722	President 0	0.	0.	0.
Peter Nathan P.O. Box 544 Colts Neck, NJ 07722	Director 0	0.	0.	0.
Wendy Shrigley P.O. Box 544 Colts Neck, NJ 07722	Director 0	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				

Total number of other employees paid over \$50,000  Yes  No 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 (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 .....	0.

BAA

**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>	944,264.
<b>b</b> Average of monthly cash balances .....	<b>1b</b>	125,214.
<b>c</b> Fair market value of all other assets (see instructions) .....	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c) .....	<b>1d</b>	1,069,478.
<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>	1,069,478.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	<b>4</b>	16,042.
<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>	1,053,436.
<b>6</b> Minimum investment return. Enter 5% of line 5 .....	<b>6</b>	52,672.

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

**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>	53,600.
<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> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	<b>4</b>	53,600.
<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> Adjusted qualifying distributions. Subtract line 5 from line 4 .....	<b>6</b>	53,600.

**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)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7.....				
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only.....				
<b>b</b> Total for prior years: 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006.....				
<b>b</b> From 2007.....				
<b>c</b> From 2008.....				
<b>d</b> From 2009.....				
<b>e</b> From 2010.....				
<b>f</b> Total of lines 3a through e.....				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ _____				
<b>a</b> Applied to 2010, but not more than line 2a ..				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions).....				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions).....				
<b>d</b> Applied to 2011 distributable amount.....				
<b>e</b> Remaining amount distributed out of corpus.....				
<b>5</b> Excess distributions carryover applied to 2011..... (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b.....				
<b>c</b> 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.....				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions.....				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions.....				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.....				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).....				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a ..				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007.....				
<b>b</b> Excess from 2008.....				
<b>c</b> Excess from 2009.....				
<b>d</b> Excess from 2010.....				
<b>e</b> Excess from 2011.....				

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

<b>1 a</b> 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>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					4942(j)(5)
<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.....	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2011</b>	<b>(b) 2010</b>	<b>(c) 2009</b>	<b>(d) 2008</b>	
	17,656.	16,775.	15,244.	16,937.	66,612.
<b>b</b> 85% of line 2a.....	15,008.	14,259.	12,957.	14,396.	56,620.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed.....	53,600.	48,000.	57,000.	62,000.	220,600.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities.....					0.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.....	53,600.	48,000.	57,000.	62,000.	220,600.
<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.....					
	35,114.	31,718.	28,817.	37,572.	133,221.
<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 organization 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:  
  
See Statement 7

**b** The form in which applications should be submitted and information and materials they should include:  
  
See Statement for Line 2a

**c** Any submission deadlines:  
  
See Statement for Line 2a

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
  
See Statement for Line 2a

**Part XV** Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
<b>Total</b> .....				<b>3 a</b>
<i>b Approved for future payment</i>				
<b>Total</b> .....				<b>3 b</b>





Ref: 00001023 00008282

L11000001023IP 311364A001 IPFOL019A  
SHARYN MAGGIO  
MAGGIO & CO., INC.  
2-12 CORBET WAY  
EATONTOWN NJ 07724-4251

Morgan Stanley Smith Barney LLC. Member SIPC.  
Your Financial Advisor  
JOHN PYNE  
787 7TH AVENUE  
36TH FLOOR  
NEW YORK NY 10019  
212-492-6900  
Business FMA Service Center: 888-557-BFMA  
Branch Phone: 800-917-9662

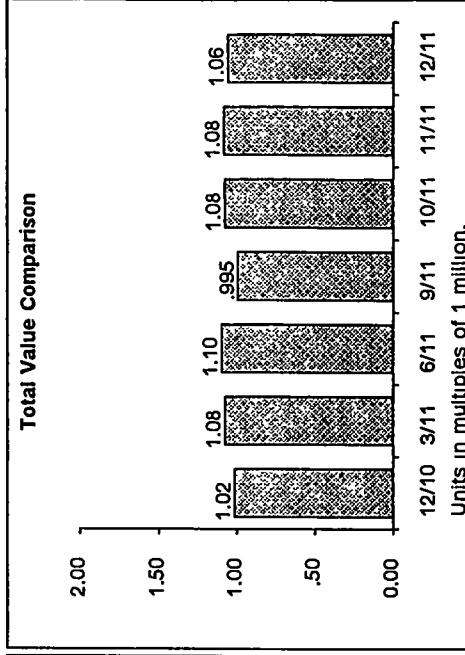
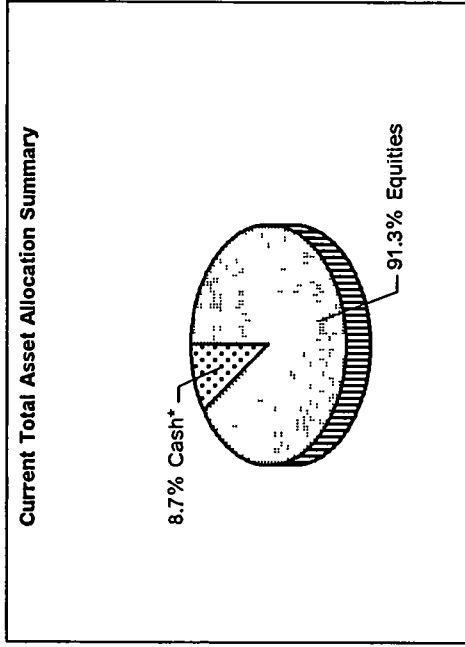


Accounts carried by Citigroup Global Markets Inc. Member SIPC.

Enclosed are statements for the following accounts in your consolidated household. "Total Value Comparison" and "Year to Date Summary" may contain information for previously existing accounts which have been recently consolidated. Unpriced securities are not included in the "Net Value" columns. Unless otherwise indicated, values shown are for "This Period." Accrued interest and dividends, earned but not paid, are excluded from the Adjusted Net Value.

Account Number	Abbreviated Name	Account Type	Total Value Prior Month/ Adj. Net Value	Total Value This Period/ Adj. Net Value	Net Securities Deposited/ Withdrawn	Net Capital Deposits/ Withdrawals	Total Income Taxable/ Non-Taxable	Unrealized Gain or (Loss)	Adjusted YTD Realized Gain or (Loss)
39A-07359	FESTOON FOUNDATION INC C/O JUSTINE NATHAN	MANAGED	\$ 1,084,175.69 \$ 1,084,175.65	\$ 1,060,822.39 \$ 1,060,822.39	\$ 0.00	(\$ 50,000.00)	\$ 2,238.36 \$ 0.00	\$ 362,738.79	\$ 0.00 ST \$ 87,662.56 LT
<b>Total</b>			\$ 1,084,175.69 \$ 1,084,175.65	\$ 1,060,822.39 \$ 1,060,822.39	\$ 0.00	(\$ 50,000.00)	\$ 2,238.36 \$ 0.00	\$ 362,738.79	\$ 0.00 ST \$ 87,662.56 LT

Year to Date Summary	
Beginning total net value as of 12/31/10	\$ 1,017,021.36
Net security deposits/withdrawals (year to date)	0.00
Net cash deposits/withdrawals (year to date)	(53,957.93)
Beginning value net of deposits/withdrawals	\$ 963,063.43
Ending total net value 12/30/11	\$ 1,060,822.39
Year to date change in value	97,758.96



Cash\* = Cash/BDP, Money Markets



B

Ref: 00001023 00008283

L11000001023 311364A001 IPFOL019A  
FESTOON FOUNDATION INC  
C/O JUSTINE NATHAN  
4611 LAZY CREEK LANE  
WADMALAW SC 29487-7066

Account number 39A-07359-13 192  
Morgan Stanley Smith Barney LLC. Member SIPC.  
Your Financial Advisor

JOHN PYNE  
787 7TH AVENUE  
36TH FLOOR  
NEW YORK NY 10019  
212-492-6900  
Website: www.smithbarney.com

Business FMA Service Center: 888-557-BFMA  
Branch Phone: 800-917-9662  
TTY/TDD Deaf & Hard of hearing: 800-227-4238

Copy for the account of: FESTOON FOUNDATION INC C/O JUSTINE NATHAN  
4611 LAZY CREEK LANE WADMALAW SC

Account carried by Citigroup Global Markets Inc. Member SIPC.

Account value	Last period	This period	%
Cash balance	\$ 156.00	\$ 0.00	0.00
Money fund	139,695.50	92,089.86	8.68
Accrued money fund dividends	.04	0.00	
Common stocks & options	944,324.15	968,732.53	91.32
<b>Total value</b>	<b>\$ 1,084,175.69</b>	<b>\$ 1,060,822.39</b>	<b>100.00</b>
Total value (excluding accrued interest)	\$ 1,084,175.65	\$ 1,060,822.39	

Cash, money fund, bank deposits	This period	This year
Opening balance	\$ 139,851.50	
Withdrawals	(50,000.00)	(53,957.93)
Dividends credited	2,237.40	
Money fund earnings reinvested	.96	
<b>Closing balance</b>	<b>\$ 92,089.86</b>	

A free credit balance in any securities account may be paid to you on demand.  
Although properly accounted for, these funds may be used for business purposes.

Earnings summary	This period		This year
	Taxable	Non-taxable	Non-taxable
Qualified dividends	\$ 2,237.40	\$ 28,442.22	\$ 0.00
Money fund earnings	.96	13.24	.75
<b>Total</b>	<b>\$ 2,238.36</b>	<b>\$ 28,455.46</b>	<b>\$ .75</b>

Additional summary information	This period	This year
FRGN tax withheld	\$ 0.00	\$ 194.58

**Portfolio summary**

	This period	This year
Beginning total value (excl. accr. int.)	\$ 1,084,175.65	\$ 1,017,021.36
Net security deposits/withdrawals	0.00	0.00
Net cash deposits/withdrawals	(50,000.00)	(53,957.93)
Beginning value net of deposits/withdrawals	1,034,175.65	963,063.43
Total value as of 12/30/2011 (excl. accr. int.)	\$ 1,060,822.39	\$ 1,060,822.39
Change in value	\$ 26,646.74	\$ 97,758.96



Ref: 00001023 00008284

FESTOON FOUNDATION INC

Account number 39A-07359-13 192

Gain/loss summary	This period	This year
Realized gain or (loss)	\$ 0.00	\$ 87,662.56 LT
Unrealized gain or (loss) to date	362,738.79	\$ 0.00 ST

ETC

**PORTFOLIO DETAILS**

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/11, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at [www.smithbarney.com](http://www.smithbarney.com). Securities purchased or sold are included in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold. Please Note: unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

**Money fund**

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Share cost	Current price	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
92,089.86	MORGAN STANLEY AA INSTIT GOVT TRUST	\$ 92,089.86				\$ 0.00	.01%	\$ 9.20
	<b>Total money fund</b>	<b>\$ 92,089.86</b>				<b>\$ 0.00</b>		<b>\$ 9.20</b>

**Common stocks & options**

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
1,000	AT&T INC	T	01/01/84	\$ 6,183.64	\$ 6.185	\$ 30.24	\$ 30,240.00	\$ 24,056.36# LT		
1,000			01/01/84	4,189.04	4.19	30.24	30,240.00	26,050.96# LT		
2,000				10,372.68	5.186		60,480.00	50,107.32	5.82	3,520.00
1,000	AMERICAN EXPRESS CO	AXP	08/03/84	7,987.94	7.987	47.17	47,170.00	39,182.06# LT	1.526	720.00



Ref: 00001023 00008285

FESTOON FOUNDATION INC Account number 39A-07359-13 192

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
500	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	07/27/11	\$ 29,404.00	\$ 58.808	\$ 60.99	\$ 30,495.00	\$ 1,091.00	ST 1.59%	\$ 485.00
500	AUTOMATIC DATA PROCESSING INC.	ADP	03/18/99	18,780.47	37.56	54.01	27,005.00	8,224.53#	LT	
200			08/15/01	8,915.57	44.577	54.01	10,802.00	1,886.43	LT	
700				27,696.04	39.566		37,807.00	10,110.96		1,106.00
84	CHEVRON CORP	CVX	03/23/95	1,795.07	21.369	106.40	8,937.60	7,142.53#	LT	
616			09/26/95	12,932.85	20.994	106.40	65,542.40	52,609.55#	LT	
700				14,727.92	21.04		74,480.00	59,752.08		3,045
800	CHUBB CORP	CB	01/03/00	22,727.28	28.409	69.22	55,376.00	32,648.72#	LT	2,268.00
1,000	CISCO SYS INC	CSCO	11/22/04	19,140.00	19.14	18.08	18,080.00	(1,060.00)	LT	1,248.00
136.725	COMCAST CORP CLA	CMCSA	03/18/99	7,581.62	55.451	23.71	3,241.75	(4,339.87)#	LT	240.00
145.575			08/04/00	4,592.86	31.549	23.71	3,451.58	(1,141.28)	LT	
388.2			03/07/01	9,392.45	24.194	23.71	9,204.22	(188.23)	LT	
379.5			07/31/03	7,759.26	20.446	23.71	8,997.95	1,238.69	LT	
150			11/22/04	3,076.00	20.506	23.71	3,556.50	480.50	LT	
1,200				32,402.19	27.002		28,452.00	(3,950.19)		1,897
700	CONOCOPHILLIPS	COP	06/28/02	20,454.00	29.22	72.87	51,009.00	30,555.00	LT	3,622
400	DIAGEO PLC SPON ADR-NEW	DEO	02/10/05	22,264.00	55.66	87.42	34,968.00	12,704.00	LT	1,848.00
200			05/09/05	11,950.00	59.75	87.42	17,484.00	5,534.00	LT	
600				34,214.00	57.023		52,452.00	18,238.00		2,968
800	WALT DISNEY CO	DIS	08/15/01	21,133.71	26.417	37.50	30,000.00	8,866.29	LT	
200			07/31/03	4,314.37	21.571	37.50	7,500.00	3,185.63	LT	
1,000				25,448.08	25.448		37,500.00	12,051.92		1,60
200	FEDEX CORP	FDX	04/25/07	21,598.00	107.99	83.51	16,702.00	(4,896.00)	LT	600.00
100			07/27/11	8,998.58	89.985	83.51	8,351.00	(647.58)	ST	
300				30,596.58	101.989		25,053.00	(5,543.58)		.622
400	HSBC HLDG PLC SP ADR NEW	HBC	10/21/09	23,106.60	57.766	38.10	15,240.00	(7,866.60)	LT	156.00
700	INTEL CORP	INTC	09/09/05	17,654.00	25.22	24.25	16,975.00	(679.00)	LT	780.00
300			12/14/06	6,273.00	20.91	24.25	7,275.00	1,002.00	LT	
1,000				23,927.00	23.927		24,250.00	323.00		3.463
600	KELLOGG CO	K	07/31/03	20,676.00	34.46	50.57	30,342.00	9,666.00	LT	840.00
400	KIMBERLY CLARK CORP	KMB	10/07/97	19,807.19	49.517	73.56	29,424.00	9,616.81#	LT	1,032.00
200			03/23/98	10,014.17	50.07	73.56	14,712.00	4,697.83#	LT	
600				29,821.36	49.702		44,136.00	14,314.64		3,806



Ref: 00001023 00008286

FESTOON FOUNDATION INC

Account number 39A-07359-13 192

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
300	ELI LILLY & CO	LLY	10/21/09	\$ 10,461.00	\$ 34.87	\$ 41.56	\$ 12,468.00	\$ 2,007.00	LT	
200			07/27/11	7,681.80	38.409	41.56	8,312.00	630.20	ST	
500				18,142.80	36.286		20,780.00	2,637.20	4.716	980.00
160	MERCK & CO INC NEW	MRK	06/29/83	385.22	2.407	37.70	6,032.00	5,646.78#	LT	
340			03/21/00	20,417.03	60.05	37.70	12,818.00	(7,599.03)#	LT	
500			10/21/09	16,834.00	33.868	37.70	18,850.00	2,016.00	LT	
1,000				37,636.25	37.636		37,700.00	63.75	4.456	1,680.00
700	MICROSOFT CORP	MSFT	11/22/04	18,614.93	26.592	25.96	18,172.00	(442.93)	LT	
300			07/27/11	8,354.40	27.848	25.96	7,788.00	(566.40)	ST	
1,000				26,969.33	26.969		25,960.00	(1,009.33)	3.081	800.00
1,477	PFIZER INC	PFE	10/16/09	26,074.99	17.66	21.64	31,962.28	5,887.29	LT	
546	PROCTER & GAMBLE CO	PG	01/01/86	459.20	.841	66.71	36,423.66	35,964.46#	LT	
429			03/21/00	15,576.40	36.308	66.71	28,618.59	13,042.19#	LT	
975				16,035.60	16.447		65,042.25	49,006.65	3.147	2,047.50
100	SIEMENS A G SPONS ADR	SI	04/25/07	11,776.00	117.76	95.61	9,561.00	(2,215.00)	LT	
100			10/21/09	10,030.75	100.307	95.61	9,561.00	(469.75)	LT	
200				21,806.75	109.034		19,122.00	(2,684.75)	3.089	590.80
200	SUNTECH POWER HLDGS LTD	STP	11/08/06	5,176.80	25.884	2.21	442.00	(4,734.80)	LT	
300	ADR		12/14/06	9,396.00	31.32	2.21	663.00	(8,733.00)	LT	
500				14,572.80	29.146		1,105.00	(13,467.80)		
400	UNION PACIFIC CORP	UNP	03/23/98	10,875.35	27.188	105.94	42,376.00	31,500.65#	LT	
400			01/03/00	8,970.22	22.425	105.94	42,376.00	33,405.78#	LT	
800				19,845.57	24.807		84,752.00	64,906.43	2.265	1,920.00
300	UNITED PARCEL SERVICE CL B	UPS	04/25/07	21,876.00	72.92	73.19	21,957.00	81.00	LT	
700	VODAFONE GROUP PLC SPONS	VOD	11/22/04	21,736.00	31.051	28.03	19,621.00	(2,115.00)	LT	
175	ADR NEW		02/10/05	5,240.00	29.942	28.03	4,905.25	(334.75)	LT	
125			07/27/11	3,355.98	26.847	28.03	3,503.75	147.77	ST	
1,000				30,331.98	30.332		28,030.00	(2,301.98)	5.148	1,443.00
<b>Total common stocks and options</b>				<b>\$ 605,993.74</b>	<b>605</b>		<b>\$ 968,792.53</b>	<b>\$ 654.89</b>	<b>ST</b>	<b>3.09</b>
<b>Total portfolio value</b>				<b>\$ 698,083.60</b>			<b>\$ 1,060,822.39</b>	<b>\$ 654.89</b>	<b>ST</b>	<b>2.82</b>
							<b>\$ 362,083.80</b>	<b>LT</b>		<b>\$ 30,005.06</b>
							<b>\$ 362,083.80</b>	<b>LT</b>		<b>\$ 30,014.26</b>

#Based on information supplied by your Financial Advisor.



Ref: 00001023 00008287

FESTOON FOUNDATION INC

Account number 39A-07359-13 192

**TRANSACTION DETAILS**

All transactions appearing are based on trade-date.

**Withdrawals**

Date	Description	Reference no	Amount
12/05/11	AUTOMATIC FUNDS TRANSFER COMMERCE BANK A/C# XXXX4269 annual gifts		50,000.00

Date	Description	Reference no	Amount
------	-------------	--------------	--------

**Money fund activity**

Date	Activity	Description	Amount
		Opening money fund balance	\$ 139,695.50
12/01/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	156.00
12/02/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	672.00
12/05/11	Redemption	MORGAN STANLEY AA INSTIT GOVT TRUST	-50,000.00
12/07/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	295.40

All transactions are traded at \$1.00 per share.

Date	Activity	Description	Amount
12/09/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	200.00
12/12/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	245.00
12/13/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	567.00
12/16/11	Autoinvest	MORGAN STANLEY AA INSTIT GOVT TRUST	258.00
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	.96
		Closing balance	\$ 92,089.86

The tax status of earnings is reliable to the best of our knowledge. Taxable and non-taxable designations refer to the federal income tax status of your securities, not of your account.

**EARNINGS DETAILS**

**Qualified dividends**

Date	Description	Comment	Taxable	Non-taxable	Amount
12/01/11	CONOCOPHILLIPS	CASH DIV ON X/D 10/13/11	\$ 462.00		\$ 462.00
12/01/11	INTEL CORP	CASH DIV ON X/D 11/03/11	210.00		210.00
12/06/11	PFIZER INC	CASH DIV ON X/D 11/08/11	295.40		295.40
12/08/11	MICROSOFT CORP	CASH DIV ON X/D 11/15/11	200.00		200.00
12/09/11	ELI LILLY & CO	CASH DIV ON X/D 11/10/11	245.00		245.00
12/12/11	CHEVRON CORP	CASH DIV ON X/D 11/16/11	567.00		567.00
12/15/11	KELLOGG CO	CASH DIV ON X/D 11/29/11	258.00		258.00

Total qualified dividends earned

\$ 2,237.40

\$ 0.00

\$ 2,237.40



Client FESTOON

Festoon Foundation Inc

13-6266382

4/25/12

12:58PM

**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and Bookkeeping .....	\$ 6,400.	\$ 6,400.	\$ 6,400.	
Total	<u>\$ 6,400.</u>	<u>\$ 6,400.</u>	<u>\$ 6,400.</u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Taxes.....	\$ 250.	\$ 250.	\$ 250.	
Total	<u>\$ 250.</u>	<u>\$ 250.</u>	<u>\$ 250.</u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising.....	\$ 60.	\$ 60.	\$ 60.	
Bank Service Charges.....	4.	4.	4.	
Investment fees.....	3,928.	3,928.	3,928.	
Office supplies.....	113.	113.	113.	
Postage & Delivery.....	67.	67.	67.	
Total	<u>\$ 4,172.</u>	<u>\$ 4,172.</u>	<u>\$ 4,172.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Cash Grants and Allocations

Class of Activity: Charitable  
 Donee's Name: Greenpeace Fund  
 Donee's Address: 702 H St NW Suite 300  
 Washington, DC 20001  
 Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: \$ 5,000.

Class of Activity: Charitable  
 Donee's Name: Pet Helpers and Adoption Center  
 Donee's Address: 1430 Folly Road  
 Charleston, SC 29412  
 Relationship of Donee: Unrelated

Client FESTOON

Festoon Foundation Inc

13-6266382

4/25/12

12:58PM

**Statement 4 (continued)**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Organizational Status of Donee:	Nonprofit		
Amount Given:		\$	4,000.
Class of Activity:	Charitable		
Donee's Name:	S.C. Coastal Conservation Leag		
Donee's Address:	PO Box 1765 Charleston, SC 29402		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			10,000.
Class of Activity:	Charitable		
Donee's Name:	Guide Dog for the Blind		
Donee's Address:	PO Box 3950 San Rafael, CA 94912		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			2,000.
Class of Activity:	Charitable		
Donee's Name:	Hope Rural School		
Donee's Address:	15929 SW 150th Street Indiantown, FL 34956		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			1,000.
Class of Activity:	Charitable		
Donee's Name:	Sea Island Habitat for Humanit		
Donee's Address:	3487 McGill Ct Johns Island, SC 29455		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			1,000.
Class of Activity:	Charitable		
Donee's Name:	Suncoast Seabird Sanctuary Inc		
Donee's Address:	18328 Gulf Blvd Indian Shores, FL 33787		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			1,000.
Class of Activity:	Charitable		
Donee's Name:	Doctors Without Borders		
Donee's Address:	333 Seventh Avenue 2nd Floor New York, NY 10001		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		
Amount Given:			6,000.
Class of Activity:	Charitable		
Donee's Name:	Low Country Open Land Trust		
Donee's Address:	485 East Bay Street Charleston, SC 29403		
Relationship of Donee:	Unrelated		
Organizational Status of Donee:	Nonprofit		

Client FESTOON

Festoon Foundation Inc

13-6266382

4/25/12

12:58PM

**Statement 4 (continued)**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Amount Given: \$ 8,000.

Class of Activity: Charitable  
 Donee's Name: Lowcountry Food Bank  
 Donee's Address: 1635 Cosgrove Avenue  
 Charleston, SC 09404

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 1,500.

Class of Activity: Charitable  
 Donee's Name: Charleston Animal Society  
 Donee's Address: 2455 Remount Road  
 North Charleston, SC 29406

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 10,000.

Class of Activity: Charitable  
 Donee's Name: Charleston Area Therapeutic Riding  
 Donee's Address: PO Box 146  
 Johns Island, SC 29457

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 1,000.

Class of Activity: Charitable  
 Donee's Name: Planned Parenthood  
 Donee's Address: 200 Rutledge Avenue  
 Charleston, SC 29403

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 1,000.

Class of Activity: Charitable  
 Donee's Name: Charleston Library Society  
 Donee's Address: 164 King Street  
 Charleston, SC 29401

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 100.

Class of Activity: Charitable  
 Donee's Name: Idaho Black Bear Rehab, Inc.  
 Donee's Address: 6097 Arney Lane  
 Garden City, ID 83714

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 500.

Class of Activity: Charitable  
 Donee's Name: Our Lady of Mercy Outreach Center  
 Donee's Address: 1684 Brownswood Road  
 Johns Island, SC 29457

Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit

Client FESTOON

Festoon Foundation Inc

13-6266382

4/25/12

12:58PM

**Statement 4 (continued)**  
**Form 990-PF, Part I, Line 25**  
**Contributions, Gifts, and Grants**

Amount Given: \$ 1,000.

Class of Activity: Charitable  
 Donee's Name: Rare Species Conservation Foundation  
 Donee's Address: PO Box 1371  
 Loxahatchee, FL 33470  
 Relationship of Donee: Unrelated  
 Organizational Status of Donee: Nonprofit  
 Amount Given: 500.

Total \$ 53,600.

**Statement 5**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Federal Tax Payment..... \$ 168.  
 Prior year adjusted..... 224.  
Total \$ 392.

**Statement 6**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	500 American Express Co	Purchased	8/03/1994	Various	23,492.		3,994.	19,498.				\$ 19,498.
2	300 Chevron Corp	Purchased	3/23/1995	Various	30,873.		6,411.	24,462.				24,462.
3	300 Comcast Corp Cl A	Purchased	Various	2/23/2011	7,539.		6,355.	1,184.				1,184.
4	100 Conoco Philips	Purchased	6/28/2002	2/23/2011	7,743.		2,922.	4,821.				4,821.
5	100 Diageo PLC Spon ADR	Purchased	2/10/2005	2/23/2011	7,802.		5,566.	2,236.				2,236.
6	200 Walt Disney Corp	Purchased	8/15/2001	2/23/2011	8,577.		5,283.	3,294.				3,294.
7	100 Kimberly Clark Corp	Purchased	10/07/1997	2/23/2011	6,535.		4,952.	1,583.				1,583.
8	400 Union Pacific	Purchased	Various	Various	39,657.		9,073.	30,584.				30,584.
											Total	\$ <u>87,662.</u>

2011

Federal Statements

Page 5

Client FESTOON

Festoon Foundation Inc

13-6266382

10.48AM

5/07/12

**Statement 7  
Form 990-PF, Part XV, Line 2a-d  
Application Submission Information**

Name of Grant Program:  
Name: Justine J Nathan  
Care Of:  
Street Address: PO Box 544  
City, State, Zip Code: Colts Neck, NJ 07722  
Telephone: ~~432-866-4493~~ 732 513-0519  
Form and Content: None  
Submission Deadlines: None  
Restrictions on Awards: None



**State of New Jersey**

**County of Monmouth**

We swear under oath the following documents attached hereto:

**990-PF**

All of which comprise the 2011 year reported for periodic report for the FESTOON FOUNDATION have been examined by us and the best of our knowledge and belief the contents thereof are true and complete.

Justine J. Nathan

*Justine J Nathan*

Sworn to before me this *third* day of May 3, 2012

*Janet Willgerodt*

**JANET L WILLGERODT**  
ID # 2027313  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
My Commission Expires May 3, 2017