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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation JOSEPHINE LAWRENCE HOPKINS FOUNDATION		A Employer identification number 13-6277593
Number and street (or P.O. box number if mail is not delivered to street address) c/o Cullen and Dykman, 100 Quentin Roosevelt Blvd.	Room/suite 402	B Telephone number (see instructions) 516-357-3815
City or town, state, and ZIP code Garden City, NY 11530-4850		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) \$ 6,716,101.33	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	39.48	39.48		
	4 Dividends and interest from securities	64,328.53	64,328.53		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(60,638.46)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		-0-		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	227,349.99	228,556.99			
12 Total. Add lines 1 through 11	231,079.54	292,925.00			
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)	21,708.48	8,125.00		13,583.48
	b Accounting fees (attach schedule)	9,653.00	2,010.00		7,643.00
	c Other professional fees (attach schedule)	46,000.00	46,000.00		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,429.44			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,093.48	371.85		3,721.63
	24 Total operating and administrative expenses. Add lines 13 through 23	100,884.40	56,506.85		24,948.11
	25 Contributions, gifts, grants paid	323,000.00			323,000.00
26 Total expenses and disbursements. Add lines 24 and 25	423,884.40	56,506.85		347,948.11	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(192,804.86)				
b Net investment income (if negative, enter -0-)		236,418.15			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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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			
	2 Savings and temporary cash investments	450,230.92	178,766.83	178,766.83
	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)	2,378,518.43	2,508,063.66	4,233,344.50
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,605,832.52	1,514,153.52	2,303,990.00
	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)	4,434,581.87	4,200,984.01	6,716,101.33
	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)	-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.			
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,434,581.87	4,200,984.01	
	31 Total liabilities and net assets/fund balances (see instructions)	4,434,581.87	4,200,984.01	

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	4,434,581.87
2 Enter amount from Part I, line 27a	2	(192,804.86)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,241,777.01
5 Decreases not included in line 2 (itemize) ▶ LP suspended losses and non-deductible expenses	5	(40,793.00)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,200,984.01

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				
b	SEE ATTACHED SCHEDULE			
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	(60,638.46)
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	341,926.02	6,224,175.85	5.49
2009	368,838.64	5,870,730.76	6.28
2008	289,873.63	7,594,926.96	3.82
2007	428,804.99	7,571,230.76	5.66
2006	658,632.18	6,559,915.57	10.04

2	Total of line 1, column (d)	2	31.29
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	6.26
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,358,676.93
5	Multiply line 4 by line 3	5	460,653.18
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,364.18
7	Add lines 5 and 6	7	463,017.36
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	347,948.11

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			
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-)			
3	Add lines 1 and 2		4,728	36
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4,728	36
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,500	00
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		12,500	00
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		7,771	64
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 7,771 64 Refunded			

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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) ▶ 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? Website address ►	13	✓	
14	The books are in care of ► Cullen and Dykman LLP Telephone no. ► 516-357-3815 Located at ► 100 Quentin Roosevelt Blvd., Garden City, NY ZIP+4 ► 11530-4850			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				✓

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	✓
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				

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 ☐

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

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	5,775,313.00
b	Average of monthly cash balances	1b	245,425.00
c	Fair market value of all other assets (see instructions)	1c	1,450,000.00
d	Total (add lines 1a, b, and c)	1d	7,470,738.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,470,738.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	112,061.07
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,358,676.93
6	Minimum investment return. Enter 5% of line 5	6	367,933.85

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	367,933.85
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,728.36
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,728.36
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	363,205.49
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	363,205.49
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	363,205.49

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	347,948.11
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	347,948.11
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	347,948.11

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				363,205.49
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				
b From 2007				
c From 2008				244,681.13
d From 2009				79,689.42
e From 2010				43,009.34
f Total of lines 3a through e	367,379.89			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 347,948.11				
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)				
d Applied to 2011 distributable amount				347,948.11
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	15,257.38			15,257.38
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	352,122.51			
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	352,122.51			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				229,423.75
c Excess from 2009				79,689.42
d Excess from 2010				43,009.34
e Excess from 2011				0.00

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 ▶

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	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(iii)				
(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:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV **Supplementary Information (continued)**

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

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)				
a <i>Paid during the year</i>				
SEE ATTACHED LIST				
Total			▶ 3a	323,000.00
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	39.48	
4	Dividends and interest from securities			14	64,328.53	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			15	228,556.99	
8	Gain or (loss) from sales of assets other than inventory			18	(60,638.46)	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)				13	232,286.54

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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 | 1a(1) | | |
| | (2) Other assets | 1a(2) | | |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | |
| | (4) Reimbursement arrangements | 1b(4) | | |
| | (5) Loans or loan guarantees | 1b(5) | | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | |
| 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

**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 John O'Brien

5/2/2012

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Thomas C. Mackasek

Preparer's signature

Thomson, W. W.

Date

5-1-12

Check ☐ if self-employed

PTIN

P00177411

Firm's name ► **Cullen and Dykman LLP**

Firm's EIN ▶ 11-0658700

Firm's address ▶ 100 Quentin Roosevelt Blvd., Garden City, NY 11530

Phone no	516-357-3815
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JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF

EIN: 13-6277593

Statement re Part XV, Line 3

<u>Name and Address</u> <u>(a) Paid During Year</u>	<u>Relationship</u>	<u>Purpose of Grant</u> <u>or Contribution</u>	<u>Foundation</u> <u>Status</u>	<u>Amount</u>
American Society for the Prevention of Cruelty to Animals <i>New York, N.Y.</i>	N/A	*	Public	5,000.00
Andrew Glover Youth Program Inc. <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
Archbishopric of New York <i>New York, N.Y.</i>	N/A	*	Public	10,000.00
Audubon Canyon Ranch for Bouveie Audubon Preserve <i>Glen Ellen, CA</i>	N/A	*	Public	10,000.00
Bide-A-Wee Home Association Inc. <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
Cancer Support Team (The) <i>Mamaroneck, N.Y.</i>	N/A	*	Public	15,000.00
The Schuyler Foundation for Career Bridges <i>Bronxville, N.Y.</i>	N/A	*	Public	40,000.00
Catholic Home Bureau Incarnation Children's Center <i>New York, N.Y.</i>	N/A	*	Public	10,000.00
Children's Cancer & Blood Foundation Inc., <i>New York, N.Y.</i>	N/A	*	Public	15,000.00
Children's Health Fund <i>New York, NY</i>	N/A	*	Public	5,000.00
Christopher Reeve Paralysis Foundation, <i>Springfield, N.J.</i>	N/A	*	Public	10,000.00

<u>Name and Address (a) Paid During Year</u>	<u>Relationship</u>	<u>Purpose of Grant or Contribution</u>	<u>Foundation Status</u>	<u>Amount</u>
Cornell University Astronomy Hopkins Telescope <i>Ithaca, N.Y.</i>	N/A	*	Public	13,000.00
Franciscan Friars of the Atonement <i>Garrison, NY</i>	N/A	*	Public	5,000.00
Fresh Air Fund Inc. (The) <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
Goddard Riverside Community Center, <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
Heart (Humane Education Advocates Reaching Teachers, Inc.) <i>Mamaroneck, NY</i>	N/A	*	Public	2,500.00
Inner-City Scholarship Fund <i>New York, N.Y.</i>	N/A	*	Public	10,000.00
Iona College <i>New Rochelle, N.Y.</i>	N/A	*	Public	2,500.00
Lighthouse, NY Association for the Blind, <i>New York, N.Y.</i>	N/A	*	Public	5,000.00
Lincoln Center for the Performing Arts, Inc., <i>New York, N.Y.</i>	N/A	*	Public	1,000.00
Masonic Toys for Tots Foundation, Inc., <i>New York, N.Y.</i>	N/A	**	Public	10,000.00
Missionaries of Charity <i>New York, N.Y.</i>	N/A	*	Public	5,000.00
New York Foundling Hospital <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
New York Presbyterian Hospital Pediatrics and Child Life Center <i>New York, N.Y.</i>	N/A	*	Public	10,000.00

<u>Name and Address (a) Paid During Year</u>	<u>Relationship</u>	<u>Purpose of Grant or Contribution</u>	<u>Foundation Status</u>	<u>Amount</u>
Police Athletic League <i>New York, N.Y.</i>	N/A	*	Public	12,500.00
Regis High School <i>New York, N.Y.</i>	N/A	*	Public	5,000.00
The Russian Nobility Association <i>New York, NY</i>	N/A	*	Public	10,000.00
Salvation Army (The) <i>New York, N.Y.</i>	N/A	*	Public	2,500.00
Seeing Eye (The) <i>Morristown, N.J.</i>	N/A	*	Public	2,500.00
Soldiers', Sailors', Marines & Airmen's Club Inc. <i>New York, N.Y.</i>	N/A	*	Public	71,500.00
Triple Gem Society <i>Princeton, N.J.</i>	N/A	*	Public	15,000.00
Yale University Medical School, HHT-1 Program , <i>New Haven, CT</i>	N/A	*	Public	5,000.00
YMCA of Greater New York <i>New York, NY</i>	N/A	*	Public	2,500.00
				323,000.00

* For the general purposes of donee.

** Directly supports hospitalized youngsters under the aegis of
the Children's Cancer and Blood Foundation, a public charity.

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF EIN: 13-6277593

Part XV, Line 2

Information regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs

The Foundation makes grants to a relatively small number of pre-selected charitable organizations each year, some of which were benefitted under the Last Will and Testament of the creator of the Foundation. Almost all of the rest of the pre-selected donees are donees who have received grants from the Foundation in past years. On occasion, the Foundation makes grants to other worthwhile charitable organizations that come to the attention of the officers and directors of the Foundation.

The Foundation has no paid staff. The directors meet only once a year, for the annual meeting of directors, usually in October, at which time unsolicited requests for grants are brought to their attention. Past experience indicates that only very rarely do any of these applications result in an addition to the list of pre-selected donees to receive a grant.

The Foundation does not make grants to individuals and does not accept unsolicited applications for funds from individuals.

There is no particular form that the application for a grant must take. Grant applications should be addressed as follows:

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
c/o Cullen and Dykman LLP
177 Montague Street
Brooklyn, New York 11201-3602

The Foundation's telephone number is (718) 855-9000.
Since the Foundation has no paid staff it discourages telephone contact

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF

EIN: 13-6277593

Part VIII, Line 1

<u>Name and Address</u>	Title and Time Devoted to Position	Contribution to Employee Benefit Plans	Expense Account and Other Allowances	Compensation
Ivan Obolensky 425 East 79th Street New York, NY 10021	Director, President and Treasurer, Part-Time	None	None	See Notes
Alison A.F. Chase 515 East 72nd Street New York, NY 10021	Director, Assistant Secretary and Assistant Treasurer Part-Time	None	None	-0-
Vera L. Colage 2100 South Ocean Drive, Apt. 3G Fort Lauderdale, FL 33316	Director, Vice President; Part-Time	None	None	-0-
Lee Harrison Corbin One North Broadway White Plains, NY 10601	Director, Assistant Secretary and Assistant Treasurer; Part-Time	None	None	See Notes
John G. Ledes 16 East 40th Street New York, NY 10016	Director, Assistant Secretary and Assistant Treasurer; Part-Time	None	None	-0-
Kathleen M. McCormack 54-17 31st Avenue Apt. A-2-J Woodside, NY 11377	Director Assistant Secretary and Assistant Treasurer; Part-Time	None	None	See Notes
Thomas C. Mackasek 148 Albertson Parkway Albertson, NY 11507	Assistant Secretary and Assistant Treasurer; Part-Time	None	None	See Notes

NOTES:

Compensation:

(1) Ivan Obolensky is a Vice President-Research of the stock brokerage firm of Wellington Shields & Co. LLC, 140 Broadway, 44th floor, New York, N.Y. 10005. This firm received commissions, not exceeding established stock exchange rates, in connection with the purchase and sale of securities for the Foundation. Ivan Obolensky is a general partner of Astor Capital Management Associates, which firm received compensation for the reasonable value of the investment services provided to the Foundation in connection with the management of its portfolio of securities.

(2) Kathleen M. McCormack and Thomas C. Mackasek are partners in the law firm of Cullen and Dykman LLP. This firm was reimbursed for its actual expenditures and compensated to the extent of the reasonable value of legal and accounting services, as the case may be, rendered to the Foundation in connection with its operation and maintenance of its tax exempt status.

(3) Lee Harrison Corbin is a partner of the law firm of Kurzman Eisenberg Corbin & Lever, LLP, One North Broadway, White Plains, NY 10601. This firm was reimbursed for its actual expenditures and compensated to the extent of the reasonable value of legal services rendered to the Foundation in connection with its operation and maintenance of its tax exempt status.

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF

EIN: 13-6277593

Capital Gains

	<u>Acquired</u>	<u>Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain or (Loss)</u>
1,500 shs. American States Water Co.	09/16/04	01/19/11	51,436.38	30,986.94	20,449.44
3,000 shs. General Electric Co.	07/08/96	03/15/11	56,760.79	40,363.60	16,397.19
Huntington Ingalls Industries Inc., CIL		04/01/11	13.30	0.00	13.30
5,000 shs. Universal Security Instruments Inc.	01/19/11	07/20/11	29,884.21	42,378.61	(12,494.40)
1,000 shs. Encana Corp.	08/09/11	08/19/11	22,923.25	24,630.54	(1,707.29)
333 shs. Huntington Ingalls Industries Inc.	various	08/19/11	9,324.34	5,030.68	4,293.66
2,000 shs. Kinross Gold Corp (New)	03/04/11	08/19/11	33,006.51	32,153.79	852.72
3,000 shs. MDU Resources Group Inc.	various	08/19/11	58,362.99	58,715.14	(352.15)
500 shs. Northrop Grumman Corp New	various	08/19/11	24,239.30	24,127.58	111.72
1,000 shs. Raytheon Company	07/26/06	08/19/11	39,277.64	45,614.08	(6,336.44)
500 shs. United States Steel Corp.	2004	08/19/11	12,909.10	30,125.83	(17,216.73)
1,000 shs. Areva-Societe Des Part De Commissariat A Leneg	03/04/11	09/18/11	29,824.47	49,907.25	(20,082.78)
2,500 shs. Novagold Res Inc. New	03/04/11	09/21/11	19,808.33	35,817.88	(16,009.55)
2,000 shs. Cameco Corp.	various	09/21/11	39,740.91	71,310.97	(31,570.06)
7,500 shs. Novagold Res Inc. New	various	09/30/11	47,374.92	88,637.29	(41,262.37)

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF EIN: 13-6277593

Capital Gains

	<u>Acquired</u>	<u>Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain or (Loss)</u>
500 shs. Goldcorp Inc.	07/24/09	09/30/11	22,397.32	19,505.95	2,891.37
10,000 shs. Caladonia Mining Co.	various	11/01/11	684.14	60,648.80	(59,964.66)
5,000 shs. DeJour Enterprises Ltd.	06/01/07	11/01/11	1,559.25	11,143.68	(9,584.43)
2,000 shs. McGraw Hill Companies Inc.	02/06/96	11/01/11	82,933.69	22,546.36	60,387.33
611 shs. Pace Oil & Gas Ltd.	09/25/06	11/01/11	2,777.19	9,507.86	(6,730.67)
2,000 shs. Southwestern Energy Co.	various	11/01/11	81,042.15	8,942.50	72,099.65
5,000 shs. Titan Uranium Inc.	06/01/07	11/01/11	952.99	9,926.96	(8,973.97)
5,000 shs. Uranium One Inc.	03/40/11	11/01/11	12,933.99	34,303.98	(21,369.99)
500 shs. SPDR Gold Trust ETF	08/17/11	11/01/11	82,843.43	85,330.91	(2,487.48)
1,000 shs. Goldcorp Inc.	12/10/08	12/13/11	46,698.49	28,690.36	18,008.13
			809,709.08	870,347.54	(60,638.46)

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

Part II - Securities, Beginning of Year

<u>Line 2</u>	<u>Savings/Temporary cash investments</u>	<u>Book Value</u>
	Shields & Co.	450,230.92
	Cash and money market funds	

<u>Line 10b</u>	<u>Corporate Stocks</u>	<u>Book Value</u>
	<u>Shares</u>	
10,000	American Paramount Gold Corp.	9,579.48
65,500	American States Water Co.	156,794.59
1,000	BP Prudhoe Bay Royalty Trust	14,996.39
50,000	B2Gold Corp.	46,969.31
10,000	Caladonia Mining Co.	60,648.80
2,000	Cameco Corp.	57,701.46
100	Coeur D Alene Mines Corp Idaho	5,224.35
3,000	Conoco Phillips	93,864.83
5,000	DeJour Enterprises Ltd.	11,143.68
1,000	Denison Mines Corp.	13,828.57
4,000	Devon Energy Corp.	107,957.53
4,000	Duke Energy Corp.	27,226.77
2,000	General Dynamics Corp.	76,227.73
3,000	General Electric Co.	40,363.60
60,000	Gold Canyon Resources, Inc., com	91,905.14
200,000	Gold Canyon Resources, Inc., Restricted	100,000.00

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

<u>Line 10b</u>	<u>Corporate Stocks</u>	<u>Book Value</u>
2,000	Goldcorp Inc New	63,173.89
10,000	Hecla Mining Company	63,628.98
7,500	Imperial Oil Ltd. New	32,617.84
4,000	McGraw Hill Companies Inc.	45,092.72
3,000	MDU Resources Group Inc.	58,715.14
2,000	Northrop Grumman Corp New	101,541.00
611	Pace Oil & Gas Ltd.	9,507.86
2,000	Piedmont Natural Gas Co.	48,849.45
2,500	Proshares Ultrashort ETF Lehman 20+ Year Treasury	110,431.07
5,000	Provident Energy Tr.	48,155.78
1,000	Raytheon Company	45,614.08
5,000	Royal Gold Inc.	197,926.47
12,000	Southwestern Energy Co.	53,654.98
2,000	Spectra Energy Corp.	20,297.62
3,000	Suncor Energy Corp.	58,749.39
1,000	Syngenta AG - ADR	29,404.73
5,000	Titan Uranium Inc.	9,926.96
5,000	Transcanada Corp.	82,361.82
500	United States Steel Corp.	30,125.83
45,000	Uranium Energy Corp.	234,310.59
50,000	Uranium Energy Corp.	120,000.00
		2,378,518.43

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

<u>Line 13</u>	<u>Investments - Other</u>	<u>Book Value</u>
Shares/Units		
2,000	Buckeye Partners	66,992.20
3,000	Energy Transfer Partners	94,736.41
3,000	EV Energy Partner LP	100,853.36
2,000	Kinder Morgan Energy Partners	85,994.91
7,000	Teekay Offshore Partners	133,215.62
2,000	John Hancock Tax-Advantaged Dividend Income Fund	33,206.69
	1% interest in Warner Lambert Listerine Royalty Contract	1,090,833.33
		1,605,832.52

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

Part II - Securities, End of Year

<u>Line 2</u>	<u>Savings/Temporary cash investments</u>	<u>Book Value</u>	<u>Market Value</u>
	Shields & Co.	178,766.83	178,766.83
	Cash and money market funds		

<u>Line 10b</u>	<u>Corporate Stocks</u>	<u>Book Value</u>	<u>Market Value</u>
	<u>Shares</u>		
10,000	American Paramount Gold Corp.	9,579.48	150.00
5,000	American States Water Co.	125,807.65	174,500.00
2,000	American Water Works Co. Inc.	51,739.54	63,720.00
10,000	Aurico Gold Inc.	125,335.10	80,100.00
1,000	BP Prudhoe Bay Royalty Trust	14,996.39	113,960.00
55,000	B2Gold Corp.	65,644.71	169,504.50
1,000	Boeing Co.	71,154.72	73,350.00
1,000	Cameco Corp.	27,977.91	18,050.00
1,000	Coeur D Alene Mines Corp Idaho	24,979.70	24,140.00
3,000	Conoco Phillips	93,864.83	218,610.00
1,000	Denison Mines Corp.	13,828.57	1,250.00
4,000	Devon Energy Corp.	107,957.53	248,000.00
4,000	Duke Energy Corp.	27,226.77	88,000.00
2,000	General Dynamics Corp.	76,227.73	132,820.00
60,000	Gold Canyon Resources, Inc., com	91,905.14	108,600.00

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

<u>Line 10b</u>	<u>Corporate Stocks</u>	<u>Book Value</u>	<u>Market Value</u>
200,000	Gold Canyon Resources, Inc., Restricted	100,000.00	362,000.00
500	Goldcorp Inc New	14,977.58	22,125.00
10,000	Hecla Mining Company	63,628.98	52,300.00
7,500	Imperial Oil Ltd. New	32,617.84	333,600.00
2,000	McGraw Hill Companies Inc.	22,546.36	89,940.00
1,500	Northrop Grumman Corp New	72,382.74	87,720.00
10,000	NovaGold Resources Inc.	107,823.16	84,800.00
2,000	Piedmont Natural Gas Co.	48,849.45	67,960.00
2,500	Proshares Ultrashort ETF Lehman 20+ Year Treasury	110,431.07	45,175.00
5,000	Provident Energy Tr.	48,155.78	48,450.00
5,000	Royal Gold Inc.	197,926.47	337,150.00
1,000	SPDR Gold Trust ETF	170,661.83	151,990.00
10,000	Southwestern Energy Co.	44,712.48	319,400.00
2,000	Spectra Energy Corp.	20,297.62	61,500.00
3,000	Suncor Energy Corp.	58,749.39	86,490.00
1,000	Syngenta AG - ADR	29,404.73	58,940.00
5,000	Transcanada Corp.	82,361.82	218,350.00
45,000	Uranium Energy Corp.	234,310.59	137,700.00
50,000	Uranium Energy Corp. restricted	120,000.00	153,000.00
		2,508,063.66	4,233,344.50

JOSEPHINE LAWRENCE HOPKINS FOUNDATION
2011 - Form 990-PF

<u>Line 13</u>	<u>Investments - Other</u>	<u>Book Value</u>	<u>Market Value</u>
Shares/Units			
2,000	Buckeye Partners	60,346.20	127,960.00
3,000	Energy Transfer Partners	64,191.41	137,550.00
3,000	EV Energy Partner LP	88,995.36	197,700.00
2,000	Kinder Morgan Energy Partners	57,189.91	169,900.00
7,000	Teekay Offshore Partners	119,390.62	186,200.00
2,000	John Hancock Tax-Advantaged Dividend Income Fund	33,206.69	34,680.00
	1% interest in Warner Lambert Listerine Royalty Contract	1,090,833.33	1,450,000.00
		1,514,153.52	2,303,990.00

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF EIN 13-6277593

Page 1, Part I - Revenue

Line 11 - Other Income

Column (a)

Column (b)

Royalties

227,349.99

227,349.99

Limited Partnership, interest, dividends and royalties

0.00

1,207.00

227,349.99

228,556.99

JOSEPHINE LAWRENCE HOPKINS FOUNDATION

2011 Form 990-PF EIN 13-6277593

Page 1, Part I - Expenses

Line 16

Legal, Accounting and other Professional Services:

(a) Cullen and Dykman LLP	11,580.00	
(a) Kurzman Eisenberg Corbin & Lever, LLP	10,000.00	
(a) Disbursements	<u>128.48</u>	21,708.48

reimbursement for their actual expenditures and compensation to the extent of the reasonable value of legal services rendered to the Foundation in connection with its operation and maintenance of its exempt status

(b) Cullen and Dykman LLP - Accounting Fees	9,653.00	9,653.00
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(c) Astor Capital Management Associates		
Investment advisory fees, payable quarterly		
2010 - 1st Quarter	11,500.00	
2010 2nd Quarter	11,500.00	
2010- 3rd Quarter	11,500.00	
2010 - 4th Quarter	<u>11,500.00</u>	46,000.00

Line 17 - Interest

Line 18 - Taxes

IRS - balance 2010 excise tax	4,292.11	
IRS - 2011 estimated excise tax payment	12,500.00	
Foreign tax withheld	<u>2,637.33</u>	19,429.44

Line 23 - Other Expenses

AON Assn Services Division, Premium for directors and officers liability insurance	2,000.00	
Bank of New York, safe deposit box rental	104.04	
Council on Foundations, 2010 Membership fee	760.00	
Wellington Shields & Co., fees and charges	122.51	
Expenses of Annual Meeting of Board of Directors	731.93	
NY Law Journal, publication of annual notice	125.00	
NY State Department of Law, filing fee	<u>250.00</u>	4,093.48

100,884.40