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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 , and ending**

Name of foundation <b>The Enoch Foundation</b>		<b>A Employer identification number</b> 13-6989587
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> \$ 27,645,065		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	23	23		
4 Dividends and interest from securities	705,996	705,996		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-434,135			
b Gross sales price for all assets on line 6a	6,588,095			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,118	2,118		
12 Total. Add lines 1 through 11	274,002	708,137		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	1,030			1,030
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	236,737	236,737		
17 Interest				
18 Taxes (attach schedule) (see instructions)	5,500			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	65,348	23		65,325
24 Total operating and administrative expenses. Add lines 13 through 23	308,615	236,760		66,355
25 Contributions, gifts, grants paid	1,277,000			1,277,000
26 Total expenses and disbursements. Add lines 24 and 25	1,585,615	236,760		1,343,355
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,311,613			
b Net investment income (if negative, enter -0-)		471,377		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,118,496	3,843,183	3,843,183
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	248,574	242,973	247,452
	b Investments—corporate stock (attach schedule)	21,523,090	18,213,048	20,082,206
	c Investments—corporate bonds (attach schedule)	3,869,877	3,149,243	3,380,839
	11 Investments—land, buildings, and equipment basis			
<b>Liabilities</b>	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	142,733	142,710	91,385
	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)	26,902,770	25,591,157	27,645,065
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>Net Assets or Fund Balances</b>	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
<b>Net Assets or Fund Balances</b>	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	26,902,770	25,591,157	
	30 <b>Total net assets or fund balances</b> (see instructions)	26,902,770	25,591,157	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	26,902,770	25,591,157	

**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	26,902,770
2 Enter amount from Part I, line 27a	2	-1,311,613
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	25,591,157
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,591,157

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 6,588,095		6,782,222	-194,127	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>			-194,127	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	-194,127	
<b>3</b> 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 }		<b>3</b>		

**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	769,277	27,307,543	0.028171
2009	676,168	24,276,316	0.027853
2008	891,254	20,636,431	0.043188
2007	0	1,655,372	0.000000
2006	0	0	0.000000
<b>2</b> Total of line 1, column (d)			0.099212
<b>3</b> 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			0.019842
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			28,897,294
<b>5</b> Multiply line 4 by line 3			573,380
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			4,714
<b>7</b> Add lines 5 and 6			578,094
<b>8</b> 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			1,343,355

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,714	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	4,714	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,714	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,351		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	9,351		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,637		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 4,637 Refunded <input type="checkbox"/>	11	0		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ▶				
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	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)?

5b

N/A

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?  
If "Yes" to 6b, file Form 8870

6b

X

**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?

7b

N/A

**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 ATTACHMENT				

**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				
	00			
	00			
	00			
	00			
	00			

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
Robert B. Ferguson & Co. Inc. PO Box 155, Dorset, VT 05251	Investment Management Services	206,743
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative Services	64,325
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	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3	▶ 0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	26,606,248
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,731,106
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	29,337,354
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	29,337,354
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	440,060
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	28,897,294
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,444,865

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,444,865
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	4,714
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,714
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,440,151
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,440,151
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,440,151

**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>	1,343,355
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<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>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,343,355
<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>	4,714
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,338,641

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				1,440,151
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			1,332,259	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	0			
<b>d</b> From 2009	0			
<b>e</b> From 2010	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,343,355				
<b>a</b> Applied to 2010, but not more than line 2a			1,332,259	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2011 distributable amount				11,096
<b>e</b> Remaining amount distributed out of corpus	0			
<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) )	0			0
<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	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<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		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,429,055
<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)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> Excess from 2011	0			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
0					0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<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	0	0	0	0	0
<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					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<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)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
THE WEIZMANN INSTITUTE OF SCIENCE INC 633 3RD AVE FL 20 NEW YORK NY 10017	N/A	509(a)(1)	General & Unrestricted	175,000
AMERICAN THEATRE WORKS INC PO BOX 510 DORSET VT 05251	N/A	509(a)(2)	General & Unrestricted	15,000
ART IN GENERAL INC 79 WALKER ST NEW YORK NY 10013	N/A	509(a)(1)	General & Unrestricted	15,000
BARYSHNIKOV ARTS CENTER INC 450 W 37TH ST STE 501 NEW YORK NY 10018	N/A	509(a)(1)	General & Unrestricted	35,000
BETH MORRISON PROJECTS 305 E 93RD ST APT 4B NEW YORK NY 10128	N/A	509(a)(1)	General & Unrestricted	5,000
CARNEGIE HALL CORPORATION 881 7TH AVE NEW YORK NY 10019	N/A	509(a)(2)	General & Unrestricted	80,000
CHOATE ROSEMARY HALL FOUNDATION INC 333 CHRISTIAN ST WALLINGFORD CT 06492	N/A	509(a)(1)	Enoch Foundation Scholar Program	100,000
CITYWIDE YOUTH OPERA INC PO BOX 3647 NEW YORK NY 10163	N/A	509(a)(1)	General & Unrestricted	2,500
GREEN MTN ACDMY FOR LIFE LONG LEARNING PO BOX 1820 MANCHESTER CENTER VT 05255	N/A	509(a)(2)	General & Unrestricted	15,000
JEWISH MUSEUM 1109 5TH AVE NEW YORK NY 10128	N/A	509(a)(2)	General & Unrestricted	30,000
JOSE LIMON DANCE FOUNDATION 307 W 38TH ST RM 1105 NEW YORK NY 10018	N/A	509(a)(2)	General & Unrestricted	7,500
<b>Total</b> See Attached Statement			▶ <b>3a</b>	1,277,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0

**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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			14	23	
<b>4</b>	Dividends and interest from securities			14	705,996	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-434,135	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> K-1 Pass-Through Income			14	2,118	
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		274,002	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations )				13 274,002	274,002

## 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**

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

[illegible]

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

- 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

Date \_\_\_\_\_

Title

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

**Paid** ✓  
**Preparer**  
**Use Only**

Print/Type preparer's name

Jeffrey D. Haskell

Preparer's signature

Jeffrey D. Haskell

Date \_\_\_\_\_

6/28/2012

Check ☐ if self-employed

PTIN

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ▶ 51-0398347

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:				2,118	2,118	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	LAZARD LTD K-1 Pass-Through Share of Partnership Income/(Loss)	2,118	2,118	0		
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:					1,030	0	0	0	1,030
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	General Governance Matters and Counseling	1,030	0	0	1,030				
2									
3									
4									
5									
6									
7									
8									
9									
10									



**Form 990-PF, Part I, Line 16c - Other Professional Fees**

		TOTAL:	236,737	236,737	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Investment Management Services	236,737	236,737	0	0	
2						
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		5,500	0	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	5,500	0	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					65,348	23	(c)	0	65,325
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Administrative Fees	64,325	0	0	64,325				
2	State or Local Filing Fees	750	0	0	750				
3	K-1 pass-through LAZARD LTD	23	23	0	0				
4	Public Disclosure in Newspaper Ad	250	0	0	250				
5									
6									
7									
8									
9									
10									

**Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations**

<b>TOTAL:</b>			<b>242,973</b>	<b>247,452</b>
	Description	Book Value End of Year	FMV End of Year	
<b>1</b>	GNMA - 4.000% - 02/15/2039 - POOL 487668 (36210BW50)	86,810	93,497	
<b>2</b>	US TREAS NOTE - 4 375% - 08/15/2012 (912828AJ9)	156,163	153,955	
<b>3</b>				
<b>4</b>				
<b>5</b>				
<b>6</b>				
<b>7</b>				
<b>8</b>				
<b>9</b>				
<b>10</b>				

## Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		Description	TOTAL:			18,213,048		20,082,206	
			Shares	Book Value	End of Year	End of Year	FMV	End of Year	
1	AIR PRODS & CHEM INC (APD)		4,700	393,475			400,393		
2	ALTRIA GROUP INC (MO)		6,000	128,545			177,900		
3	AMERICAN ELECTRIC POWER INC (AEP)		6,500	259,068			268,515		
4	AMERICAN EXPRESS CO (AXP)		6,200	266,829			292,454		
5	APPLE INC (AAPL)		1,650	357,113			668,251		
6	AT&T CORP COM NEW (T)		7,000	296,905			211,680		
7	BANK OF AMERICA CORP (BAC)		14,000	254,508			77,840		
8	BARCLAYS BANK PLC PRFD 'C' (BCS-PC)		5,000	119,190			105,400		
9	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)		5,000	323,957			381,500		
10	BHP BILLITON LIMITED (BHP)		2,500	146,444			176,575		
11	CENTRAL GOLDTRUST (GTU)		1,700	92,562			100,589		
12	CHEVRON CORP (CVX)		3,300	251,355			351,120		
13	COCA-COLA CO (KO)		6,000	258,630			419,820		
14	COLUMBIA FDS INSTI TR CMG ULTRA SHORT TERM BOND F (CMGUX)		27,233	250,000			244,281		
15	COLUMBIA FDS SRS TR, COLUMBIA S SHORT-TERM BOND FU (NSTMX)		31,120	300,000			306,846		
16	COMCAST CORP NTS - 6 625% - 05/15/2056 (CC-S)		7,300	181,220			190,457		
17	CSX CORP (CSX)		12,000	262,817			252,720		
18	CUMMINS INC (CMI)		1,500	156,740			132,030		
19	CVS CAREMARK CORP. (CVS)		6,000	203,660			244,680		
20	DEERE CO (DE)		5,000	444,643			386,750		
21	DIAGEO PLC ADS (DEO)		1,400	118,916			122,388		
22	DOLLAR GENERAL CORP (DG)		7,000	208,898			287,980		
23	EMC CORP-MASS (EMC)		9,000	224,632			193,860		
24	ENSCO PLC (ESV)		4,500	260,895			211,140		
25	EXPRESS SCRIPTS HOLDING CO (ESRX)		6,000	197,664			268,140		
26	EXXON MOBIL CORP (XOM)		3,000	219,490			254,280		
27	FORD MOTOR COMPANY (F)		14,000	249,074			150,640		
28	FREEMPORT-MCMORAN COPPER & GOLD INC. (FCX)		4,000	109,959			147,160		
29	GENERAL ELECTRIC CO (GE)		12,256	228,291			219,505		
30	GOLDMAN SACHS GROUP INC PFD - 6 200% (38144X500)		4,000	86,387			96,040		
31	GOOGLE INC CL A (GOOG)		700	436,455			452,130		
32	H.J. HEINZ COMPANY (HNZ)		5,300	193,703			286,412		
33	HALLIBURTON COMPANY (HAL)		10,000	301,970			345,100		
34	INTERNATIONAL BUSINESS MACHINES (IBM)		2,500	255,041			459,700		
35	ISHARES LEHMAN 1-3 Y (CSJ)		2,000	207,980			208,400		
36	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)		5,500	192,839			208,670		
37	ISHARES MSCI PACIFIC EX-JAPAN (EPP)		5,700	160,118			221,901		
38	JOHNSON & JOHNSON (JNJ)		5,500	358,423			360,690		
39	JP MORGAN CHASE & CO (JPM)		8,000	263,537			266,000		
40	LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES (LSBDX)		7,102	101,702			98,930		
41	MATTHEWS CHINA FD (MCHFX)		17,529	365,550			377,046		

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

		TOTAL:		18,213,048		20,082,206	
	Description	Shares	Book Value End of Year	FMV End of Year			
42	MATTHEWS INDIA FUND (MINDX)	16,859	288,308	229,118			
43	MCDERMOTT INT PANAMA (MDR)	14,000	327,290	161,140			
44	MCDONALD'S CORP (MCD)	4,000	230,058	401,320			
45	MEDCO HEALTH SOLUTIONS INC (MHS)	4,000	229,732	223,600			
46	METLIFE INC PFD B - 6.500% (MET-PB)	9,000	191,569	229,320			
47	MICROSOFT CORPORATION (MSFT)	13,000	412,898	337,480			
48	NATL OILWELL VARCO (NOV)	4,000	180,511	271,960			
49	NESTLE S.A (NSRGY.PK)	3,500	184,615	201,985			
50	NEXTERA ENERGY - 6 600% - 10/01/2066 (FGC)	4,500	115,317	114,210			
51	NORFOLK SOUTHERN CORP (NSC)	4,700	219,440	342,442			
52	ORACLE CORP (ORCL)	13,000	245,009	333,450			
53	PEPSICO INC (PEP)	5,000	316,671	331,750			
54	PHILIP MORRIS INTL (PM)	6,000	293,652	470,880			
55	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	5,000	227,392	206,400			
56	POWERSHARES QQQ NASDAQ 100 (QQQ)	7,500	319,152	418,725			
57	PPL CORPORATION (PPL)	4,000	105,948	117,680			
58	PRAXAIR INC. (PX)	3,000	228,543	320,700			
59	PUBLIC SVC ENTERPRISE GROUP INC (PEG)	5,500	158,835	181,555			
60	REPUBLIC SVCS INC. (RSG)	12,000	351,630	330,600			
61	SCHLUMBERGER LTD (SLB)	3,500	331,005	239,085			
62	SUPERIOR ENERGY SV (SPN)	7,500	242,360	213,300			
63	THERMO FISHER SCIENTIFIC INC (TMO)	6,000	275,237	269,820			
64	TORTOISE MLP FD INC (NTG)	12,000	306,403	309,240			
65	UNILEVER PLC AMER (UL)	6,500	208,522	217,880			
66	UNION PACIFIC (UNP)	6,300	412,399	667,422			
67	UNITED TECHNOLOGIES CORP (UTX)	4,000	271,269	292,360			
68	VANGUARD GNMA FUND (VFIIX)	18,850	200,000	208,673			
69	VANGUARD INFL-PROTECTED SECS (VIPSX)	16,639	200,000	234,778			
70	VANGUARD INTERMEDIATE TERM BOND INDEX FUND SIGNAL (VIBSX)	9,470	100,000	111,458			
71	VANGUARD INTERMEDIATE-TERM CORPORATE FUND (VFICX)	23,437	200,000	234,137			
72	VERIZON COMMUNICATIONS (VZ)	6,500	211,391	260,780			
73	WALT DISNEY HOLDINGS CO. (DIS)	7,000	240,066	262,500			
74	WASTE MANAGEMENT INC. (WM)	8,500	278,495	278,035			
75	WELLS FARGO CAPITAL XI PFD - 6 250% - 06/15/2067 (FWF)	4,000	100,389	100,680			
76	WISDOMTREE EMERGING MARKETS DEBT (ELD)	3,500	177,340	170,240			
77	YAMANA GOLD INC (AUY)	11,000	142,417	161,590			

**Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds**

	Description	Shares	Book Value End of Year	FMV End of Year
TOTAL: 3,149,243 3,380,839				
1	ABBOTT LABS NT - 5.600% - 11/30/2017 (002819AB6)	100,000	97,222	119,415
2	AMERICAN EXPRESS - 3.000% - 12/15/2013 (02586JAR7)	100,000	100,000	101,208
3	AT&T INC BD - 5.500% - 02/01/2018 (00206RAJ1)	150,000	149,315	174,497
4	AT&T NT - 4.950% - 01/15/2013 (00206RAF9)	100,000	103,077	104,045
5	BANK AMER CORP - 5.250% - 09/15/2015 (06050WBT1)	100,000	100,000	96,156
6	BRISTOL MYERS SQUIBB - 5.250% - 08/15/2013 (110122AL2)	100,000	99,738	107,539
7	CARDINAL HEALTH - 5.500% - 09/12/2011 (14149YAS7)	100,000	100,570	106,000
8	CARDINAL HEALTH INC - 5.850% - 12/15/2017 (14149YAH1)	100,000	100,249	116,375
9	CVS CAREMARK - 5.750% - 06/01/2017 (126650BH2)	100,000	100,861	116,750
10	E I DU PONT DE - 4.875% - 04/30/2014 (263534BN8)	100,000	98,970	109,230
11	FORD MOTOR CREDIT - 3.000% - 06/20/2013 (34540TAE2)	100,000	100,000	97,665
12	GENERAL ELEC - 5.250% - 10/19/2012 (36962G3K8)	150,000	151,885	155,775
13	HEWLETT-PACKARD CO NT - 4.500% - 03/01/2013 (428236AQ6)	300,000	294,102	308,852
14	HOME DEPOT INC - 5.400% - 03/01/2016 (437076AP7)	200,000	195,523	231,848
15	HSBC FIN CORP - 3.750% - 09/15/2012 (40429XWVF9)	100,000	100,000	99,453
16	HSBC FIN CORP - 4.000% - 01/15/2015 (40429XWX0)	100,000	100,000	97,830
17	JPMORGAN & CHASE - 6.625% - 03/15/2012 (46625HAN0)	100,000	101,003	101,004
18	MORGAN STANLEY - 5.375% - 10/15/2015 (61746SBR9)	100,000	101,877	97,719
19	MORGAN STANLEY GLBL NT - 5.300% - 03/01/2013 (617446HR3)	100,000	101,098	101,398
20	PPL ENERGY SUPPLY - 5.700% - 10/15/2035 (69352JAG2)	50,000	50,750	54,252
21	PPL ENERGY SUPPLY LLC - 6.300% - 07/15/2013 (69352JAM9)	150,000	150,980	160,260
22	TRANSOCEAN SEDCO FOREX - 5.250% - 03/15/2013 (893830AR0)	100,000	100,428	102,800
23	TYCO INTL GROUP SA - 6.000% - 11/15/2013 (902118BK3)	100,000	100,650	108,333
24	VERIZON COMM - 4.350% - 02/15/2013 (92343VAJ3)	100,000	101,839	103,916
25	WELLPOINT - 5.250% - 01/15/2016 (94973VAK3)	100,000	98,864	111,956
26	XEROX - 6.350% - 05/15/2018 (984121BW2)	100,000	101,500	112,646
27	XTO ENERGY - 5.500% - 06/15/2018 (98385XAP1)	150,000	148,742	183,917

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			142,710	91,385
	Asset Description	Book Value End of Year	FMV End of Year	
1	LAZARD LTD (LAZ)	142,710	91,385	
2				
3				
4				
5				
6				
7				
8				
9				
10				



**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

TOTAL:										0	0	0
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct		
1	Robert B Ferguson *	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0		
* Robert B Ferguson received no compensation for serving as a Trustee of the Foundation. Mr. Ferguson's company, Robert B. Ferguson & Co. Inc., was paid \$206,743 by the Foundation during the taxable year ending December 31, 2011 to provide investment management services. The compensation is reported on Part I, Line 16c to be consistent with the character of the expense.												
3												
4												
5												
6												
7												
8												
9												
10												

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

LIGHTHOUSE INTERNATIONAL

**Street**

111 E 59TH ST-13TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10022

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

35,000

**Name**

MANCHESTER MUSIC FESTIVAL INC

**Street**

PO BOX 33

**City**

MANCHESTER

**State**

VT

**Zip Code**

05254

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

MANHATTAN SCHOOL OF MUSIC

**Street**

120 CLAREMONT AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10027

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

MAVERICK CONCERTS INC

**Street**

PO BOX 9

**City**

WOODSTOCK

**State**

NY

**Zip Code**

12498

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

METROPOLITAN OPERA ASSOCIATION INC

**Street**

LINCOLN CENTER

**City**

NEW YORK

**State**

NY

**Zip Code**

10023

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

120,000

**Name**

MUSEUM OF MODERN ART

**Street**

11 W 53RD ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10019

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

50,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

NATURAL HISTORY MUSEUM OF THE ADIRONDACKS

**Street**

45 MUSEUM DR

**City**

TUPPER LAKE

**State**

NY

**Zip Code**

12986

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

50,000

**Name**

NEW YORK CITY CENTER INC

**Street**

130 W 56TH ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10019

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

35,000

**Name**

NEW YORK CITY OPERA INC

**Street**

75 BROAD ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10004

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

NEW YORK PUBLIC RADIO

**Street**

160 VARICK ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10013

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

WQXR Radio

**Amount**

20,000

**Name**

NEW YORK PUBLIC RADIO

**Street**

160 VARICK ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10013

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

WQXR Radio

**Amount**

5,000

**Name**

NEW YORK UNIVERSITY SCHOOL OF MEDICINE

**Street**

530 1ST AVE, HCC-6D

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Department of Neurology

**Amount**

10,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

NEW YORK UNIVERSITY SCHOOL OF MEDICINE

**Street**

530 1ST AVE, HCC-6D

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Department of Neurology

**Amount**

100,000

**Name**

PHILHARMONIC-SYMPHONY SOCIETY OF NEW YORK INC

**Street**

10 LINCOLN CENTER PLZ

**City**

NEW YORK

**State**

NY

**Zip Code**

10023

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

85,000

**Name**

SOUTHERN VERMONT ARTS CENTER INC

**Street**

PO BOX 617

**City**

MANCHESTER

**State**

VT

**Zip Code**

05254

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Name**

ST LUKES CHAMBER ENSEMBLE INC

**Street**

450 W 37TH ST STE 502

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

85,000

**Name**

THE METROPOLITAN MUSEUM OF ART

**Street**

1000 5TH AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10028

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

60,000

**Name**

THINKDANCE INC

**Street**

235 W 102ND ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10025

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

WATERSIDE SCHOOL INC

**Street**

770 PACIFIC ST

**City**

STAMFORD

**State**

CT

**Zip Code**

06902

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

50,000

**Name**

WOODSTOCK CHAMBER ORCHESTRA INC

**Street**

PO BOX 711

**City**

WOODSTOCK

**State**

NY

**Zip Code**

12498

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0