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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE CARROLL AND MILTON PETRIE FOUNDATION INC

A Employer identification number
20-1451752

Number and street (or P O box number if mail is not delivered to street address)
C/O STROOCK STROOCK 180 MAIDEN LANE

Room/suite

B Telephone number (see page 10 of the instructions)
(212) 806-6115

City or town, state, and ZIP code
NEW YORK, NY 10038

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 19,538,392

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 page 11 of the 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)	734,799			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	599,932	599,932		
	4 Dividends and interest from securities.	207,518	207,518		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	86,008			
	b Gross sales price for all assets on line 6a 13,703,629				
	7 Capital gain net income (from Part IV, line 2)		86,008		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,049	-1,185		
	12 Total. Add lines 1 through 11	1,635,306	892,273		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	140,625	0		140,625
	15 Pension plans, employee benefits	68,555	0		68,555
	16a Legal fees (attach schedule).	64,080	16,020		48,060
	b Accounting fees (attach schedule).	50,900	12,725		38,175
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	11,876	201		11,675
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	144,325	132,500		11,825
	24 Total operating and administrative expenses. Add lines 13 through 23	480,361	161,446		318,915
	25 Contributions, gifts, grants paid	5,482,955			5,482,955
	26 Total expenses and disbursements. Add lines 24 and 25	5,963,316	161,446		5,801,870
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-4,328,010			
b Net investment income (if negative, enter -0-)			730,827		
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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	1,615	2,890	2,891
	2	Savings and temporary cash investments	481,349	312,660	312,659
	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 page 15 of the 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)	749,152	☒ 990,000	990,000
	b	Investments—corporate stock (attach schedule)	13,654,402	☒ 13,072,062	13,072,062
	c	Investments—corporate bonds (attach schedule).	7,670,383	☒ 2,594,889	2,594,889
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,457,186	☒ 2,565,891	2,565,891
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,014,087	19,538,392	19,538,392
	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	25,014,087	19,538,392	
	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 page 17 of the instructions)	25,014,087	19,538,392	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,014,087	19,538,392	

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	25,014,087
2	Enter amount from Part I, line 27a	2	-4,328,010
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,686,077
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5	1,147,685
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,538,392

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,703,629		13,617,621	86,008
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			86,008
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	86,008
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 pages 13 and 17 of the 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 page 18 of 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	6,711,116	25,839,692	0 259721
2009	7,492,175	25,535,597	0 293401
2008	13,118,090	22,332,111	0 587409
2007	13,039,645	73,650,413	0 177048
2006	11,876,317	63,006,375	0 188494

2 Total of line 1, column (d).	2	1 506073
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 301215
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	33,883,609
5 Multiply line 4 by line 3.	5	10,206,251
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	7,308
7 Add lines 5 and 6.	7	10,213,559
8 Enter qualifying distributions from Part XII, line 4.	8	5,801,870

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	14,617
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	14,617
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	14,617
6		Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	363		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,000		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	18,363
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	318
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,428
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 3,428 Refunded		11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ 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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BARBARA LAMAR CO STROOCK STROOCK Telephone no (212) 806-6115 Located at 180 MAIDEN LANE NEW YORK NY ZIP+4 10038			
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.			
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?	15		
			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	16		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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the 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		No
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			
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 page 20 of the 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?			
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		No
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		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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	

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 page 22 of the 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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
NANCY LAING	FORMER EXECUTIVE	80,208	42,515	0
180 MAIDEN LANE NEW YORK, NY 10038	DIR 35 00			
BETH LEIF	EXECUTIVE	60,417	0	0
180 MAIDEN LANE NEW YORK, NY 10038	DIRECTOR 35 00			
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
STROOCK & STROOCK & LAVAN LLP 180 MAIDEN LANE NEW YORK, NY 100384982	LEGAL	64,080
LOEB & TROPER LLP 655 THIRD AVENUE NEW YORK, NY 10017		
	ACCOUNTING	50,900
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	33,165,942
b	Average of monthly cash balances.	1b	1,233,661
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	34,399,603
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	34,399,603
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	515,994
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,883,609
6	Minimum investment return. Enter 5% of line 5.	6	1,694,180

Part XI

Distributable Amount (see page 25 of the 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	1,694,180
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	14,617
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,617
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,679,563
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,679,563
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,679,563

Part XII

Qualifying Distributions (see page 25 of the 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	5,801,870
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	5,801,870
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,801,870
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,679,563
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.				8,737,846
b From 2007.				9,441,912
c From 2008.				12,012,850
d From 2009.				6,242,265
e From 2010.				5,432,768
f Total of lines 3a through e.	41,867,641			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,801,870				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	5,801,870			
d Applied to 2011 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,679,563			1,679,563
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,989,948			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	7,058,283			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	38,931,665			
10 Analysis of line 9				
a Excess from 2007. . . .				9,441,912
b Excess from 2008. . . .				12,012,850
c Excess from 2009. . . .				6,242,265
d Excess from 2010. . . .				5,432,768
e Excess from 2011. . . .				5,801,870

Part XIVPrivate Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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	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 Paid during the year See Additional Data Table				
Total			3a	5,482,955
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	599,932	
4	Dividends and interest from securities. . . .			14	207,518	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	86,008	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a FOREIGN EXCHANGE LOSS			01	-1,185	
b	MISCELLANEOUS			01	8,234	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		900,507	0
13	Total. Add line 12, columns (b), (d), and (e).					900,507

[illegible]

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)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 or fiduciary) is based on all information of which preparer has any knowledge					
	*****		2013-01-10	*****		
	Signature of officer or trustee		Date	Title		
	Paid Preparer's Use Only	Preparer's Signature	FREDERICK H ROTHMAN	Date	Check if self-employed ☒	PTIN P01275277
		Firm's name	LOEB & TROPER LLP 655 THIRD AVENUE 12TH FLOOR		Firm's EIN 13-1517563	
Firm's address		NEW YORK, NY 10017		Phone no (212) 867-4000		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization THE CARROLL AND MILTON PETRIE FOUNDATION INC	Employer identification number 20-1451752
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE CARROLL AND MILTON PETRIE FOUNDATION INC	Employer identification number 20-1451752
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE CARROLL AND MILTON PETRIE FOUNDATION INC	Employer identification number 20-1451752
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization THE CARROLL AND MILTON PETRIE FOUNDATION INC	Employer identification number 20-1451752
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 20-1451752

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TRUST UWO MILTON PETRIE ART 22A6 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$49,500	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
2	TRUST UWO MILTON PETRIE ART 22A7 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$10,500	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
3	TRUST UWO MILTON PETRIE ART 22A5 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$100,800	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
4	TRUST UWO MILTON PETRIE ART 22A1 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$155,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
5	TRUST UWO MILTON PETRIE ART 22A8 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$179,999	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
6	TRUST UWO MILTON PETRIE ART 22A3 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEWYORK, NY 10038	\$30,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>7</u>	TRUST UWO MILTON PETRIE ART 22A5 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEW YORK, NY 10038	\$ <u>49,999</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>8</u>	TRUST UWO MILTON PETRIE ART 22A4 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEW YORK, NY 10038	\$ <u>24,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>9</u>	TRUST UWO MILTON PETRIE ART 22A9 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEW YORK, NY 10038	\$ <u>25,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>10</u>	TRUST UWO MILTON PETRIE ART 22A6 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEW YORK, NY 10038	\$ <u>30,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>11</u>	TRUST UWO MILTON PETRIE ART 22A8 STROOCKSTROOCK LAVAN 180 MAIDEN LAN NEW YORK, NY 10038	\$ <u>80,000</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Additional Data

Software ID:
Software Version:
EIN: 20-1451752
Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
JEROME A MANNING	PRESIDENT/DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
JEAN L TROUBH	VICE- PRESIDENT/DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
CARROLL PETRIE	CHAIRMAN/DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
CHARLES A KLEIN	SECRETARY/DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
ETTA BRANDMAN	TREASURER 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
PAUL O LECLERC	DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				
MICHAEL GOLDBERG	DIRECTOR 1 00	0	0	0
180 MAIDEN LANE NEW YORK,NY 10038				

Form 990PF Part XV Line 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 Paid during the year				
BARD COLLEGEPO BOX 5000 ANNANDALEONHUDSON,NY 12504	NONE	PUBLIC	EDUCATIONAL	407,236
BARUCH COLLEGE5 LEXINGTON AVENUE NEW YORK,NY 10010	NONE	PUBLIC	EDUCATIONAL	100,000
BRANDEIS UNIVERSITY415 SOUTH STREET WALTHAM,MA 02454	NONE	PUBLIC	EDUCATIONAL	175,000
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVENUE BROOKLYN,NY 11210	NONE	PUBLIC	EDUCATIONAL	100,000
CHESS-IN-THE-SCHOOLS520 EIGHTH AVENUE NEW YORK,NY 10018	NONE	PUBLIC	EDUCATIONAL	75,000
CITY COLLEGE OF NEW YORK160 CONVENT AVENUE NEW YORK,NY 10031	NONE	PUBLIC	EDUCATIONAL	25,000
CITY PARKS FOUNDATION830 FIFTH AVENUE NEW YORK,NY 10021	NONE	PUBLIC	EDUCATIONAL	25,000
COLLEGE OF STATEN ISLAND2800 VICTORY BLVD STATEN ISLAND,NY 10314	NONE	PUBLIC	EDUCATIONAL	100,000
FUND FOR PUBLIC SCHOOLS52 CHAMBERS STREET NEW YORK,NY 10007	NONE	PUBLIC	EDUCATIONAL	200,000
JOHN JAY COLLEGE OF CRIMINAL JUSTICE524 WEST 59TH STREET NEW YORK,NY 10019	NONE	PUBLIC	EDUCATIONAL	100,000
LEHMAN COLLEGE250 BEDFORD PARK BOULEVARD WEST BRONX,NY 10468	NONE	PUBLIC	EDUCATIONAL	100,000
NEW TEACHER CENTER725 FRONT STREET SUITE 400 SANTA CRUZ,CA 95060	NONE	PUBLIC	EDUCATIONAL	155,900
NEW YORK CITY OUTWARD BOUND 29-46 NORTHERN BLVD NEW YORK,NY 11101	NONE	PUBLIC	EDUCATIONAL	50,000
NEW YORK PUBLIC LIBRARYFIFTH AVENUE 42ND STREET NEW YORK,NY 10018	NONE	PUBLIC	EDUCATIONAL	350,000
NEW YORK UNIVERSITY25 WEST 4TH STREET NEW YORK,NY 10012	NONE	PUBLIC	EDUCATIONAL	1,000,000
NEW YORK VISIONS FOR PUBLIC SCHOOLS INC320 W 13TH STREET NEW YORK,NY 10014	NONE	PUBLIC	EDUCATIONAL	300,000
POLICE ATHLETIC LEAGUE34 1/2 EAST 12TH STREET NEW YORK,NY 10003	NONE	PUBLIC	EDUCATIONAL	500,000
PURCHASE COLLEGE FOUNDATION 735 ANDERSON HILL RD PURCHASE,NY 10577	NONE	PUBLIC	EDUCATIONAL	100,000
QUEENS COLLEGE65-30 KISSENA BLVD FLUSHING,NY 11367	NONE	PUBLIC	EDUCATIONAL	100,000
RESEARCH FOUNDATION FOR CUNY 30 WEST 41ST ST NEW YORK,NY 10036	NONE	PUBLIC	EDUCATIONAL	100,000
TEACH FOR AMERICA315 WEST 36TH STREET NEW YORK,NY 10018	NONE	PUBLIC	EDUCATIONAL	500,000
THE NEW SCHOOL66 WEST 66 12TH STREET NEW YORK,NY 10011	NONE	PUBLIC	EDUCATIONAL	92,819
TURNAROUND FOR CHILDREN INC 25 WEST 45TH STREET NEW YORK,NY 10036	NONE	PUBLIC	EDUCATIONAL	727,000
YORK COLLEGE FOUNDATION94 - 20 GUY R BREWER BLVD JAMAICA,NY 11451	NONE	PUBLIC	EDUCATIONAL	100,000
Total  3a				5,482,955

TY 2011 Accounting Fees Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	50,900	12,725		38,175

TY 2011 Distribution from Corpus Election

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Election: PURSUANT TO IRC SECTION 4942(H)(2) AND REG. SECTION 53.4942(A)(2), TAXPAYER ELECTS TO TREAT \$5,801,870 OF CURRENT QUALIFYING DISTRIBUTIONS AS COMING FROM CORPUS.

**TY 2011 Investments Corporate
Bonds Schedule****Name:** THE CARROLL AND MILTON PETRIE FOUNDATION INC**EIN:** 20-1451752

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ATTEL CORP	267,925	267,925
CITIGROUP INC	153,185	153,185
CREDIT SUISSE NEW YORK	173,026	173,026
HOUSEHOLD FINANCE CORP.	153,228	153,228
JP MORGAN CHASE	179,345	179,345
KOREA DEV BK	206,347	206,347
MBNA CORP	170,734	170,734
MORGAN STANLEY	162,018	162,018
NJ ECONOMIC DEV AUTH REV FLTG	250,038	250,038
PRUDENTIAL FINANCIAL INC.	218,705	218,705
ROYAL BANK OF SCOTLAND	147,851	147,851
TCI COMMUNICATION INC	243,154	243,154
VALERO ENERGY CORP.	269,333	269,333

TY 2011 Investments Corporate
Stock Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC
EIN: 20-1451752

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AIA GROUP	187,341	187,341
ALLERGAN INC.	263,220	263,220
AMERICAN EXPRESS CO	235,850	235,850
ANADARKO PETROLEUM CORP.	152,660	152,660
APPLE COMPUTER INC	810,000	810,000
BAIDU.COM	349,410	349,410
BOC HONG KONG HOLDINGS LTD(HKD)	142,147	142,147
CELGENE CORP	202,800	202,800
CHEVRON	266,000	266,000
CHINA MOBILE LTD	97,726	97,726
CHINA SOUTHN AIRLS LTD SPONS ADR	127,250	127,250
CIE FINANCIERE RICHEMONT AG	151,894	151,894
COSTCO WHOLESALE CORP	333,280	333,280
CREE INC	88,160	88,160
CUMMINS INC	264,060	264,060
DAIMLER AG (EUR)	131,118	131,118
DU PONT'E I DEMOURS & CO	137,340	137,340
EBAY INC	181,980	181,980
EMC CORP	150,780	150,780
EXXON MOBIL CORP	169,520	169,520
F5 NETWORKS INC	318,360	318,360
FAST RETAILING CO LTD	181,901	181,901
FREEPORT MCMORAN	110,370	110,370
GENERAL ELECTRIC CO	179,100	179,100
HOME DEPOT INC	210,200	210,200
HON HAI PRECISION IND LTD	88,488	88,488
HONEYWELL INTERNATIONAL	217,400	217,400
HYUNDAI MOTOR CO.	243,810	243,810
INDUSTRIVARDEN AB SER C FR	119,318	119,318
INTERNATIONAL BUSINESS MACHINES CORP	275,820	275,820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTOR AB(SEK)	111,965	111,965
KOMATSU LTD (JPY)	116,871	116,871
LOCCITANE INTL SA(HKD)	160,688	160,688
L'OREAL S A (EUR) 2 NEW	135,785	135,785
LOUIS VUITTON MOET HENNESSY	184,075	184,075
MYLAN INC	171,680	171,680
NESTLE SA (CHF) 1	230,191	230,191
NETAPP INC	145,080	145,080
NIKE INC	250,562	250,562
NOBLE GROUP LTD	113,253	113,253
NUANCE COMMUNICATION INC.	201,280	201,280
OIL CO LUKOIL SPONS ADR	159,600	159,600
PEABODY ENERGY CORP	99,330	99,330
PETROCHINA CO LTD SPONS ADR	161,603	161,603
PHILLIPINE LONG DISTANCE TEL	144,959	144,959
PLUM CREEK TIMBER CO INC	146,240	146,240
POLYUS GOLD-ADR SPONSORED ADR	126,408	126,408
PRAXXAIR INC.	181,730	181,730
PROCTER & GAMBLE CO.	133,420	133,420
PROLONGIS SH BEN INT	127,626	127,626
QUALCOMM INC	273,500	273,500
ROCHE HOLDING AG BASIL (CHF)	118,762	118,762
SANDISK CORP	147,630	147,630
SCHLUMBERGER LTD	136,620	136,620
SHANDONG WEIGAO GP MED POLYMER COO LTD SHER H	86,748	86,748
TAIWAN SEMICONDUCTOR MFG CO SPON ADR	175,343	175,343
TEREDATA CORP	194,040	194,040
TRIMBLE NAVIGATION LTD	303,800	303,800
UNITED CONTINENTAL HOLDINGS INC	94,350	94,350
UNITED PARCEL SVC INC CL B	256,115	256,115

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIAN MEDICAL SYSTEMS INC	201,390	201,390
VERIZON COMMUNICATIONS	132,396	132,396
VIVENDI SA	131,397	131,397
VMWARE INC.	249,570	249,570
VOLVO A B (SEK) 5 FREE B SHS	98,492	98,492
WALT DISNEY	187,500	187,500
WEATHERFORD	146,400	146,400
WHOLE FOODS MARKET INC.	487,060	487,060
YAHOO INC	161,300	161,300

**TY 2011 Investments Government
Obligations Schedule**

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC
EIN: 20-1451752

US Government Securities - End of Year Book Value:	990,000
US Government Securities - End of Year Fair Market Value:	990,000
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Investments - Other Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CARL MARKS STRATEGIC OPPORTUNITIES FUND LP	FMV	2,417,182	2,417,182
DORCHESTER	FMV	148,709	148,709

TY 2011 Legal Fees Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	64,080	16,020		48,060

TY 2011 Other Decreases Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,147,685

TY 2011 Other Expenses Schedule**Name:** THE CARROLL AND MILTON PETRIE FOUNDATION INC**EIN:** 20-1451752

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	132,500	132,500		0
INSURANCE	5,287	0		5,287
OFFICE EXPENSES	2,700	0		2,700
DUES AND SUBSCRIPTIONS	144	0		144
ADVERTISING	881	0		881
OTHER FEES	2,813	0		2,813

TY 2011 Other Income Schedule

Name: THE CARROLL AND MILTON PETRIE FOUNDATION INC

EIN: 20-1451752

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FOREIGN EXCHANGE LOSS	-1,185	-1,185	-1,185
MISCELLANEOUS	8,234		8,234

TY 2011 Taxes Schedule**Name:** THE CARROLL AND MILTON PETRIE FOUNDATION INC**EIN:** 20-1451752

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	11,675	0		11,675
FOREIGN TAXES	201	201		0