



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



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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE ANDROCLES FOUNDATION, INC.		A Employer identification number 20-1514742
Number and street (or P O box number if mail is not delivered to street address) C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD	Room/suite 210	B Telephone number (see instructions) (631) 694-2300
City or town, state, and ZIP code MELVILLE, NY 11747		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,125,706.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch. B	3,306,400.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	536,792.	530,797.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	192,316.			
	b Gross sales price for all assets on line 6a 6,773,832.				
	7 Capital gain net income (from Part IV, line 2)		192,316.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	62,339.			ATCH 2
	12 Total. Add lines 1 through 11	4,097,847.	723,113.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	50,000.	15,000.		35,000
	b Accounting fees (attach schedule) ATCH 4	18,000.	9,000.		9,000
	c Other professional fees (attach schedule) *	125,203.	125,203.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	27,153.	10,165.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,969.			11,969
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	1,819.	1,806.		
	24 Total operating and administrative expenses. Add lines 13 through 23	234,144.	161,174.		55,969
25 Contributions, gifts, grants paid	1,075,000.			1,075,000	
26 Total expenses and disbursements. Add lines 24 and 25	1,309,144.	161,174.	0	1,130,969	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,788,703.				
b Net investment income (if negative, enter -0-)		561,939.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 6

Form 990-PF (2011)

49

SCANNED AUG 22 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	686,035.	601,672.	601,672.	
	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)				
	b	Investments - corporate stock (attach schedule) ATCH 8	19,845,681.	22,572,738.	22,408,761.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment, basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9	199,100.	114,397.	107,360.		
14	Land, buildings, and equipment, basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 10)	7,759.	7,913.	7,913.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	20,738,575.	23,296,720.	23,125,706.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds	20,738,575.	23,296,720.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	20,738,575.	23,296,720.		
	31	Total liabilities and net assets/fund balances (see instructions)	20,738,575.	23,296,720.		

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	20,738,575.
2	Enter amount from Part I, line 27a	2	2,788,703.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,527,278.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	230,558.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,296,720.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	192,316.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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	950,668.	17,852,045.	0.053253
2009	649,000.	13,053,989.	0.049717
2008	730,000.	12,279,506.	0.059449
2007	528,495.	10,838,790.	0.048760
2006	330,000.	6,444,614.	0.051206

2 Total of line 1, column (d)	2	0.262385
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	0.052477
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,545,411.
5 Multiply line 4 by line 3	5	1,130,639.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,619.
7 Add lines 5 and 6	7	1,136,258.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,130,969.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	11,239.
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	
3 Add lines 1 and 2		3	11,239.
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	11,239.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,100.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	2,861.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 2,861. Refunded ☐ 11			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 SEE ATT D	X	
4a 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?	X	
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, ☐		
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

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of LAMB & BARNOSKY LLP		Telephone no 631-694-2300	
	Located at 534 BROADHOLLOW ROAD SUITE 210 MELVILLE, NY		ZIP + 4 11747	
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 N/A			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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐ Yes ☒ No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ Yes ☒ No	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 N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ☐ Yes ☒ No	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

Form 990-PF (2011)

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** ☒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? **ATTACHMENT 12** ☒ 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? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATTACHMENT 13		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

Form 990-PF (2011)

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
ATTACHMENT 14		125,203.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,879,698.
b	Average of monthly cash balances	1b	779,956.
c	Fair market value of all other assets (see instructions)	1c	213,860.
d	Total (add lines 1a, b, and c)	1d	21,873,514.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,873,514.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	328,103.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,545,411.
6	Minimum investment return. Enter 5% of line 5	6	1,077,271.

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

1	Minimum investment return from Part X, line 6	1	1,077,271.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,239.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,066,032.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,066,032.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,066,032.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,130,969.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,130,969.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,130,969.

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.

Form 990-PF (2011)

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,066,032.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years. 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	1,281.			
c From 2008	122,828.			
d From 2009				
e From 2010	68,299.			
f Total of lines 3a through e	192,408.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,130,969.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,066,032.
e Remaining amount distributed out of corpus	64,937.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	257,345.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	257,345.			
10 Analysis of line 9				
a Excess from 2007	1,281.			
b Excess from 2008	122,828.			
c Excess from 2009				
d Excess from 2010	68,299.			
e Excess from 2011	64,937.			

Form 990-PF (2011)

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

NOT APPLICABLE

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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))

N/A

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

N/A

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
a Paid during the year				
ATTACHMENT 15				
Total			3a	1,075,000.
b Approved for future payment				
Total			3b	

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

- | | | |
|---|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | Yes | No |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee _____ Date Aug 13, 2012 Title PRESIDENT

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
RONALD FINKELSTEIN

Preparer's signature *Ronald R. Jones*

Date
8/10/12

Check ☐ if self-employed	PTIN P00301744
---	-------------------

Firm's name ▶ MARCUM LLP

Firm's EIN ► 11-1986323

Firm's address ► 10 MELVILLE PARK RD
MELVILLE, NY

11747

Phone no 631 414-4000

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

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 33 1/3 % 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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 ANDROCLES FOUNDATION, INC.

Employer identification number
20-1514742**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 2,288,948.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 1,017,452.	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.)

Employer identification number	20-1514742
--------------------------------	------------

[illegible]

Name of organization THE ANDROCLES FOUNDATION, INC.

Employer identification number
20-1514742**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME: UBS 820	22,000.	22,000.
INTEREST INCOME: UBS 308	150,032.	150,032.
INTEREST INCOME: ONEOK PARTNERS	7.	7.
INTEREST INCOME: POWERSHARES	20.	20.
DIVIDEND INCOME: UBS 820	311,973.	311,973.
DIVIDEND INCOME: UBS 308	40,660.	40,660.
TAX-EXEMPT INTEREST INCOME - UBS 820	1,543.	
TAX-EXEMPT INTEREST INCOME - UBS 308	4,452.	
DIVIDEND INCOME: ACC. INT. PAID- UBS 308	-1,808.	-1,808.
DIVIDEND ACCRUED- UBS 820	7,303.	7,303.
DIVIDEND ACCRUED- UBS 820	610.	610.
TOTAL	<u>536,792.</u>	<u>530,797.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ORDINARY LOSS: ONEOK PARTNERS UBT	-4,129.
ORDINARY LOSS ON SALE:ONEOK PARTNERS UBT	66,468.
TOTALS	<u>62,339.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	50,000.	15,000.		35,000.
TOTALS	<u>50,000.</u>	<u>15,000.</u>		<u>35,000.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	18,000.	9,000.		9,000.
TOTALS	<u>18,000.</u>	<u>9,000.</u>		<u>9,000.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	125,203.	125,203.
TOTALS	<u>125,203.</u>	<u>125,203.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD	10,165.	10,165.
FEDERAL EXCISE TAX	16,988.	
TOTALS	<u>27,153.</u>	<u>10,165.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO DED. - POWERSHARES	564.	564.
MISC EXPENSES	450.	450.
DE FILING FEES	313.	313.
NON-DEDUCTIBLE EXP-PASS THRU	13.	
INVESTMENT BANK FEES	479.	479.
TOTALS	<u>1,819.</u>	<u>1,806.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITIES: UBS 820 ATTACH 1	15,121,429.	17,812,670.	17,817,941.
SECURITIES: UBS 308 ATTACH 2	4,724,252.	4,760,068.	4,590,820.
TOTALS	<u>19,845,681.</u>	<u>22,572,738.</u>	<u>22,408,761.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INV IN ONEOK PARTNERS LP	199,100.		
INV IN POWERSHARE DB COMMODITY		114,397.	107,360.
TOTALS	<u>199,100.</u>	<u>114,397.</u>	<u>107,360.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE- UBS 308	2,814.	610.	610.
DIVIDEND RECEIVABLE- UBS 820	4,945.	7,303.	7,303.
TOTALS	<u>7,759.</u>	<u>7,913.</u>	<u>7,913.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT DUE TO APPRECIATION ON DONATED STOCK	170,513.
CUMULATIVE ORDINARY INCOME ADJUSTMENT TO INVESTMENT IN ONEOK PARTNERS LP	60,045.
TOTAL	<u>230,558.</u>

ATTACHMENT 12

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE ATTACHMENT 3 & 4
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE ANDROCLES FOUNDATION, INC.

20-1514742

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIFER PERKINS FITZGERALD C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0	0	0
ROY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SENIOR VICE PRESIDENT 5.00	0	0	0
TIMOTHY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 677 WASHINGTON BOULEVARD- 4TH FLOOR STAMFORD, CT 06901-3707 FINANCIAL AND INVESTMENT ADVISORY SERVICES	ADVISORY	125,203.
TOTAL COMPENSATION		<u>125,203.</u>

THE ANDROCLES FOUNDATION, INC.

20-1514742

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT C	NONE 501(C)3	SEE ATTACHMENT C	1,075,000
TOTAL CONTRIBUTIONS PAID			<u>1,075,000</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		227.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-138,572.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-138,345.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		17,106.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	313,555.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	330,661.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

JSA

1F1210 2 000

91794S M831 8/9/2012 11:41:55 PM

6170005

PAGE 37

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-138,345.
14	Net long-term gain or (loss):			
a	Total for year	14a		330,661.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		192,316.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:	
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30; go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-138,572.
--	-----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA

1F1221 2 000

91794S M831 8/9/2012 11:41:55 PM

6170005

PAGE 39

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	313,555.
--	----------

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

SHORT-TERM CAPITAL GAIN DIVIDENDS

SHORT TERM CAPITAL GAIN DIVIDENDS: UBS 308

227.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

227.

LONG-TERM CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

15% RATE CAPITAL GAIN DIVIDENDS

LONG TERM CAPITAL GAIN DIVIDENDS: UBS 820

17,022.

LONG TERM CAPITAL GAIN DIVIDENDS: UBS 380

84.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

17,106.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

17,106.

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
ABBOTT LABS						
Symbol: ABT Exchange NYSE						
EAI \$7,680 Current yield 3.41%	Oct 26, 09	3,000,000	50.650	151,950.00	56.230	168,690.00
	Apr 14, 10	1,000,000	51.990	51,990.00	56.230	56,230.00
Security total		4,000,000	50.985	203,940.00		224,920.00
ACE LTD CHF						
Symbol: ACE Exchange NYSE						
EAI \$13,160 Current yield 2.68%	Nov 9, 07	3,000,000	59.400	178,200.00	70.120	210,360.00
	Jan 6, 10	1,000,000	47.600	47,600.00	70.120	70,120.00
	Sep 22, 10	400,000	57.750	23,100.00	70.120	28,048.00
	Sep 23, 10	400,000	57.300	22,920.00	70.120	28,048.00
	Dec 1, 10	900,000	59.200	53,280.00	70.120	63,108.00
	Jan 5, 11	1,300,000	62.400	81,120.00	70.120	91,156.00
Security total		7,000,000	58.031	406,220.00		490,840.00
APACHE CORP						
Symbol: APA Exchange NYSE						
EAI \$3,600 Current yield 0.66%	Dec 23, 09	300,000	103.900	31,170.00	90.580	27,174.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
	Dec 28, 09	700 000	105.500	73,850 00	90 580	63,406 00
	Feb 4, 10	1,000 000	99 600	99,600 00	90 580	90,580 00
	Mar 16, 10	100 000	104 240	10,424 00	90 580	9,058 00
	Oct 4, 10	900 000	96 700	87,030 00	90 580	81,522 00
	Oct 12, 10	2,000 000	88 . 955	177,910 . 00	90 580	181,160 00
	Aug 18, 11	1,000 000	96 980	96,980 00	90 580	90,580 00
Security total		6,000 000	96 161	576,964 00		543,480 00
APPLE INC						
Symbol AAPL Exchange OTC	Dec 23, 09	500 000	201 500	100,750 00	405 000	202,500 00
	Jan 15, 10	1,000 000	206 750	206,750 00	405 000	405,000 00
	Sep 23, 10	500 000	289 966	144,983 33	405 000	202,500 00
	Jul 20, 11	300 000	395 800	118,740 00	405 000	121,500 00
Security total		2,300 000	248 358	571,223 33		931,500 00
ASTRAZENECA PLC SPON ADR						
Symbol AZN Exchange NYSE	Aug 2, 11	2,500 000	47 689	119,224 75	46 290	115,725 00
EAI \$10,800 Current yield 5 83%	Aug 18, 11	1,500 000	44 980	67,470 00	46 290	69,435 00
Security total		4,000 000	46 674	186,694 75		185,160 00
BANK OF NOVA SCOTIA CANADA CAD						
Symbol BNS Exchange NYSE	Apr 20, 11	1,000 000	59 950	59,950 00	49 810	49,810 00
EAI \$8,207 Current yield 4 12%	Jun 6, 11	2,000 000	58 650	117,300 00	49 810	99,620 00
	Aug 18, 11	1,000 000	52 647	52,647 80	49 810	49,810 00
Security total		4,000 000	57 474	229,897 80		199,240 00
BARRICK GOLD CORP CAD						
Symbol: ABX Exchange NYSE	Jun 2, 11	2,000 000	46 100	92,200 00	45 250	90,500 00
EAI \$1,800 Current yield 1 33%	Jun 6, 11	1,000 000	45 450	45,450 00	45 250	45,250 00
Security total		3,000 000	45 883	137,650 00		135,750 00
BERKSHIRE HATHAWAY INC NEW						
CL B						
Symbol BRK B Exchange NYSE	Dec 17, 07	5,000 000	91 100	455,500 00	76 300	381,500 00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
CHEVRON CORP						
Symbol CVX Exchange NYSE						
EAI \$12,960 Current yield 3.05%	Apr 30, 10	4,000,000	82.530	330,120.00	106.400	425,600.00
COCA COLA CO COM						
Symbol KO Exchange NYSE						
EAI \$9,400 Current yield 2.69%	Feb 18, 11	1,600,000	64.350	102,960.00	69.970	111,952.00
	Apr 20, 11	1,400,000	67.900	95,060.00	69.970	97,958.00
	Jun 2, 11	1,000,000	66.100	66,100.00	69.970	69,970.00
	Jun 6, 11	1,000,000	65.500	65,500.00	69.970	69,970.00
Security total		5,000,000	65.924	329,620.00		349,850.00
COGNIZANT TECH SOLUTIONS CRP						
Symbol CTSI Exchange OTC						
	Oct 26, 09	300,000	40.100	12,030.00	64.310	19,293.00
	Oct 28, 09	700,000	40.000	28,000.00	64.310	45,017.00
	Nov 20, 09	1,000,000	43.480	43,480.00	64.310	64,310.00
	Dec 18, 09	2,000,000	44.336	88,673.00	64.310	128,620.00
	Mar 4, 11	2,000,000	76.200	152,400.00	64.310	128,620.00
Security total		6,000,000	54.097	324,583.00		385,860.00
CSX CORPORATION						
Symbol CSX Exchange NYSE						
EAI \$10,080 Current yield 2.28%	Dec 23, 09	7,200,000	16.402	118,096.00	21.060	151,632.00
	Jan 15, 10	1,800,000	16.663	29,994.00	21.060	37,908.00
	Oct 12, 10	9,000,000	19.133	172,200.00	21.060	189,540.00
	Jan 4, 11	3,000,000	21.796	65,390.00	21.060	63,180.00
Security total		21,000,000	18.366	385,680.00		442,260.00
ENI SPA IT SPON ADR						
Symbol E Exchange NYSE						
EAI \$4,098 Current yield 4.96%	Jun 2, 11	1,000,000	47.100	47,100.00	41.270	41,270.00
	Jun 6, 11	1,000,000	46.400	46,400.00	41.270	41,270.00
Security total		2,000,000	46.750	93,500.00		82,540.00
EW SCRIPPS CO CL A						
Symbol SSP Exchange NYSE						
	Jan 14, 05	5,349,000	10.741	57,458.77	8.010	42,845.49
	Jan 18, 05	1,151,000	10.738	12,360.44	8.010	9,219.51

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	Feb 1, 05	13,500,000	10.775	145,465.44	8.010	108,135.00
Security total		20,000,000	10.764	215,284.65		160,200.00
FREEPORT-MCMORAN COPPER & GOLD INC						
Symbol FCX Exchange NYSE	Dec 18, 09	2,000,000	38.281	76,563.57	36.790	73,580.00
EAI \$3,500 Current yield 2.72%	Jan 5, 11	1,500,000	37.280	55,920.00	36.790	55,185.00
Security total		3,500,000	37.852	132,483.57		128,765.00
GENL DYNAMICS CORP						
Symbol GD Exchange NYSE	Sep 19, 07	600,000	83.000	49,800.00	66.410	39,846.00
EAI \$9,400 Current yield 2.83%	Sep 28, 07	200,000	85.100	17,020.00	66.410	13,282.00
	Nov 9, 07	1,200,000	88.350	106,020.00	66.410	79,692.00
	Dec 23, 09	1,000,000	68.000	68,000.00	66.410	66,410.00
	Jan 24, 11	1,000,000	72.600	72,600.00	66.410	66,410.00
	Apr 20, 11	1,000,000	72.350	72,350.00	66.410	66,410.00
Security total		5,000,000	77.158	385,790.00		332,050.00
GILEAD SCIENCES INC						
Symbol GILD Exchange OTC	Oct 26, 09	2,500,000	43.250	108,125.00	40.930	102,325.00
	Dec 18, 09	1,500,000	42.957	64,436.25	40.930	61,395.00
	Apr 14, 11	1,000,000	41.389	41,389.51	40.930	40,930.00
	Apr 20, 11	1,000,000	40.550	40,550.00	40.930	40,930.00
Security total		6,000,000	42.417	254,500.76		245,580.00
GLAXO SMITHKLINE PLC ADR						
Symbol GSK Exchange NYSE	Mar 4, 11	2,000,000	38.350	76,700.00	45.630	91,260.00
EAI \$8,824 Current yield 4.83%	Apr 21, 11	2,000,000	41.390	82,780.00	45.630	91,260.00
Security total		4,000,000	39.870	159,480.00		182,520.00
GOOGLE INC CL A						
Symbol GOOG Exchange OTC	Oct 14, 10	200,000	541.000	108,200.00	645.900	129,180.00
HUMANANA INC						
Symbol HUM Exchange NYSE	Jun 2, 11	1,000,000	79.950	79,950.00	87.610	87,610.00
EAI \$2,000 Current yield 1.14%						

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	Jun 6, 11	1,000,000	77,000	77,000 00	87 610	87,610 00
HUNT J B TRANS SVCS INC		2,000,000	78 475	156,950 00		175,220 00
Symbol: JBHT Exchange OTC						
EAI \$3,120 Current yield: 1 15%	Dec 23, 09	3,300 000	33 100	109,230 00	45 070	148,731 00
	Feb 4, 10	700 000	30 500	21,350 00	45 070	31,549 00
	Jun 2, 11	2,000 000	44 550	89,100 00	45 070	90,140 00
Security total		6,000 000	36 613	219,680 00		270,420 00
JOHNSON & JOHNSON COM						
Symbol: JNJ Exchange NYSE						
EAI \$15,960 Current yield 3 48%	Feb 4, 10	2,000 000	63 100	126,200 00	65 580	131,160 00
	Apr 14, 10	1,000 000	65 207	65,207 50	65 580	65,580 00
	Jan 4, 11	2,000 000	63 349	126,698 00	65 580	131,160 00
	Mar 9, 11	1,000 000	60 600	60,600 00	65 580	65,580 00
	Apr 18, 11	1,000 000	60 600	60,600 00	65 580	65,580 00
Security total		7,000 000	62 758	439,305 50		459,060 00
KRAFT FOODS INC CL A						
Symbol: KFT Exchange NYSE						
EAI \$3,480 Current yield 3 10%	Feb 18, 11	2,000 000	30 700	61,400 00	37 360	74,720 00
	Mar 4, 11	1,000 000	31 488	31,488 00	37 360	37,360 00
Security total		3,000 000	30 963	92,888 00		112,080 00
LINCOLN NATL CORP IND						
Symbol: LNC Exchange NYSE						
EAI \$2,240 Current yield 1 65%	Jan 12, 06	1,500 000	54 300	81,450 00	19 420	29,130 00
	May 5, 06	500 000	58 700	29,350 00	19 420	9,710 00
	Jan 5, 10	2,000 000	26 430	52,860 00	19 420	38,840 00
	Oct 7, 10	1,000 000	24 399	24,399 90	19 420	19,420 00
	Apr 20, 11	2,000 000	29 200	58,400 00	19 420	38,840 00
Security total		7,000 000	35 209	246,459 90		135,940 00
MAGNA INTL INC CL A SUB VTG						
CANADA ORD CAD						
Symbol: MGA Exchange NYSE						
EAI \$2,000 Current yield 3 00%	Mar 4, 11	1,000 000	50 550	50,550 00	33 310	33,310 00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	Apr 14, 11	1,000,000	45.600	45,600.00	33.310	33,310.00
MCDONALDS CORP		2,000,000	48.075	96,150.00		66,620.00
Symbol MCD Exchange NYSE	Apr 14, 10	2,000,000	69.100	138,200.00	100.330	200,660.00
EAI \$14,000 Current yield 2.79%	Oct 13, 10	1,000,000	75.850	75,850.00	100.330	100,330.00
	Dec 1, 10	400,000	79.300	31,720.00	100.330	40,132.00
	Jan 4, 11	1,600,000	74.279	118,846.40	100.330	160,528.00
Security total		5,000,000	72.923	364,616.40		501,650.00
MEDTRONIC INC						
Symbol MDT Exchange NYSE	Jan 4, 11	3,000,000	33.435	106,305.00	38.250	114,750.00
EAI \$2,910 Current yield 2.54%						
MICROSOFT CORP						
Symbol MSFT Exchange OTC	Aug 5, 05	1,000,000	27.800	27,800.00	25.960	25,960.00
EAI \$5,600 Current yield 3.08%	Jan 17, 06	1,000,000	27.100	27,100.00	25.960	25,960.00
	Feb 4, 10	2,000,000	28.050	56,100.00	25.960	51,920.00
	Oct 4, 10	1,000,000	23.800	23,800.00	25.960	25,960.00
	Apr 14, 11	1,000,000	25.196	25,196.50	25.960	25,960.00
	Apr 20, 11	1,000,000	25.799	25,799.30	25.960	25,960.00
Security total		7,000,000	26.542	185,795.80		181,720.00
NESTLE S A SPONSORED ADR						
REPSTG REG SHS SWITZ ADR						
Symbol NSRGY Exchange OTC	Jan 5, 11	1,000,000	54.125	54,125.00	57.710	57,710.00
EAI \$10,602 Current yield 3.06%	Aug 2, 11	1,998,000	64.070	128,011.86	57.710	115,304.58
	Aug 2, 11	2,000	63.750	127.50	57.710	115.42
	Aug 18, 11	1,000,000	62.000	62,000.00	57.710	57,710.00
	Nov 9, 11	2,000,000	55.930	111,860.00	57.710	115,420.00
Security total		6,000,000	59.354	356,124.36		346,260.00
NEWFIELD EXPLORATION COS						
Symbol NFX Exchange NYSE	Apr 14, 10	800,000	53.550	42,840.00	37.730	30,184.00
	Apr 15, 10	1,200,000	54.100	64,920.00	37.730	45,276.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	Apr 20, 10	1,000,000	54.100	54,100.00	37.730	37,730.00
OCCIDENTAL PETROLEUM CRP		3,000,000	53.953	161,860.00		113,190.00
Symbol OXY Exchange NYSE	Oct 1, 09	1,500,000	75.950	113,925.00	93.700	140,550.00
EAI \$5,520 Current yield 1.96%	Oct 14, 09	1,500,000	81.044	121,566.00	93.700	140,550.00
Security total		3,000,000	78.497	235,491.00		281,100.00
P.T. TELEKOMUNIKASI INDONESIA						
SPON ADR						
Symbol TLK Exchange NYSE	Dec 23, 09	2,000,000	40.600	81,200.00	30.740	61,480.00
EAI \$6,360 Current yield 4.14%	Jan 5, 10	1,000,000	40.850	40,850.00	30.740	30,740.00
	Mar 4, 11	1,000,000	33.138	33,138.80	30.740	30,740.00
	Apr 14, 11	1,000,000	33.150	33,150.00	30.740	30,740.00
Security total		5,000,000	37.668	188,338.80		153,700.00
PEPSICO INC						
Symbol PEP Exchange NYSE	Oct 13, 09	2,000,000	60.700	121,400.00	66.350	132,700.00
EAI \$14,420 Current yield 3.10%	Oct 4, 10	1,000,000	66.700	66,700.00	66.350	66,350.00
	Oct 14, 10	1,200,000	64.300	77,160.00	66.350	79,620.00
	Dec 1, 10	400,000	64.300	25,720.00	66.350	26,540.00
	Jan 6, 11	1,400,000	64.300	90,020.00	66.350	92,890.00
	Aug 18, 11	1,000,000	62.700	62,700.00	66.350	66,350.00
Security total		7,000,000	63.386	443,700.00		464,450.00
POSCO SPON ADR						
Symbol PKX Exchange NYSE	Jan 15, 10	1,000,000	130.900	130,900.00	82.100	82,100.00
EAI \$5,625 Current yield 2.28%	Oct 4, 10	1,000,000	115.050	115,050.00	82.100	82,100.00
	Apr 20, 11	1,000,000	113.350	113,350.00	82.100	82,100.00
Security total		3,000,000	119.767	359,300.00		246,300.00
PRAXAIR INC						
Symbol PX Exchange NYSE	Nov 23, 09	1,000,000	83.150	83,150.00	106.900	106,900.00
EAI \$6,000 Current yield 1.87%						

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	Dec 11, 09	2,000,000	81.400	162,800.00	106.900	213,800.00
PROCTER & GAMBLE CO		3,000,000	81.983	245,950.00		320,700.00
Symbol PG Exchange NYSE						
EAI \$6,300 Current yield 3.15%	Nov 20, 09	300,000	61.500	18,450.00	66.710	20,013.00
	Dec 23, 09	700,000	60.900	42,630.00	66.710	46,697.00
	Apr 20, 11	2,000,000	63.650	127,300.00	66.710	133,420.00
Security total		3,000,000	62.793	188,380.00		200,130.00
PRUDENTIAL FINANCIAL INC						
Symbol PRU Exchange NYSE						
EAI \$10,150 Current yield 2.89%	Dec 19, 05	1,000,000	74.990	74,990.00	50.120	50,120.00
	Nov 9, 07	2,000,000	94.500	189,000.00	50.120	100,240.00
	Aug 25, 09	1,000,000	51.600	51,600.00	50.120	50,120.00
	Jan 4, 11	2,000,000	47.490	94,980.00	50.120	100,240.00
	Jan 24, 11	1,000,000	61.000	61,000.00	50.120	50,120.00
Security total		7,000,000	67.367	471,570.00		350,840.00
QEP RES INC COM						
Symbol QEP Exchange NYSE						
EAI \$320 Current yield 0.27%	May 2, 07	400,000	33.400	13,360.09	29.300	11,720.00
	Nov 9, 07	1,600,000	37.340	59,744.26	29.300	46,880.00
	Dec 11, 09	2,000,000	26.423	52,847.17	29.300	58,600.00
Security total		4,000,000	31.488	125,951.52		117,200.00
RIO TINTO PLC SPON ADR						
Symbol RIO Exchange NYSE						
EAI \$3,504 Current yield 2.39%	Oct 12, 10	3,000,000	47.320	141,960.00	48.920	146,760.00
ROYAL BANK OF CANADA CAD						
Symbol RY Exchange NYSE						
EAI \$8,522 Current yield 4.18%	Apr 20, 11	1,400,000	62.958	88,141.90	50.960	71,344.00
	Apr 20, 11	200,000	62.800	12,560.00	50.960	10,192.00
	Apr 21, 11	1,400,000	62.850	87,990.00	50.960	71,344.00
	Aug 18, 11	1,000,000	50.599	50,599.90	50.960	50,960.00
Security total		4,000,000	59.823	239,291.80		203,840.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
ROYAL KPN N.V. SPON ADR						
Symbol: KKNY Exchange OTC						
EAI \$3,904 Current yield 8.19%	Nov 7, 06	2,000,000	13.600	27,200.00	11.920	23,840.00
	Feb 18, 11	2,000,000	16.050	32,100.00	11.920	23,840.00
Security total		4,000,000	14.825	59,300.00		47,680.00
SAP AG SPON ADR						
Symbol: SAP Exchange NYSE						
EAI \$1,845 Current yield 1.94%	Aug 2, 11	1,800,000	60.200	108,360.00	52.950	95,310.00
SCRIPPS NETWORKS INTERACT INC						
CL A						
Symbol: SNI Exchange NYSE						
EAI \$28,000 Current yield 0.94%	Jan 18, 05	1,500,000	44.767	67,150.90	42.420	63,630.00
	Jan 20, 05	13,500,000	44.489	249,986.71	42.420	572,670.00
	Jan 21, 05	8,295,000	52.579	436,151.00	42.420	351,873.90
	Jan 24, 05	1,705,000	52.580	89,648.90	42.420	72,326.10
	Jan 24, 05	738,000	52.579	38,804.00	42.420	31,305.96
	Feb 1, 05	44,200,000	52.580	2,324,036.00	42.420	1,874,964.00
	Feb 27, 07	62,000	52.580	3,259.96	42.420	2,630.04
Security total		70,000,000	50.852	3,209,037.47		2,969,400.00
TELEFONICA S A SPON ADR						
Symbol: TEF Exchange NYSE						
EAI \$17,120 Current yield 9.96%	Dec 23, 09	6,000,000	28.116	168,700.00	17.190	103,140.00
	Jan 5, 10	3,000,000	28.500	85,500.00	17.190	51,570.00
	Apr 20, 11	1,000,000	25.750	25,750.00	17.190	17,190.00
Security total		10,000,000	27.995	279,950.00		171,900.00
UGI CORP NEW						
Symbol: UGI Exchange NYSE						
EAI \$4,160 Current yield 3.54%	Jan 24, 06	300,000	21.570	6,471.00	29.400	8,820.00
	Nov 28, 06	200,000	27.430	5,486.00	29.400	5,880.00
	Dec 5, 06	500,000	28.050	14,025.00	29.400	14,700.00
	Mar 13, 08	1,000,000	25.290	25,290.00	29.400	29,400.00
	Dec 18, 09	2,000,000	24.657	49,314.00	29.400	58,800.00
Security total		4,000,000	25.147	100,586.00		117,600.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Pike per share on Dec 30 (\$)	Value on Dec 30 (\$)
UNITED PARCEL SERVICE INC CL B						
Symbol UPS Exchange NYSE						
EAI \$4,160 Current yield 2.84%	Jun 2, 11	1,500 000	72.100	108,150 00	73.190	109,785 00
	Oct 28, 11	500 000	71.300	35,650 00	73.190	36,595 00
Security total		2,000 000	71.900	143,800 00		146,380 00
VEECO INSTRUMENTS INC						
DELAWARE						
Symbol VECO Exchange OTC	Aug 2, 11	1,000 000	38.700	38,700 00	20.800	20,800 00
	Aug 18, 11	1,000 000	33.500	33,500 00	20.800	20,800 00
Security total		2,000 000	36.100	72,200 00		41,600 00
WISC ENERGY CORP						
Symbol WEC Exchange NYSE						
EAI \$4,800 Current yield 3.43%	Dec 14, 10	400 000	29.540	11,816 00	34.960	13,984 00
	Dec 17, 10	3,600 000	29.340	105,624 00	34.960	125,856 00
Security total		4,000 000	29.360	117,440 00		139,840 00
3M CO						
Symbol MMM Exchange NYSE						
EAI \$6,600 Current yield 2.69%	Dec 23, 09	2,000 000	81.550	163,100 00	81.730	163,460 00
	Sep 20, 10	1,000 000	87.000	87,000 00	81.730	81,730 00
Security total		3,000 000	83.367	250,100 00		245,190 00
Total				\$14,894,173.41		\$14,893,625.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
NAT RESOURCES SECTOR INDEX FND						
Symbol IGE Exchange NYSE						
Trade date Jan 5, 11	2,500,000	36.795	91,987.50	91,987.50	38.000	95,000.00
EAI \$1.125 Current yield 1.18%						
ISHARES TRUST S&P GLOBAL INFORMATION TECHNOLOGY SECTOR INDEX FUND						
Symbol IXN Exchange NYSE						
Trade date Aug 2, 11	1,500,000	60.800	91,200.00	91,200.00	58.710	88,065.00
EAI \$869 Current yield 0.99%						
SPDR S&P 500 ETF TR						
Symbol SPY Exchange AMEX						
Trade date Jan 12, 10	500,000	114.197	57,098.92	57,098.92	125.500	62,750.00
Trade date Jan 22, 10	500,000	110.897	55,448.92	55,448.92	125.500	62,750.00
Trade date Feb 3, 10	1,000,000	110.318	110,318.24	110,318.24	125.500	125,500.00
Trade date May 20, 10	900,000	109.447	98,502.75	98,502.75	125.500	112,950.00
Trade date May 25, 10	1,000,000	105.600	105,600.00	105,600.00	125.500	125,500.00
Trade date Jun 29, 10	1,100,000	104.200	114,620.00	114,620.00	125.500	138,050.00
Trade date Aug 19, 10	1,000,000	108.610	108,610.65	108,610.65	125.500	125,500.00
Trade date Sep 20, 10	1,000,000	113.550	113,550.00	113,550.00	125.500	125,500.00
EAI \$18.032 Current yield 2.05%						
Security total	7,000,000	109.107	763,749.48	763,749.48		878,500.00
WISDOMTREE EMERGING MARKETS EQUITY INCOM						
Symbol DEM Exchange NYSE						
Trade date May 3, 11	1,000,000	63.399	63,399.97	63,399.97	51.270	51,270.00
EAI \$2.277 Current yield 4.44%						
Total			\$1,010,336.95	\$1,010,336.95		\$1,112,835.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
FEDERATED KAUFMAN						
SMALL CAP FUND CLASS A						
Symbol FKASX						
Trade date Jan 12, 05	932 535	19 780	18,445 54	18,445 54	20 880	19,471 33
Trade date Nov 8, 05	2,338 000	21 390	50,009 82	50,009 82	20 880	48,817 44
Trade date Aug 11, 06	1,526 000	21 620	32,992 12	32,992 12	20 880	31,862 88
Trade date Jan 6, 10	3,900 536	20 510	80,000 00	80,000 00	20 880	81,443 19
Total reinvested	1,652 531	22 954		37,932 82	20 880	34,504 85
Security total	10,349,602	21 197	181,447 48	219,380 30		216,099 68
HENDERSON GLOBAL						
INVESTORS INTL						
OPPORTUNITIES FUND A						
Symbol HFOAX						
Trade date Nov 9, 07	7,001 000	28 570	200,018 57	200,018 57	17 850	124,967 85
Total reinvested	669 520	25 593		17,135 53	17 850	11,950 93
EAI \$1,043 Current yield 0.76%						
Security total	7,670 520	28 310	200,018 57	217,154 10		136,918 78
OPPENHEIMER DEVELOPING						
MARKETS FUND CL A						
Symbol ODMAX						
Trade date Nov 9, 07	909 000	55 060	50,049 54	50,049 54	29 320	26,651 88
Trade date Nov 12, 07	2,813 000	53.330	150,017 29	150,017 29	29 320	82,477.16
Total reinvested	2,784 307	20 838		58,020 72	29,320	81,635 88
EAI \$3,650 Current yield 1.91%						
Security total	6,506,307	39 667	200,066 83	258,087 55		190,764 92

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Total			\$581,532.88	\$694,621.95		\$543,783.38

Fixed income

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)
DIAGEO CAP PLC CALL@MW+15BP RATE 05 500% MATURES 09/30/16 ACCRUED INTEREST \$1,375.00 ISIN US25243YA/B2 Moody A3 S&P A- EAI \$5,500 Current yield 4.78%	Mar 06, 09	100,000,000	100,600	100,600.00	114,974	114,974 00
INTL BUSINESS MACH NTS MW+50BP RATE 07.625% MATURES 10/15/18 ACCRUED INTEREST \$3,177.08 CUSIP 459200GM7 Moody Aa3 S&P A+ EAI \$15,250 Current yield 5.68%	Oct 10, 08	200,000,000	102,293	204,591.25	134 196	268,392 00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)
ANHEUSER BUSCH COS NTS CALL@MW+25BP RATE 05.000% MATURES 03/01/19 ACCRUED INTEREST \$413 19 CUSIP 035229CW1 Moody Baa1 S&P A- EAI \$1.250 Current yield 4.44%	Aug 30, 10	25,000,000	108,950	27,237.50	112.636	28,159.00
Total		\$325,000,000		\$332,428.75		\$411,525.00

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
ISHARES BARCLAYS AGGREGATE BOND FUND Symbol AGG Exchange AMEX Trade date Oct 15, 10 EAI \$2.840 Current yield 2.86%	900,000	108,000	97,200.00	97,200.00	110.250	99,225.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1517472
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
FRANKLIN/TEMPLETON						
GLOBAL BOND FUND CLASS A						
Symbol TPINX						
Trade date Aug 23, 10	7,479,432	13 370	100,000 00	100,000 00	12 410	92,819 74
Total reinvested	48 039	12 300		590 88	12 410	596 16
EAI \$4,516 Current yield 4 83%						
Security total	7,527 471	13 363	100,000 00	100,590 88		93,415 91
LOOMIS SAYLES						
STRATEGIC INCOME FUND						
CLASS A						
Symbol NEFZX						
Trade date Feb 2, 05	7,092 199	14 100	100,000 00	100,000 00	14 370	101,914 90
Trade date Sep 14, 07	2,202 937	14 980	33,000 00	33,000 00	14 370	31,656 20
EAI \$8,551 Current yield 6 40%						
Security total	9,295 136	14 309	133,000 00	133,000 00		133,571 10
OPPENHEIMER INTL BOND FD CL A						
Symbol OIBAX						
Trade date Nov 9, 07	30,093 671	6 670	200,724 79	200,724 79	6 210	186,881 69
EAI \$7,644 Current yield 4 09%						
PIMCO LOW DURATION FUND CL A						
Symbol PTLAX						
Trade date Aug 23, 10	9,460 738	10 570	100,000 00	100,000 00	10 290	97,350 99
Total reinvested	174 272	10 349		1,803 71	10 290	1,793 26
EAI \$1,773 Current yield 1 79%						

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Security total	9,635,010	10,566	100,000.00	101,803.71		99,144.25
PIONEER GLOBAL HIGH YIELD FD CL A						
Symbol PGHYX						
Trade date Dec 31, 07	8,526,000	11,730	100,009.98	100,009.98	9,510	81,082.26
Trade date Dec 18, 09	6,250,000	9,600	60,000.00	60,000.00	9,510	59,437.50
EAI \$11.407 Current yield 8.12%						
Security total	14,776,000	10,829	160,009.98	160,009.98		140,519.76
WESTCORE PLUS BOND FUND						
Symbol WTIBX						
Trade date Mar 14, 07	1,576,567	10,640	16,774.67	16,774.67	11,040	17,405.30
Trade date Aug 23, 10	9,132,420	10,950	100,000.00	100,000.00	11,040	100,821.91
EAI \$4.658 Current yield 3.94%						
Security total	10,708,987	10,904	116,774.67	116,774.67		118,227.21
Total			\$810,509.44	\$812,904.03		\$771,759.92

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
FEDERATED MUNI & STOCK ADVANTAGE FUND CLASS A						
Symbol FMUAX						
Trade date Mar 21, 05	1,815,000	11,020	20,001.30	20,001.30	11,050	20,055.75
Trade date Dec 18, 09	4,906,771	10,190	50,000.00	50,000.00	11,050	54,219.81

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #1: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)
Total Reinvested	85,644	11,686		1,000,92	11,050	946,37
EAI \$2,900 Current yield 3.86%						
Security total	6,807,415	10,430	70,001,30	71,002,22		75,221,93
SCRIPES SHORT-OPTION CALL				(\$99,998.08)		(\$99,998.08)

Total UBS # 820 \$17,812,670 \$17,817,941

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Common stock

Holding	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
GOLDCORP INC NEW CAD					
Symbol GG Exchange NYSE					
EAI \$1,350 Current yield 1 22%					
	500 000	46 607	23,303 53	44 250	22,125 00
	500 000	54 360	27,180 19	44 250	22,125 00
	1,000 000	48 836	48,836 48	44 250	44,250 00
	500 000	49 117	24,558 59	44 250	22,125 00
Security total	2,500 000	49 552	123,878 79		110,625 00
PATRIOT COAL CORP					
Symbol PCX Exchange NYSE					
	375 000	27 000	10,125 00	8 470	3,176 25
	625 000	24 709	15,443 60	8 470	5,293 75
	1,000 000	21 819	21,819 84	8 470	8,470 00
Security total	2,000 000	23 694	47,388 44		16,940 00
WILLIAMS COS INC (DEL)					
Symbol WMB Exchange NYSE					
EAI \$2,000 Current yield 3 03%					
	2,000 000	30 724	61,448 44	33 020	66,040 00
Total			\$232,715.67		\$193,605.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
ISHARES TRUST RUSSELL 2000						
INDEX FUND						
Symbol IWM Exchange NYSE						
Trade date Apr 14, 10	700,000	72.422	50,695.90	50,695.90	73.750	51,625.00
Trade date Apr 15, 10	500,000	73.190	36,595.49	36,595.49	73.750	36,875.00
Trade date Apr 28, 10	300,000	72.934	21,880.45	21,880.45	73.750	22,125.00
Trade date Jun 3, 10	500,000	67.704	33,852.17	33,852.17	73.750	36,875.00
Trade date Oct 25, 11	1,000,000	72.570	72,570.84	72,570.84	73.750	73,750.00
EAI \$3.090 Current yield 1.40%						
Security total	3,000,000	71.865	215,594.85	215,594.85		221,250.00
ISHARES TRUST DJ US REAL STATE						
INDEX FUND						
Symbol IYR Exchange NYSE						
Trade date May 2, 11	1,700,000	62.665	106,531.69	106,531.69	56.810	96,577.00
Trade date May 4, 11	800,000	62.009	49,607.87	49,607.87	56.810	45,448.00
Trade date May 13, 11	1,000,000	61.532	61,532.26	61,532.26	56.810	56,810.00
EAI \$7.613 Current yield 3.83%						
Security total	3,500,000	62.192	217,671.82	217,671.82		198,835.00
ISHARES MSCI EAFE INDEX FUND						
Symbol EFA Exchange NYSE						
Trade date Aug 14, 09	541,000	51.469	27,844.96	27,844.96	49.530	26,795.73
Trade date Aug 24, 09	659,000	52.936	34,885.46	34,885.46	49.530	32,640.27
Trade date Aug 24, 10	800,000	50.178	40,142.63	40,142.63	49.530	39,624.00
Trade date May 25, 11	500,000	60.504	30,252.46	30,252.46	49.530	24,765.00
Trade date Aug 26, 11	1,500,000	51.935	77,903.24	77,903.24	49.530	74,295.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
EAI \$6,840 Current yield 3.45%						
Security total	4,000,000	52,757	211,028 75	211,028 75		198,120 00
ISHARES S&P NORTH AMERICAN						
NAT RESOURCES SECTOR INDEX FND						
Symbol IGE Exchange NYSE						
Trade date Mar 15, 11	1,000,000	44,255	44,255 54	44,255 54	38,000	38,000 00
Trade date May 2, 11	500,000	47,450	23,725 03	23,725 03	38,000	19,000 00
Trade date May 3, 11	1,000,000	45,443	45,443 31	45,443 31	38,000	38,000 00
Trade date Jun 7, 11	500,000	43,651	21,825 51	21,825 51	38,000	19,000 00
EAI \$1,350 Current yield 1 18%						
Security total	3,000,000	45,083	135,249 39	135,249 39		114,000 00
SPDR METALS & MINING ETF						
Symbol XME Exchange NYSE						
Trade date May 2, 11	1,300,000	76,517	99,472 73	99,472 73	48,990	63,687 00
Trade date May 4, 11	700,000	72,186	50,530 80	50,530 80	48,990	34,293 00
Trade date Jun 7, 11	1,000,000	67,817	67,817 93	67,817 93	48,990	48,990 00
Trade date Aug 26, 11	1,000,000	55,861	55,861 70	55,861 70	48,990	48,990 00
EAI \$1,848 Current yield 0 94%						
Security total	4,000,000	68,421	273,683 16	273,683 16		195,960 00
VANGUARD GLBL EX ETF						
Symbol VNQ Exchange OTC						
Trade date May 2, 11	1,000,000	53,400	53,400 05	53,400 05	40,700	40,700 00
Trade date May 13, 11	1,000,000	51,487	51,487 65	51,487 65	40,700	40,700 00
Trade date May 25, 11	500,000	51,691	25,845 52	25,845 52	40,700	20,350 00
EAI \$3,335 Current yield 3.28%						
Security total	2,500,000	52,293	130,733 22	130,733 22		101,750 00
Total			\$1,183,961.19	\$1,183,961.19		\$1,029,915.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
FIDELITY ADVISOR NEW						
INSIGHTS FUND CLASS T						
Symbol FNITX						
Trade date Nov 16, 07	6,702 473	21 690	145,379.18	145,379 18	19 460	130,430 12
Total reinvested	385 023	20 720		7,978 00	19,460	7,492 55
Security total	7,087 496	21 638	145,379 18	153,357 18		137,922 67

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Value on Dec 30 (\$)
GOLDMAN SACHS BK UT US						
RATE 05.1000% MAT 08/20/2015						
FIXED RATE CD						
ACCRUED INTEREST \$1,659.94						
CUSIP 381426MM4						
EAI \$4,590 Current yield 4.60%	Oct 27, 09	90,000 000	107 780	97,002 00	110.871	99,783 90
DISCOVER BK DE US						
RATE 05.0000% MAT 12/03/2015						
FIXED RATE CD						
ACCRUED INTEREST \$184.93						
CUSIP 25469JA58						
EAI \$2,500 Current yield 4.54%	Jun 26, 09	50,000 000	106 222	53,111 44	110 100	55,050 00
Total		\$140,000,000		\$150,113.44		\$154,833.90

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
ANHEUSER BUSCH COS INC						
CALL @ MW+20BP						
RATE 04 700% MATURES 04/15/12						
ACCRUED INTEREST \$489.58						
CUSIP 035229CX9						
Moody: Baa1 S&P A-						
EAI \$1,175 Current yield 4.65%	Jul 10, 09	50,000,000	103,163	51,586.75	101,118	50,559.00
GE CAPITAL INTERNOTES						
NTS B/E						
RATE 05.350% MATURES 10/15/12						
ACCRUED INTEREST \$1,114.58						
CUSIP 36966R2J4						
Moody: Aa2 S&P AA+						
EAI \$5,350 Current yield 5.22%	Sep 26, 08	100,000,000	100,000	100,000.00	102,445	102,445.00
BERKSHIRE HATHWAY INC						
CALL @ MW +20BP						
RATE 04.600% MATURES 05/15/13						
ACCRUED INTEREST \$575.00						
CUSIP 084664BD2						
Moody: Aa2 S&P AA+						
EAI \$4,600 Current yield 4.37%	Jun 26, 09	100,000,000	105,880	105,885.25	105,184	105,184.00
HSBC FIN CORP INTERNOTES						
NTS B/E						
RATE 05.250% MATURES 07/15/14						
ACCRUED INTEREST \$2,406.25						
CUSIP 40429XV52						
Moody: A3 S&P A						
EAI \$5,250 Current yield 5.17%	Jul 10, 09	100,000,000	100,000	100,000.00	101,507	101,507.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
HSBC FIN CORP INTRNTS						
MED TERM NTS						
RATE 05 500% MATURES 07/15/14						
ACCURED INTEREST \$2,520.83						
CUSIP 40429XVQ6						
Moody A3 S&P A						
EAI \$5,500 Current yield 5.39%	Jun 29, 09	100,000,000	100,000	100,000.00	102,098	102,098.00
HSBC FIN CORP INTERNOTES						
NTS B/E						
RATE 05 000% MATURES 07/15/14						
ACCURED INTEREST \$208.33						
CUSIP 40429XVV5						
Moody A3 S&P A						
EAI \$5,000 Current yield 5.02%	Jul 22, 09	100,000,000	100,000	100,000.00	99,618	99,618.00
HSBC FIN CORP INTERNOTES						
MED TERM NTS						
RATE 04 750% MATURES 08/15/14						
ACCURED INTEREST \$197.92						
CUSIP 40429XVY9						
Moody A3 S&P A						
EAI \$4,750 Current yield 4.72%	Aug 14, 09	100,000,000	100,000	100,000.00	100,541	100,541.00
PRUDENTIAL FINCL INC NTS						
BE						
RATE 05 000% MATURES 09/15/14						
ACCURED INTEREST \$1,458.33						
CUSIP 74432AYR5						
Moody Baa2 S&P A						
EAI \$5,000 Current yield 5.15%	Sep 18, 08	100,000,000	100,000	100,000.00	97,126	97,126.00
HSBC FIN CORP INTRNTS						
B/E						
RATE 04 250% MATURES 10/15/14						
ACCURED INTEREST \$2,213.55						
CUSIP 40429XWN2						
Moody A3 S&P A						
EAI \$10,625 Current yield 4.28%	Oct 08, 09	100,000,000	100,000	100,000.00	99,279	99,279.00
	Oct 13, 09	150,000,000	100,000	150,000.00	99,279	148,918.50
Security total		250,000,000		250,000.00		248,197.50

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 04 400% MATURES 06/15/15						
ACCURED INTEREST \$137.49						
CUSIP 06050WCZ6						
Moody, Baa1 S&P, A-						
EAI \$3,300 Current yield 4.67%	Jun 07, 10	75,000,000	100,000	75,000.00	94.235	70,676.25
GE CPTL CORP INTRNTS NTS						
RATE 05 000% MATURES 06/15/15						
ACCURED INTEREST \$208.33						
CUSIP 36966R3L8						
Moody, Aa2 S&P, AA+						
EAI \$5,000 Current yield 4.85%	Jun 18, 09	100,000,000	100,000	100,000.00	103.009	103,009.00
SIMON PTY GROUP LP						
TS B/E						
RATE 05 100% MATURES 06/15/15						
ACCURED INTEREST \$74.37						
CUSIP 828807BM8						
Moody, A3 S&P, A-						
EAI \$1,785 Current yield 4.67%	Oct 27, 09	35,000,000	102,777	35,977.20	109.269	38,244.15
JEFFERIES GROUP INC B/E						
RATE 03 875% MATURES 11/09/15						
ACCURED INTEREST \$548.96						
CUSIP 472319AU1						
Moody, Baa2 S&P, BBB						
EAI \$3,875 Current yield 4.38%	Apr 21, 11	100,000,000	101,937	101,942.25	88.500	88,500.00
HSBC FIN CORP NTS						
RATE 05 500% MATURES 01/19/16						
ACCURED INTEREST \$2,459.72						
CUSIP 40429CFN7						
Moody, A3 S&P, A						
EAI \$5,500 Current yield 5.37%	Jun 26, 09	100,000,000	97,306	97,311.25	102.328	102,328.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 06 000% MATURES 08/15/17						
ACCRUED INTEREST \$4,500.00						
CUSIP 06050WBR5						
Moody Baa1 S&P A-						
EAI \$12,000 Current yield 6.18%	Aug 20, 09	200,000.000	100,000	200,000.00	97,042	194,084.00
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 05 100% MATURES 11/15/17						
ACCRUED INTEREST \$637.50						
CUSIP 06050WBX2						
Moody Baa1 S&P A-						
EAI \$5,100 Current yield 5.66%	Oct 27, 09	100,000.000	100,000	100,000.00	90,179	90,179.00
THA ROYAL BANK OF SCOTLAND						
RATE 04 500% MATURES 03/15/18						
ACCRUED INTEREST \$187.50						
CUSIP 78011RBD4						
Moody A2 S&P A						
EAI \$4,500 Current yield 4.63%	Mar 28, 11	100,000.000	100,000	100,000.00	97,115	97,115.00
GE CAPITAL INTERNOTES						
NTS B/E						
RATE 06 750% MATURES 04/15/18						
ACCRUED INTEREST \$1,406.25						
CUSIP 36966R3B0						
Moody Aa2 S&P AA+						
EAI \$6,750 Current yield 6.12%	Apr 21, 09	100,000.000	100,000	100,000.00	110,205	110,205.00
GOLDMAN SACHS GROUP INC						
ALL						
RATE 03 250% MATURES 05/16/19						
ACCRUED INTEREST \$397.22						
CUSIP 38143UUL3						
Moody A1 S&P A-						
EAI \$3,250 Current yield 3.44%	May 12, 11	100,000.000	100,000	100,000.00	94,544	94,544.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	¹ Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
MORGAN STANLEY STEP-UP						
4 000% 073020 DTD073010						
FC013011 MED TERM NTS						
ACCURED INTEREST \$1,666 67						
CUSIP 61745EZ61						
Moody A2 S&P A-						
EAI \$4,000 Current yield. 4.19%	Jul 28, 10	100,000 000	100,000	100,000 00	95.551	95,551 00
JPMORGAN CHASE & CO						
MED TERM NTS						
RATE 03.500% MATURES 07/28/25						
CALLABLE						
ACCURED INTEREST \$1,847 22						
CUSIP 48124AWG8						
Moody Aa3 S&P A						
EAI \$4,375 Current yield 3.81%	Jul 23, 10	125,000 000	100 000	125,000 00	91.843	114,803 75
MORGAN STANLEY STEP UP						
NTS B/E						
RATE 05 000% MATURES 08/31/25						
ACCURED INTEREST \$1,666 67						
CUSIP 61745EQ0						
Moody A2 S&P A-						
EAI \$5,000 Current yield 5.46%	Aug 26, 10	100,000 000	100 000	100,000 00	91.568	91,568 00
Total		\$2,335,000.000		\$2,342,702.70		\$2,298,082.65

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
NEW YORK MUN WTR FIN AU						
SR GG BE/V						
RATE 03 250% MATURES 06/15/19						
ACCURED INTEREST \$67.71						
CUSIP 64972F2U9						
Moody Aa2 S&P AA+						
EAI \$1,625 Current yield 2.95%						
Original cost basis: \$51,126.25	Mar 24, 11	50,000.000	102,068	51,126.26	110.019	55,009.50
PUERTO RICO COMWLTH PUB						
ASSUR OIDS 791 BE/V						
RATE 05 375% MATURES 07/01/25						
CALLABLE 07/01/21 @ 100.00						
ACCURED INTEREST \$4,409.74						
CUSIP 74514LWJ2						
Moody Aa3 S&P AA-						
EAI \$8,869 Current yield 4.94%	Feb 10, 11	165,000.000	97,791	161,360.40	108.883	179,656.95
Total		\$215,000.000		\$212,486.66		\$234,666.45

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client Investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
ISHARES IBOX \$ INVT GRA DE						
CORPORATE BOND FUND						
Symbol LQD Exchange NYSE						

continued next page

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #2: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Fair Market Value on Dec 30 (\$)
Trade date: Aug 14, 09	500 000	103 941	51,970 90	51,970 90	113 760	56,880 00
Trade date: Aug 26, 09	1,000 000	105 197	105,197 00	105,197 00	113 760	113,760 00
EAI \$7,491 Current yield 4.39%						
Security total	1,500 000	104 779	157,167 90	157,167 90		170,640 00
ISHARES BARCLAYS AGGREGATE BOND FUND						
Symbol: AGG Exchange AMEX						
Trade date Oct 6, 11	500 000	110 510	55,255 15	55,255 15	110 250	55,125 00
Trade date Oct 25, 11	500 000	110 510	55,255 15	55,255 15	110 250	55,125 00
EAI \$3,155 Current yield 2.86%						
Security total	1,000 000	110 510	110,510 30	110,510 30		110,250 00
Total			\$267,678.20	\$267,678.20		\$280,890.00

Preferred securities						Fair Market Value on Dec 30 (\$)
Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	
ENTERGY MISS INC 1ST MTG BD						
6.000%						
DUE 05/01/51 CALLABLE						
Symbol EMZ Exchange NYSE						
EAI \$3,600 Current yield 5.36%	Apr 20, 11	2,400 000	25.134	60,322 05	28 000	67,200 00
LLOYDS BANKING GROUP PLC						
7.750%						
DUE 07/15/50 CALLABLE						
Symbol LYG PRA Exchange NYSE						
EAI \$3,840 Current yield 7.51%	Apr 25, 11	2,000 000	26.862	53,725 25	25.570	51,140 00
US BANCORP DEL SER D 7.875%						
PREFERRED CBL PAR VALUE - 25.00 USD						
Symbol: US8 PRL Exchange NYSE						
EAI \$8,052 Current yield 7.37%	Mar 14, 08	4,000 000	25.751	103,005 25	27 330	109,320 00
Total				\$217,052.55		\$227,660.00
Total estimated annual income: \$15,492						

TOTAL SECURITIES - UBS# 0308 \$4,760,068 \$4,590,820

THE ANDROCLES FOUNDATION
EIN: 20-1514742
YEAR: 12/31/2011

FORM 990-PF, PART VII-B, LINE 5c

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 534945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

NAME AND ADDRESS OF GRANTEE	THE SCRIPPS HOWARD FOUNDATION P O BOX 634568 CINCINNATI, OH 45263-4568
AMOUNT OF GRANT:	\$45,000 00
DATE OF GRANT.	12/23/2011
PURPOSE OF GRANT	THE PURPOSE OF THE GRANT IS TO SUPPORT – THE ROY W HOWARD ENDOWMENT AT INDIANA UNIVERSITY FOR JOURNALISM STUDENTS – THE JACK R HOWARD ENDOWMENT AT COLUMBIA UNIVERSITY FOR STUDENTS PURSUING A MASTER'S DEGREE IN JOURNALISM
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT (YES, NO)	NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY
DATES OF REPORTS RECEIVED FROM GRANTEE	THE SCRIPPS HOWARD FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR ITS 12/31/2011 YEAR END HOWEVER, THE DIRECTORS OF THE ANDROCLES FOUNDATION HAVE BEEN REASSURED THAT THE GRANTS FOR THE ROY W HOWARD ENDOWMENT AND THE JACK R. HOWARD ENDOWMENT HAVE BEEN ISSUED ACCORDING TO THE TERMS OF THE AGREEMENT
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS	THE \$45,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY

THE ANDROCLES FOUNDATION

EIN: 20-1514742

YEAR: 12/31/2011

FORM 990-PF, PART VII-B, LINE 5c

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 534945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

NAME AND ADDRESS OF GRANTEE: BRADLEY ZANKEL FOUNDATION, INC.
C/O LAMB & BARNOSKY, LLP
534 BROADHOLLOW RD, SUITE 210
MELVILLE, NY 11747

AMOUNT OF GRANT: \$80,000.00

DATE OF GRANT: 12/23/2011

PURPOSE OF GRANT: THE PURPOSE OF THE GRANT IS TO SUPPORT AND FUND RESEARCH SPECIFIC TO
IDENTIFYING AND CURING BRAIN CANCER.

TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS
DIVERTED A PORTION OF FUNDS FROM THE

PURPOSE OF THE GRANT: (YES, NO) NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER
ACTIVITY.

DATES OF REPORTS RECEIVED FROM GRANTEE:

THE BRADLEY ZANKEL FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR ITS
12/31/2011 YEAR END. HOWEVER, THE DIRECTORS OF THE ANDROCLES FOUNDATION
HAVE BEEN PROVIDED SUPPORTING INFORMATION TO CONFIRM THAT THE GRANTS
HAVE BEEN DISTRIBUTED IN ACCORDANCE WITH THE TERMS OF THE AGREEMENT.

DATES AND RESULTS OF ANY VERIFICATION
OF THE GRANTEE'S REPORTS

THE \$80,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY.
NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY.

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Date					
BEST BUY CO INC	Trade	3,000.0000		04/20/11	07/01/11		96,088.15	90,540.00	5,548.15	
FIRST SOLAR INC	Trade	600.0000		04/20/11	10/18/11		33,689.35	82,740.00	(49,050.65)	
	Trade	400.0000		04/21/11	10/18/11		22,459.57	54,640.00	(32,180.43)	
	Trade	200.0000		04/21/11	10/28/11		10,681.79	27,320.00	(16,638.21)	
	Trade	800.0000		04/25/11	10/28/11		42,727.18	107,994.36	(65,267.18)	
Sub-Total:		2,000.0000					109,557.89	272,694.36	(163,136.47)	
GENL MILLS INC	Trade	2,000.0000		04/20/11	06/14/11		76,198.54	76,200.00	(1.46)	
RED HAT INC	Trade	1,200.0000		04/20/11	10/27/11		60,010.85	56,880.00	3,130.85	
	Trade	800.0000		04/25/11	10/27/11		40,007.23	37,760.00	2,247.23	
	Trade	1,000.0000		06/02/11	10/27/11		50,009.03	43,000.00	7,009.03	
	Trade	1,000.0000		06/06/11	10/27/11		50,009.04	42,400.00	7,609.04	
Sub-Total:		4,000.0000					200,036.15	180,040.00	19,996.15	
VEOLIA ENVIRONNEMENT SPON ADR	Trade	200.0000		04/20/11	08/25/11		3,213.93	6,310.00	(3,096.07)	
	Trade	100.0000		04/20/11	10/06/11		1,441.97	3,155.00	(1,713.03)	
	Trade	1,700.0000		04/20/11	10/06/11		24,513.53	53,766.94	(29,253.41)	
Sub-Total:		2,000.0000					29,169.43	63,231.94	(34,062.51)	
VISA INC CL A	Trade	2,000.0000		04/20/11	05/17/11		160,836.91	154,500.00	6,336.91	
Sub Total							\$671,887.07	\$837,206.30	\$(165,319.23)	

continued next page

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOST: UBS #820

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Date					
AETNA INC	Trade	1,400.0000		04/14/10	01/11/11		45,569.23	44,649.87	919.36	
CHEVRON CORP	Trade	1,000.0000		04/30/10	04/20/11		107,877.93	82,530.00	25,347.93	
FORWARD SELECT INCOME FUND CLASS A	Trade	2,133.1060		01/27/11	08/25/11		47,013.66	50,000.00	(2,986.34)	
VISA INC CLA	Trade	1,000.0000		10/07/10	05/17/11		80,418.45	73,750.00	6,668.45	
Sub Total							\$280,879.27	\$250,929.87	\$29,949.40	
Total Short-Term Gain/Loss							\$952,766.34	\$1,088,136.17	\$(135,369.83)	

Long-Term Gain/Loss-Cost Basis Not Reported to IRS

This section includes securities held for more than one year Type "B" activity was reported by UBS to the IRS on Form 1099-B without cost basis.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Acquired	Date					
AETNA INC	Trade	2,400.0000		01/12/05	01/11/11		78,118.67	75,480.00	2,638.67	
	Trade	400.0000		01/17/06	01/11/11		13,019.78	17,800.00	(4,780.22)	
	Trade	200.0000		08/14/06	01/11/11		6,509.89	7,080.00	(570.11)	
	Trade	600.0000		11/20/09	01/11/11		19,529.67	17,148.00	2,381.67	
Sub-Total:		3,600.0000					117,178.01	117,508.00	(329.99)	
APPLE INC	Trade	500.0000		12/23/09	08/25/11		184,496.45	100,750.00	83,746.45	

continued next page

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOST: UBS #820

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				date Acquired	Date					
ASTRAZENECA PLC SPON ADR	Trade	3,300.0000		10/26/09	03/02/11		159,716.93	149,325.00	10,391.93	
	Trade	700.0000		01/06/10	03/02/11		33,879.35	32,193.00	1,686.35	
	Sub-Total:	4,000.0000					193,596.28	181,518.00	12,078.28	
AT&T INC	Trade	3,000.0000		08/14/09	02/18/11		85,498.35	76,050.00	9,448.35	
	Trade	1,000.0000		08/14/09	03/08/11		28,559.55	25,350.00	3,209.55	
	Trade	1,000.0000		10/26/09	03/08/11		28,559.55	25,300.00	3,259.55	
	Sub-Total:	5,000.0000					142,617.45	126,700.00	15,917.45	
	Trade	1,700.0000		08/13/09	04/14/11		47,939.08	55,046.00	(7,106.92)	
AVON PRODUCTS INC	Trade	300.0000		08/14/09	04/14/11		8,459.84	9,720.00	(1,260.16)	
	Trade	1,000.0000		10/01/09	04/14/11		28,199.46	32,650.00	(4,450.54)	
	Trade	2,000.0000		10/14/09	04/14/11		56,398.91	67,960.00	(11,561.09)	
	Trade	1,000.0000		12/23/09	04/14/11		28,199.46	32,000.00	(3,800.54)	
	Sub-Total:	6,000.0000					169,196.75	197,376.00	(28,179.25)	
BEST BUY CO INC	Trade	500.0000		01/11/06	06/29/11		15,849.69	23,950.00	(8,100.31)	
	Trade	1,500.0000		01/11/06	07/01/11		48,044.08	71,850.00	(23,805.92)	
	Trade	1,000.0000		12/11/09	07/01/11		32,029.38	44,298.50	(12,269.12)	
	Sub-Total:	3,000.0000					95,923.15	140,098.50	(44,175.35)	
CHEVRON CORP	Trade	2,000.0000		04/14/10	04/20/11		215,755.85	160,500.00	55,255.85	

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
CHINA MOBILE LTD SPON ADR	Trade	500.0000		01/04/08	04/20/11	23,214.55	41,900.00	(18,685.45)	
Trade		1,500.0000		01/12/10	04/20/11	69,643.66	73,200.00	(3,556.34)	
Sub-Total:		2,000.0000				92,858.21	115,100.00	(22,241.79)	
COLORX CO	Trade	1,000.0000		01/05/07	02/18/11	67,798.70	64,040.00	3,758.70	
Trade		1,000.0000		08/25/09	02/18/11	67,798.70	58,980.00	8,818.70	
Trade		2,000.0000		10/14/09	02/18/11	135,597.39	116,200.00	19,397.39	
Sub-Total:		4,000.0000				271,194.79	239,220.00	31,974.79	
E ON AG SPON ADR	Trade	364.0000		10/26/09	01/21/11	12,379.40	14,449.98	(2,070.58)	
Trade		636.0000		10/28/09	01/21/11	21,629.94	25,461.08	(3,831.14)	
Trade		1,500.0000		12/28/09	01/21/11	51,014.02	62,625.00	(11,610.98)	
Sub-Total:		2,500.0000				85,023.36	102,536.06	(17,512.70)	
FREEPORT-MCMORAN COPPER & GOLD INC	Trade	800.0000		10/13/09	04/20/11	42,719.18	29,700.00	13,019.18	
Trade		3,200.0000		10/14/09	04/20/11	170,876.71	121,760.00	49,116.71	
Trade		2,000.0000		12/18/09	08/25/11	87,358.32	76,563.58	10,794.74	
Sub-Total:		6,000.0000				300,954.21	228,023.58	72,930.63	
GENL MILLS INC	Trade	4,000.0000		10/14/09	06/14/11	152,397.07	129,300.00	23,097.07	
HARRIS CORP DELA	Trade	1,000.0000		01/07/10	04/01/11	49,952.14	48,600.00	1,352.14	
Trade		2,000.0000		02/04/10	04/01/11	99,904.28	89,000.00	10,904.28	
Sub-Total:		3,000.0000				149,856.42	137,600.00	12,256.42	

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOST: UBS #820

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	1,000.0000		01/05/10	04/20/11	53,418.97	59,250.00	(5,831.03)	
	Trade	1,000.0000		02/04/10	04/20/11	53,418.97	51,800.00	1,618.97	
	Sub-Total:	2,000.0000				106,837.94	111,050.00	(4,212.06)	
KAYNE ANDERSON ENERGY DEVELOPMENT CO	Trade	1,300.0000		09/20/06	04/14/11	24,699.52	32,500.00	(7,800.48)	
MONSANTO CO NEW	Trade	2,000.0000		08/13/09	01/21/11	140,877.29	167,900.00	(27,022.71)	
	Trade	1,000.0000		10/14/09	01/21/11	70,438.65	77,750.00	(7,311.35)	
	Trade	2,000.0000		12/18/09	01/21/11	140,877.29	160,822.00	(19,944.71)	
	Sub-Total:	5,000.0000				352,193.23	406,472.00	(54,278.77)	
ONEOK PARTNERS LP	Trade	1,000.0000		12/29/09	05/26/11	82,520.26	82,520.26	0.00	
	Trade	2,000.0000		12/31/09	05/26/11	165,040.52	165,040.52	0.00	
	Trade	1,000.0000		02/04/10	05/26/11	82,520.26	82,520.26	0.00	
	Sub-Total:	4,000.0000				330,081.04	330,081.04	0.00	
PRAXAIR INC	Trade	2,000.0000		11/23/09	04/14/11	202,896.10	166,300.00	36,596.10	
PROCTER & GAMBLE CO	Trade	1,000.0000		11/20/09	08/25/11	62,718.79	61,500.00	1,218.79	
VISA INC CL A	Trade	1,500.0000		12/23/09	05/17/11	120,627.68	128,625.00	(7,997.32)	
	Trade	500.0000		01/15/10	05/17/11	40,209.23	43,088.75	(2,879.52)	
	Sub-Total:	2,000.0000				160,836.91	171,713.75	(10,876.84)	
WAL MART STORES INC	Trade	2,000.0000		10/13/09	02/18/11	109,997.88	101,000.00	8,997.88	

continued next page

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date		Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
				Date Acquired						
WESTCORE PLUS BOND FUND	Trade	10,506.0000		10/12/06	05/02/11		113,674.92	109,997.82	3,677.10	
	Trade	17,220.4330		03/14/07	05/02/11		186,325.08	183,225.41	3,099.67	
	Sub-Total:	27,726.4330					300,000.00	293,223.23	6,776.77	
Sub Total							\$3,821,309.41	3,650,070.16	171,239.25	
Total Long-Term Gain/Loss							\$3,821,309.41	3,650,070.16	171,239.25	

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #B: STATEMENT OF REALIZED GAINS/LOST: UBS #308

Short-Term Gain/Loss-Cost Basis Not Reported to IRS

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
FHLB STEP UP CALL BOND 02.250 % DUE 12/30/16 DTD 03/30/11 FC 09302011	Redemption	100,000.0000		03/09/11	06/30/11	100,000.00	100,000.00		
Sub Total						\$100,000.00	\$100,000.00		
Total Short-Term Gain/Loss						\$100,000.00	\$100,000.00		

Long-Term Gain/Loss-Cost Basis Not Reported to IRS

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
AMERICAN FUNDS CAPITAL WORLD BOND FUND CL A	Trade	14,300.0000		11/16/07	05/02/11	303,011.76	300,019.25	2,992.51	
	Trade	43.9100		12/24/07	05/02/11	930.44	858.00	72.44	
Sub-Total:		14,343.9100				303,942.20	300,877.25	3,064.95	
ANHEUSER BUSCH COS INC 05.600% 03/01/17 DTD020907 FC090107 CALL@MMW+20BP	Trade	150,000.0000		05/18/09	05/02/11	166,344.75	157,239.75	9,105.00	
CATERPILLAR FIN SVS CORP 04.400% 02/15/11 DTD022009 FC081509 NTS B/E	Redemption	100,000.0000		02/10/09	02/15/11	100,000.00	100,000.00		

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2011

STATEMENT #B: STATEMENT OF REALIZED GAINS/LOADED: UBS #308

Long-Term Gain/Loss-Cost Basis Not Reported to IRS (continued)

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	wash sale loss disallowed
DOW CHEMICAL CO NTS B/E 06.000% 101513 DTD100208 FC041509 CALLABLE	Redemption	100,000.0000		09/26/08	04/15/11	100,000.00	100,000.00		
DOW CHEMICAL CO INTRNLT 04.150% 121514 DTD122109 FC061510 NTS B/E	Redemption	100,000.0000		12/22/09	06/15/11	100,000.00	100,000.00		
ENCANA CORP MW+15BP NTS 04.750% 101513 DTD100203 FC041504	Trade	100,000.0000		10/27/09	05/02/11	107,219.75	106,435.25	784.50	
FIDELITY ADVISOR NEW INSIGHTS FUND CLASS T	Trade	7,129.5270		11/16/07	04/28/11	150,000.00	154,642.14	(4,642.14)	
ISHARES IBOX \$ INVT GRA DE CORPORATE BOND FUND	Trade	500.0000		08/14/09	04/21/11	54,324.65	51,970.90	2,353.75	
J P MORGAN CHASE & CO 05.600% 060111 DTD051606 FC120106 NTS	Redemption	100,000.0000		06/18/09	06/01/11	100,000.00	106,531.25	(6,531.25)	
KELLOGG CO CALL@MW+30BP 04.250% 030613 DTD030308 FC090608 NTS	Trade	100,000.0000		10/27/09	05/25/11	105,069.75	106,744.25	(1,674.50)	
MERRILL LYNCH & CO 06.050% 051616 DTD051606 FC111606 MW+20BP	Trade	150,000.0000		10/27/09	04/28/11	159,890.25	152,904.75	6,985.50	
WELLS FARGO & CO NEW 05.250% 102312 DTD102307 FC042308	Trade	100,000.0000		07/10/09	05/02/11	105,551.75	105,625.25	(73.50)	
Sub Total						\$1,552,343.10	\$1,542,970.79	\$9,372.31	
Total Long-Term Gain/Loss						\$1,552,343.10	\$1,542,970.79	\$9,372.31	

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/SUBSTANTIAL CONTRIBUTOR	FOUNDATIO N STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACLU Foundation 125 Broad Street 18 th Floor New York, NY 10004	None	501(c)(3)-Public Charity	Civil Liberties Advocacy	\$10,000.00
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102	None	501(c)(3)-Public Charity	Community Development, Advocacy for Justice and Peace Education Worldwide	10,000.00
Ashoka 1700 North Moore St Suite 2000 Arlington, VA 22209	None	501(c)(3)-Public Charity	Charitable Grant	10,000.00
Bradley Zankel Foundation, Inc. c/o Lamb & Barnosky, LLP 534 Broadhollow Road Suite 210 Melville, NY 11747	None	501(c)(3)- Private Non- Operating Foundation- Exercised Expenditure Responsibility	Medical/Cancer Grant	80,000.00
Catholic Charities of the Diocese of Santa Rosa P.O. Box 4900 Santa Rosa, CA 95402	None	501(c)(3)-Public Charity	Religious Charitable Grant	20,000.00
Ceres Community Project Ceres Project P.O. Box 1562 Sebastopol, CA 95473	None	501(c)(3)-Public Charity	Community Outreach by Teaching Healthy Consumption for People, Communities	20,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

			and the Planet through Organic Foods	
Challenged Athletes Foundation 9591 Waples St San Diego, CA 92191	None	501(c)(3)-Public Charity	Support Physically Disabled During Physical Fitness and Competitive Athletics	75,000.00
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71 st Street New York, NY 10021	None	501(c)(3)-Public Charity	Religious Grant	20,000.00
City Harvest, Inc. 575 8th Avenue 4 th Floor New York, NY 10018	None	501(c)(3)-Public Charity	Prevention of Hunger	30,000.00
Copan's Place 720 Virginia St Bellingham, WA 98225	None	501(c)(3)-Public Charity	Animal Protection and Welfare	5,000.00
Council on Aging Services for Seniors 30 Kawana Springs Rd. Santa Rosa, CA 95404	None	501(c)(3)-Public Charity	Services for Seniors	20,000.00
DeLancey Street Foundation 600 Embarcadero St. San Francisco, CA 94107	None	501(c)(3)-Public Charity	Residential Education Center	12,000.00
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741	None	501(c)(3)-Public Charity	Medical Grant	43,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Feeding America (formerly known as America's Second Harvest) P.O. Box 96749 Washington DC 20090- 6749	None	501(c)(3)-Public Charity	Fighting Domestic Hunger Relief	20,000.00
Food Animal Concerns Trust 3525 W Peterson Avenue Chicago, IL 60659	None	501(c)(3)-Public Charity	Public Health Concerns	17,000.00
Gallery North 90 North Country Road Setauket, NY 11733	None	501(c)(3)-Public Charity	Contemporary Art Museum	55,000.00
Grameen Foundation 1101 15 th St. NW 3 rd Floor Washington DC 20005	None	501(c)(3)-Public Charity	Micro Finance and Innovative Technology to Fight Global Poverty	10,000.00
Habitat for Humanity of New York City 111 John Street 23 rd Floor New York, NY 10038	None	501(c)(3)-Public Charity	Housing for the Needy	10,000.00
Habitat for Humanity of Ouachita 1220 North 18 th St Suite 303 Monroe, LA 71201	None	501(c)(3)-Public Charity	Housing for the Needy in Monroe, LA	20,000.00
Habitat of Humanity of Sonoma County 3273 Airway Drive Suite E Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Housing for the Needy in Sonoma County, CA	20,000.00
International Center for Journalists	None	501(c)(3)-Public Charity	Promotes Quality in	10,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

1616 11 th Street NW Washington DC 20006			Journalism Worldwide	
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	501(c)(3)-Public Charity	Public health concerns	10,000.00
Lucille Packard Foundation for Children's Health 400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	None	501(c)(3)-Public Charity	Health Care Concerns	20,000.00
Middleway House P.O. Box 95 Bloomington, ID 47402	None	501(c)(3)-Public Charity	Social Services	15,000.00
Monarch School Project 808 West Cedar Street San Diego, CA 92101	None	501(c)(3)-Public Charity	Educate Students Impacted by Homelessness	10,000.00
New York Public Library 476 Fifth Avenue New York, NY 10018	None	501(c)(3)-Public Charity	Educational Charity	60,000.00
Northern CA Public Broadcasting, Inc. 2601 Mariposa Street San Francisco, CA 94110-1426	None	501(c)(3)-Public Charity	Media Communication to Northern California	10,000.00
Orthodox Peace Fellowship P.O. Box 6009 Raleigh, NC 27628- 6009	None	501(c)(3)-Public Charity	Religious Grant	25,000.00
Palm Care Healthcare Foundation 652 Petaluma Avenue Suite E	None	501(c)(3)-Public Charity	Health Care Grant	20,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Sebastopol, CA 95402				
Peninsula Aquatics San Diego 3446 Stadium Place San Diego, CA 92122-3308	None	501(c)(3)-Public Charity	Health Care Grant	20,000.00
Polaris Project P.O. Box 53315 Washington DC 20009	None	501(c)(3)-Public Charity	Combat Human Trafficking and Modern-Day Slavery	20,000.00
Project Medishare for Haiti P.O. Box 381208 Miami, FL 33238	None	501(c)(3)-Public Charity	Sharing Human and Technical Resources with its Haitian Partners to Achieve Quality Healthcare and Development Services for All	45,000.00
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	None	501(c)(3)-Public Charity	Animal Protection and Welfare	20,000.00
Redwood Empire Food Bank 3320 Industrial Drive Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Ending Community Hunger	30,000.00
Redwood Gospel Mission P.O. Box 493 Santa Rosa, CA 95402	None	501(c)(3)-Public Charity	Ending Community Hunger	20,000.00
Santa Fe Animal Shelter 100 Caja de Rio Road Santa Fe, NM 87507	None	501(c)(3)-Public Charity	Reduce Animal Suffering	15,000.00
San Diego Humane	None	501(c)(3)-Public	Human	10,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Society & SCPA 5500 Gaines St San Diego, CA 92110		Charity	Treatment of Animals and Enhancement of Human-Animal Bond	
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	None	501(c)(3)-Public Charity	Provide Food to People in Need and Connect People to Health and Human Service Providers	10,000.00
Save a Pet Animal Rescue, Inc. 608 Route 112 Port Jefferson Station, NY 11776	None	501(c)(3)-Public Charity	Animal Rescue Shelter and Adoption Center	20,000.00
Scripps Howard Foundation P.O. Box 5380 Cincinnati, OH 45201- 5380	None	501(c)(3)- Private Non- Operating Foundation- Exercised Expenditure Responsibility	Promote Free Press, Foster Journalism & Media Education	45,000.00
Starcross Community 34500 Annapolis Road Annapolis, CA 95412	None	501(c)(3)-Public Charity	Religious Grant	10,000.00
St. Gregory of Sinai Monastery 8252 Harrington Flat Road Kelseyville, CA 95451	None	501(c)(3)-Public Charity	Religious Grant	30,000.00
St. Tikhon's Orthodox Theological Seminary P.O. Box 130 South Canaan, PA 18459	None	501(c)(3)-Public Charity	Religious Grant	15,000.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2011

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

The Bishop's School 7607 La Jolla Boulevard La Jolla, CA 92037	None	501(c)(3)-Public Charity	Educational Grant	10,000.00
The Field (f/b/o Rain Worthington) 161 Sixth Avenue New York, NY 10013	None	501(c)(3)-Public Charity	Cultivating and Fostering the Performing Arts	8,000.00
The Spanish Mustang Foundation P.O. Box 849 Estancia, NM 87016	None	501(c)(3)-Public Charity	Preservation and History	20,000.00
Urban Arts Partnership Development Department 414 Broadway 6 th Floor New York, NY 10013	None	501(c)(3)-Public Charity	Educational Grant	15,000.00
Voices of a People's History of the United States 45 Main Street Suite 547 Brooklyn, NY 11201- 0027	None	501(c)(3)-Public Charity	Developing an Informed and Participatory Citizenry	15,000.00
Worldwide Christian Medical Brigade P.O. Box 1633 Chula Vista, CA 91912	None	501(c)(3)-Public Charity	Religious Grant	10,000.00
TOTAL				\$1,075,000.00

THE ANDROCLES FOUNDATION, INC.

EIN: 20-1514742

YEAR: DECEMBER 31, 2011

MINUTES OF THE
ANNUAL MEETING OF
THE BOARD OF DIRECTORS
OF
THE ANDROCLES FOUNDATION, INC.
April 26, 2011

The annual meeting of the Board of Directors of The Androcles Foundation, Inc. (the "Corporation") was held at the offices of the J.P. Morgan at 270 Park Avenue, New York, New York on April 26, 2011, following the meeting with J.P. Morgan.

The following Directors were present: Jennifer Perkins Fitzgerald, Chairman of the Board and President and Timothy H. Perkins, Secretary and Treasurer. Paul L. Lamb, Jeffrey A. Zankel, Diane J. Moffet and Mara N. Harvey, counsel for the Corporation, were also present, as were Roy Howard Perkins, Mary Jane Kissel, Elizabeth Perkins and Sierra Perkins.

The Chairman called the meeting to order at 3:00 p.m.

1. Election of Directors. Upon motion duly made, seconded and unanimously approved, Jennifer Perkins Fitzgerald, Timothy H. Perkins and Roy Howard Perkins were duly nominated and elected as Directors of the Corporation, each to serve a term of one year and until their successors are duly elected and qualified and Jennifer Perkins Fitzgerald was duly nominated and elected as Chairman of the Board.

2. Election of Officers. Upon motion duly made, seconded and unanimously approved, the following persons were duly nominated and elected to serve in the offices set forth below opposite their respective names, each to serve a term of one year and until their successors are duly elected and qualified:

Jennifer Perkins Fitzgerald
Roy Howard Perkins
Timothy H. Perkins

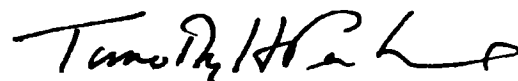
President
Senior Vice President
Secretary and Treasurer

3. Ratification of Prior Actions. Upon motion duly made, seconded and unanimously approved, all of the actions taken by the officers of the Corporation prior to the date hereof on behalf of the Corporation are hereby approved and ratified.

4. Charitable Contributions. Mr. Lamb noted that the Corporation is required to make a minimum of \$1,100,240.95 in charitable contributions in 2011 to organizations qualifying as charitable organizations within the meaning of Internal Revenue Code Sections 170(c) and 2055(a) (the "Charitable Organizations"). Upon motion duly made, seconded and unanimously approved, the Corporation agreed that it will make charitable contributions of at least \$1,110,000 in 2011 to various Charitable Organizations.

There being no further business, on motion duly made, seconded and unanimously approved, the meeting was adjourned.

Respectfully submitted,



Timothy H. Perkins
Secretary

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					227.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					17,106.	
952,766.		PUBLICLY TRADED SECURITIES- ST: UBS 820- PROPERTY TYPE: SECURITIES 1,088,136.				P	VARIOUS -135,370.	VARIOUS
3,821,309.		PUBLICLY TRADED SECURITIES- LT: UBS 820- PROPERTY TYPE: SECURITIES 3,650,070.				P	VARIOUS 171,239.	VARIOUS
330,081.		4,000 UNITS ONEOK PARTNERS LP PROPERTY TYPE: SECURITIES 192,228.				P	VARIOUS 137,853.	05/26/2011
100,000.		100,000 UNITS FHLB STEP-UP CALL BOND 2.2 100,000.					03/09/2011	06/30/2011
1,552,343.		PUBLICLY TRADED SECURITIES- LT: UBS 308- 1,542,971.					VARIOUS 9,372.	VARIOUS
		ST CAP LOSS: PASS THRU - POWERSHARES DB PROPERTY TYPE: SECURITIES 3,202.				P	VARIOUS -3,202.	VARIOUS
		LT CAP LOSSES: PASS THRU-POWERSHARES DB PROPERTY TYPE: SECURITIES 4,909.				P	VARIOUS -4,909.	VARIOUS
TOTAL GAIN (LOSS)							<u>192,316.</u>	

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

THE ANDROCLES FOUNDATION, INC.

☒ **X**

Employer identification number (EIN) or

20-1514742

Number, street, and room or suite no. If a P O box, see instructions

C/O LAMB & BARNOSKY LLP

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MELVILLE, NY 11747

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► LAMB & BARNOSKY LLP

Telephone No. ► 631 694-2300

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ **X** calendar year 20 11 or
- ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	14,100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	3,100.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	THE ANDROCLES FOUNDATION, INC.		☒	20-1514742
	Number, street, and room or suite no. If a P.O. box, see instructions			Social security number (SSN)
	C/O LAMB & BARNOSKY LLP		☐	
City, town or post office, state, and ZIP code. For a foreign address, see instructions				
MELVILLE, NY 11747				

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 990-EZ	01	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ LAMB & BARNOSKY LLP

Telephone No. ☐ 631 694-2300

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning 20, and ending 20.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **ALL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	14,100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	14,100.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFIPS (Electronic Federal Tax Payment System) See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒

Title ☒

MARCUM LLP CPA Date ☒ 8/13/12

Form 8868 (Rev 1-2012)