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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation FORREST C. & FRANCES H. LATTNER FOUNDATION		A Employer identification number 20-3106502
Number and street (or P O box number if mail is not delivered to street address) 198 NE 6TH AVENUE		B Telephone number (561) 266-9494
City or town, state, and ZIP code DELRAY BEACH, FL 33483		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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 75,467,813. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		172.	172.		STATEMENT 1
4 Dividends and interest from securities		412,454.	412,454.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,734,917.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			3,734,917.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		347,400.	347,400.		STATEMENT 3
12 Total. Add lines 1 through 11		4,494,943.	4,494,943.		
13 Compensation of officers, directors, trustees, etc		107,254.	21,451.		85,803.
14 Other employee salaries and wages		86,422.	21,605.		64,817.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		26,358.	26,358.		0.
c Other professional fees STMT 5		605,643.	605,643.		0.
17 Interest					
18 Taxes STMT 6		53,455.	48,136.		0.
19 Depreciation and depletion		1,283.	2,140.		
20 Occupancy		27,406.	5,481.		21,925.
21 Travel, conferences, and meetings		4,245.	424.		3,821.
22 Printing and publications					
23 Other expenses STMT 7		17,799.	4,450.		13,349.
24 Total operating and administrative expenses. Add lines 13 through 23		929,865.	735,688.		189,715.
25 Contributions, gifts, grants paid		4,840,396.			4,840,396.
26 Total expenses and disbursements. Add lines 24 and 25		5,770,261.	735,688.		5,030,111.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,275,318.>			
b Net investment income (if negative, enter -0-)			3,759,255.		
c Adjusted net income (if negative, enter -0-)				N/A	

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		20,389,937.	9,956,827.	9,956,827.	
	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					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock STMT 8		3,289,308.	0.	3.	
	c	Investments - corporate bonds					
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other STMT 9		47,444,175.	59,892,736.	65,445,602.	
	14	Land, buildings, and equipment: basis ▶ 16,732.					
		Less: accumulated depreciation STMT 10 ▶ 14,647.		3,367.	2,085.	2,085.	
	15	Other assets (describe ▶ STATEMENT 11)		63,475.	63,296.	63,296.	
	16	Total assets (to be completed by all filers)		71,190,262.	69,914,944.	75,467,813.	
	17	Accounts payable and accrued expenses					
	18	Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒	27	Capital stock, trust principal, or current funds		0.	0.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
		29	Retained earnings, accumulated income, endowment, or other funds		71,190,262.	69,914,944.	
		30	Total net assets or fund balances		71,190,262.	69,914,944.	
	31	Total liabilities and net assets/fund balances		71,190,262.	69,914,944.		

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	71,190,262.
2	Enter amount from Part I, line 27a	2	<1,275,318.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	69,914,944.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	69,914,944.

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 SCHEDULE ATTACHED			P		
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 33,648,853.		29,913,936.	3,734,917.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,734,917.
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	3,734,917.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	4,534,064.	81,429,963.	.055681
2009	3,885,191.	72,403,299.	.053660
2008	4,989,338.	82,479,689.	.060492
2007	5,350,414.	102,230,168.	.052337
2006	4,749,403.	90,352,024.	.052566

2 Total of line 1, column (d)	2	.274736
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	.054947
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	74,882,323.
5 Multiply line 4 by line 3	5	4,114,559.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,593.
7 Add lines 5 and 6	7	4,152,152.
8 Enter qualifying distributions from Part XII, line 4	8	5,030,111.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
 See the Part VI instructions.

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

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)		1	37,593.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	37,593.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	37,593.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	61,056.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	81,056.	
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	43,463.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 43,463. Refunded	11	0.	

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 instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		
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) ► FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FORREST & FRANCES LATTNER FOUNDATIO</u> Telephone no. ► <u>(561) 266-9494</u> Located at ► <u>198 NE 6TH AVENUE, DELRAY BEACH, FL</u> ZIP+4 ► <u>33483</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b

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)?

☐ 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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check hereN/A
☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DREW HOLLENBECK 198 NE 6TH AVENUE DELRAY BEACH, FL 33483	TRUSTEE 10.00	45,749.	0.	0.
DAVID W. HOLLENBECK 198 NE 6TH AVENUE DELRAY BEACH, FL 33483	TRUSTEE 10.00	31,598.	0.	0.
DOUGLAS HOLLENBECK 198 NE 6TH AVENUE DELRAY BEACH, FL 33483	TRUSTEE 10.00	29,907.	0.	0.
SUSAN L. LLOYD 198 NE 6TH AVENUE DELRAY BEACH, FL 33483	CHAIRMAN 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
SUE MANN - 198 NE 6TH AVENUE, DELRAY BEACH, FL 33483	FUND MANAGER 40.00	86,422.	0.	0.

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

0

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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	64,519,881.
b	Average of monthly cash balances	1b	11,437,402.
c	Fair market value of all other assets	1c	65,380.
d	Total (add lines 1a, b, and c)	1d	76,022,663.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	76,022,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,140,340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,882,323.
6	Minimum investment return. Enter 5% of line 5	6	3,744,116.

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	3,744,116.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	37,593.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	37,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,706,523.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,706,523.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,706,523.

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	5,030,111.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,030,111.
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	5	37,593.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,992,518.

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)

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				3,706,523.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	568,414.			
b From 2007	474,104.			
c From 2008	972,874.			
d From 2009	270,556.			
e From 2010	469,625.			
f Total of lines 3a through e	2,755,573.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 5,030,111.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,706,523.
e Remaining amount distributed out of corpus	1,323,588.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,079,161.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	568,414.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,510,747.			
10 Analysis of line 9:				
a Excess from 2007	474,104.			
b Excess from 2008	972,874.			
c Excess from 2009	270,556.			
d Excess from 2010	469,625.			
e Excess from 2011	1,323,588.			

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

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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.					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1
 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SUSAN L. LLOYD, (561) 266-9494
 198 NE 6TH AVENUE, DELRAY BEACH, FL 33483

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

AVAILABLE UPON REQUEST

c
 Any submission deadlines:

AVAILABLE UPON REQUEST

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

AVAILABLE UPON REQUEST

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				
AOFA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701	NONE	501(C)3	GENERAL SUPPORT	5,000.
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501(C)3	BICENTENNIAL EXHIBIT	50,000.
AMERICAN FOREST FOUNDATION 1111 NINETEENTH ST., NW, STE. 780 WASHINGTON, DC 20036	NONE	501(C)3	PROJECT LEARNING TREE ENVIRONMENTAL EDUCATION	10,000.
AMIGOS FOR CHRIST 1845 S. LEE CT., STE. A BUFORD, GA 30518	NONE	501(C)3	SURGICAL MISSION IN NICARAGUA	15,000.
ATLANTA RONALD MCDONALD HOUSE CH. 795 GATEWOOD ROAD., NE ATLANTA, GA 30329	NONE	501(C)3	ADOPT-A-FAMILY PROGRAM	20,000.
Total SEE CONTINUATION SHEET(S)				4,840,396.
b Approved for future payment				
CHESTNUT HILL ACADEMY 500 W. WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE	501(C)3	SCIENCE & TECHNOLOGY CENTER	200,000.
THE NATURE CONSERVANCY IN RHODE ISLAND 159 WATERMAN ST. PROVIDENCE, RI 02906	NONE	501(C)3	OCEAN AND COASTAL CONSERVATION	250,000.
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05842	NONE	501(C)3	FOOD SYSTEMS & AGRICULTURE EDUCATION PROGRAM	150,000.
Total				600,000.

FORREST C. & FRANCES H. LATTNER
FOUNDATION

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AUDUBON OF FLORIDA 444 BRICKELL AVE., STE. 850 MIAMI, FL 33131	NONE	501(C)3	EVERGLADES CAMPAIGN	25,000.
AUDUBON PENNSYLVANIA 1201 PAWLINGS ROAD AUDUBON, PA 19403	NONE	501(C)3	KITTATINNY RIDGE PROJECT; AUDUBON AT HOME	50,000.
BNP PICTURES(WOMEN MAKE MOVIES) P. O. BOX 481 HAILEY, ID 83333	NONE	501(C)3	"THE GREATER GOOD"	70,000.
BAHAMAS HABITAT 103 DUMBARTON CT. CARY, NC 27511	NONE	501(C)3	ZION CHILDREN'S HOME, DISASTER RELIEF	30,000.
BELLE CENTER 10916 SCHUETZ RD. ST. LOUIS, MO 63146	NONE	501(C)3	OUTREACH THERAPY PROGRAM	10,000.
BETHANNA 1030 SECOND STREET PIKE SOUTHAMPTON, PA 18966	NONE	501(C)3	GENERAL SUPPORT	35,000.
BOCA RATON SOCIETY FOR THE DISABLED 306 NW 35TH STREET BOCA RATON, FL 33431	NONE	501(C)3	TUITION SUBSIDIES, TRANSPORTATION AND LUNCHES	30,000.
BOY SCOUTS - GREATER ST. LOUIS AREA 4568 W. PINE BLVD. ST. LOUIS, MO 63108	NONE	501(C)3	GENERAL SUPPORT	5,000.
BOY SCOUTS-NARRAGANSETT COUNCIL #546 P.O. BOX 14777 E. PROVIDENCE, RI 02914	NONE	501(C)3	CAMPERSHIP ASSISTANCE TO INNER-CITY YOUTH	5,000.
BOYS & GIRLS CLUB OF DELRAY 800 NORTHPOINT PARKWAY, STE. 204 W. PALM BEACH, FL 33407	NONE	501(C)3	RISE & SHINE AND FAMILY STRENGTHENING	35,000.
Total from continuation sheets				4,740,396.

FORREST C. & FRANCES H. LATTNER
FOUNDATION

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRADFORD JONNYCAKE CENTER P.O. BOX 273 WESTERLY, RI 02891	NONE	501(C)3	PROGRAM SUPPORT	15,000.
BREAKTHROUGH OF GREATER PHILADELPHIA 34 W. COULTER ST. PHILADELPHIA, PA 19144	NONE	501(C)3	ACADEMIC PROGRAM FOR LOW-INCOME STUDENTS	20,000.
BRIGHT FUTURES ATLANTA 64 EDWIN PLACE, NW ATLANTA, GA 30318	NONE	501(C)3	BF ACADEMY, AFTERSCHOOL PROGRAMMING, CAMP	35,000.
CAMPAIGN FOR A COMMERCIAL-FREE CHILD 89 SOUTH ST., #404 BOSTON, MA 02111	NONE	501(C)3	GENERAL SUPPORT	1,000.
CANCER 101 304 PARK AVE. S., 11TH FL. NEW YORK, NY 10010	NONE	501(C)3	GENERAL SUPPORT	50,000.
CARPENTER-CARSE LIBRARY P.O. BOX 127 HINESBURG, VT 05461	NONE	501(C)3	GENERAL SUPPORT	1,000.
THE CENTER FOR AN AGRICULTURAL ECONOMY 41 S. MAIN ST. HARDWICK, VT 05843	NONE	501(C)3	SUPPORT PROJECT MGR OF VT FOOD VENTURE CTR	20,000.
CHAMPLAIN COLLEGE P.O. BOX 670 BURLINGTON, VT 05402	NONE	501(C)3	SCHOLARSHIP & EMERGENCY FUND	20,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE. ANNAPOLIS, MD 21403	NONE	501(C)3	EFFORTS IN RESPONSIBLE MARCELLUS SHALE DRILLING	50,000.
CHESTNUT HILL ACADEMY 500 W. WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE	501(C)3	SCIENCE & TECHNOLOGY CENTER	200,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE ATLANTA, GA 30329	NONE	501(C)3	MATCH PROCEEDS OF TOBY WADE CHAPIN GOLF	23,205.
CHRISTIANS REACHING OUT TO SOCIETY 301 FIRST AVE. SOUTH LAKE WORTH, FL 33460	NONE	501(C)3	FOOD PROGRAM, PAINT AND HARDSCAPE	40,000.
CITY YEAR 287 COLUMBUS AVE. BOSTON, MA 02116	NONE	501(C)3	GENERAL SUPPORT	5,000.
COMMITTEE ON TEMPORARY SHELTER P.O. BOX 1616 BURLINGTON, VT 05402	NONE	501(C)3	GENERAL SUPPORT	4,000.
COMMON ROOTS P.O. BOX 9335 S. BURLINGTON, VT 05407	NONE	501(C)3	FARM TO GO & CSA FOOD ASSISTANCE PROGRAM	16,500.
COMMUNITY CARING CTR OF BOYNTON BCH 145 N.E. 4TH AVENUE BOYNTON BEACH, FL 33435	NONE	501(C)3	URBAN FARMING PROJECT	20,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	NONE	501(C)3	HEALTH AND WELLNESS PROGRAM	35,000.
CONNOR B. TURNBAUGH FOUNDATION 186 EASTRY CT. CHARLOTTE, VT 05445	NONE	501(C)3	GENERAL SUPPORT	1,000.
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	501(C)3	ADVOCACY ORGANIZATION-WIDE AND RHODE ISLAND	100,000.
CORNUCOPIA INSTITUTE P.O. BOX 126 CORNUCOPIA, WI 54827	NONE	501(C)3	INTEGRITY OF SUSTAINABLE, LOCAL AND ORGANIC FOOD	35,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE CROSSROADS CLUB 1700 LAKE IDA RD. DELRAY BEACH, FL 33445	NONE	501(C)3	LIVING SKILLS IN THE SCHOOLS PROGRAM	15,000.
DEERFIELD VALLEY ROTARY FUND P.O. BOX 966 W. DOVER, VT 05356	NONE	501(C)3	GENERAL SUPPORT	75,000.
DRAGONFLY FOREST 1100 E. HECTOR ST., STE. 333 CONSHOHOCKEN, PA 19428	NONE	501(C)3	2011 CAMP SESSIONS	20,000.
DUNWOODY NATURE CENTER P.O. BOX 88070 DUNWOODY, GA 30356	NONE	501(C)3	GENERAL OPERATING SUPPORT	15,000.
EARTHJUSTICE 426 SEVENTEENTH ST., 6TH FL. OAKLAND, CA 94612	NONE	501(C)3	PREVENT ENVIRONMENTAL DEGRADATION IN NE	25,000.
EAST BEACH ASSOCIATION 23 ICE POND RD. WESTERLY, RI 02891	NONE	501(C)3	GENERAL SUPPORT	1,000.
ENDANGERED WOLF CENTER P.O. BOX 760 EUREKA, MO 63025	NONE	501(C)3	GENERAL SUPPORT	5,000.
EQUINE-ASSISTED THERAPY 5591 CALVEY CREEK RD. ROBERTSVILLE, MO 63072	NONE	501(C)3	PROGRAM SUPPORT	25,000.
FAMILIES FIRST IN SOUTHERN VERMONT P.O. BOX 939 WILMINGTON, VT 05363	NONE	501(C)3	GENERAL SUPPORT	14,000.
FAMILY RESOURCE CENTER 3309 S. KINGSHIGHWAY ST. LOUIS, MO 63139	NONE	501(C)3	FUNDRAISING CAPACITY BUILDING	50,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FARM-TO-CONSUMER FOUNDATION 2692 MADISON RD., STE. N1-371 CINCINNATI, OH 45208	NONE	501(C)3	PROGRAM SUPPORT	35,000.
FELLOWSHIP OF THE WHEEL P.O. BOX 1566 WILLISTON, VT 05495	NONE	501(C)3	GENERAL SUPPORT	3,000.
FERRY BEACH ECOLOGY SCHOOL 8 MORRIS AVE., BLDG. ONE SACO, ME 04072	NONE	501(C)3	FOOD FOR THOUGHT: TEACHING THE ECOLOGY OF	5,000.
FLETCHER ALLEN HEALTH CARE 111 COLCHESTER AVENUE BURLINGTON, VT 05401	NONE	501(C)3	SUSTAINABLE FOOD PRACTICES	25,000.
FLYNN CENTER FOR THE PERFORMING ARTS 153 MAIN STREET BURLINGTON, VT 05401	NONE	501(C)3	SUBSIDIZED TICKETS-STUDENT MATINEE SERIES	25,000.
FAMILIES OF CHILDREN UNDER STRESS 3825 PRESIDENTIAL DR., STE 103 ATLANTA, GA 30340	NONE	501(C)3	FAMILY ACTIVITIES	50,000.
FOOD WORKS AT TWO RIVERS CENTER 64 MAIN ST. MONTPELIER, VT 05602	NONE	501(C)3	DEVELOPING A MODEL RESEARCH & DEMONSTRATI	20,000.
FORGOTTEN SOLDIERS OUTREACH 3550 23RD AVE. S., STE. 7 LAKE WORTH, FL 33461	NONE	501(C)3	GENERAL SUPPORT	2,000.
FRAGILE KIDS FOUNDATION 3350 RIVERWOOD PKY., STE. 1400 ATLANTA, GA 30339	NONE	501(C)3	LOANED EQUIPMENT PROGRAM	50,000.
FRIENDS OF BURLINGTON GARDENS P.O. BOX 4504 BURLINGTON, VT 05406	NONE	501(C)3	HEALTHY CITY YOUTH INITIATIVE	10,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF THE BLUE RIDGE PARKWAY P.O. BOX 341 ARDEN, NC 28704	NONE	501(C)3	VOLUNTEERS: ENRICHING OUR HERITAGE PROGRAM	1,000.
FRIENDS OF GREEN CAY NATURE CENTER 12800 HAGEN RANCH RD. BOYNTON BEACH, FL 33437	NONE	501(C)3	GENERAL SUPPORT	1,000.
FRIENDS OF THE PIERSON LIBRARY 5376 SHELBURNE RD. SHELBURNE, VT 05482	NONE	501(C)3	GENERAL SUPPORT	1,000.
GEORGIA ELITE C/O R MCABEE, 10140 KINCROSS RD ROSWELL, GA 30076	NONE	501(C)3	BASKETBALL PROGRAM	15,000.
THE GREENE SCHOOL 94 JOHN POTTER RD., UNIT #3 W. GREENWICH, RI 02817	NONE	501(C)3	CURRICULUM DEVELOPMENT AND SUPPORT	60,000.
HMS SCHOOL FOR CHILDREN WITH CEREBRAL 4400 BALTIMORE AVE. PHILADELPHIA, PA 19104	NONE	501(C)3	GENERAL SUPPORT	1,000.
HEARTBEET LIFESHARING 218 TOWN FARM RD. HARDWICK, VT 05843	NONE	501(C)3	GENERAL SUPPORT	2,000.
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DR. NEW HAVEN, CT 06511	NONE	501(C)3	HOSPITAL OUTREACH AND COPE PROGRAMS	25,000.
HORIZONS ATLANTA 805 MOUNT VERNON HWY., N.W. SANDY SPRINGS, GA 30327	NONE	501(C)3	GENERAL OPERATING SUPPORT	35,000.
IN THE PINES 16101 HALF MILE RD., BLDG. G OFFICE DELRAY BEACH, FL 33446	NONE	501(C)3	IMPACT FEES AND "SOFT COSTS", INTERIOR PRODUCTS	30,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INTERVALE CENTER 180 INTERVALE ROAD BURLINGTON, VT 05401	NONE	501(C)3	OPPORTUNITIES FOR BEGINNING FARMERS, FARM SUPP	45,000.
ISLAND PRESS/CENTER FOR RES ECONOMICS 1718 CONNECTICUT AVE. N.W. STE 300 WASHINGTON, DC 20009	NONE	501(C)3	GENERAL SUPPORT	50,000.
JONES COLLEGE RADIO 5353 ARLINGTON EXPRESSWAY JACKSONVILLE, FL 32211	NONE	501(C)3	GENERAL SUPPORT	2,000.
KING STREET YOUTH CENTER P.O. BOX 1615 BURLINGTON, VT 05402	NONE	501(C)3	GENERAL SUPPORT	3,000.
LAKE CHAMPLAIN BASIN SCIENCE CENTER ONE COLLEGE ST. BURLINGTON, VT 5401	NONE	501(C)3	E-TEAM TEEN LEADERSHIP PROGRAM	25,000.
LAKE CHAMPLAIN WALDORF SCHOOL 359 TURTLE LN. SHELBURNE, VT 5482	NONE	501(C)3	EARLY CHILDHOOD GARDENING PROGRAM & CAMPUS	25,000.
THE LIBERTY FOUNDATION P.O. BOX 2770 DOUGLAS, GA 31534	NONE	501(C)3	"LIBERTY BELLE" & KIDS EDUCATION PROGRAM	150,000.
THE LIONHEART SCHOOL 225 ROSWELL ST. ALPHARETTA, GA 30009	NONE	501(C)3	LIONHEART FOR LIFE PROGRAM	60,000.
LITERACY VOLUNTEERS OF WASHINGTON CNTY 93 TOWER ST., UNITS 25 & 26 WESTERLY, RI 02891	NONE	501(C)3	ADMINISTRATIVE COSTS	10,000.
LOVE 146 P.O. BOX 8266 NEW HAVEN, CT 06530	NONE	501(C)3	GENERAL SUPPORT	5,000.
Total from continuation sheets				

FORREST C. & FRANCES H. LATTNER
FOUNDATION

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LUND FAMILY CENTER P.O. BOX 4009 BURLINGTON, VT 05406	NONE	501(C)3	GENERAL SUPPORT	3,000.
MANNA P.O. BOX 30181 PHILADELPHIA, PA 19103	NONE	501(C)3	HOME-DELIVERED MEAL AND NUTRITION SERVICES	30,000.
MAKE-A-WISH FOUNDATION OF GEORGIA AND 1775 THE EXCHANGE, STE. 200 ATLANTA, GA 30339	NONE	501(C)3	TWO WISHES IN ATLANTA AREA	16,000.
NATIONAL ROWING FOUNDATION 67 MYSTIC RD. N. STONINGTON, CT 06359	NONE	501(C)3	GENERAL SUPPORT	5,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 W. 20TH ST. NEW YORK, NY 10011	NONE	501(C)3	"FIX THE FDA" CAMPAIGN	20,000.
THE NATURE CONSERVANCY IN RHODE ISLAND 159 WATERMAN ST. PROVIDENCE, RI 02906	NONE	501(C)3	OCEAN AND COASTAL CONSERVATION	250,000.
NORTHEAST ORGANIC FARMING ASSOC. P. O. BOX 697 RICHMOND, VT 05477	NONE	501(C)3	PROGRAM WORK AND CAPACITY BUILDING	55,000.
OCEAN COMMUNITY YMCA 95 HIGH STREET WESTERLY, RI 02891	NONE	501(C)3	ENGINEERING SITE-WORK TO ADDRESS DRAINAGE	85,000.
ORGANIC CONSUMERS ASSOCIATION 6771 S. SILVER HILL DR. FINLAND, MN 55603	NONE	501(C)3	GENERAL SUPPORT	2,000.
ORGANIC FARMING RESEARCH FOUNDATION P.O. BOX 440 SANTA CRUZ, CA 95061	NONE	501(C)3	GENERAL PROGRAM SUPPORT	75,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OZARK TRAIL ASSOCIATION 406 W. HIGH STREET POTOSI, MO 63664	NONE	501(C)3	COMPUTER EQUIP & SOFTWARE; OTA ANNUAL MAG	5,800.
PAWCATUCK NEIGHBORHOOD CENTER 27 CHASE ST. PAWCATUCK, RI 06379	NONE	501(C)3	GENERAL SUPPORT	13,000.
PCI-MEDIA IMPACT 777 UNITED NATIONS PLAZA, 5TH FLOOR NEW YORK, NY 10017	NONE	501(C)3	MY COMMUNITY PROGRAMS	15,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET, 5TH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)3	CITY HARVEST GROWERS ALLIANCE	50,000.
PENNYPACK FARM EDUCATION CTR 685 MANN ROAD HORSHAM, PA 19044	NONE	501(C)3	EDUCATIONAL PROGRAMMING	30,000.
PETS ARE LOVING SUPPORT (PALS) 2115 LIDDELL DR., N.E. ATLANTA, GA 30324	NONE	501(C)3	PURCHASE PET FOOD, MEDICAL SUPPLIES, VET CARE	35,000.
PHILABUNDANCE 3616 S. GALLOWAY ST. PHILADELPHIA, PA 19148	NONE	501(C)3	FRESH FOR ALL PROGRAM	60,000.
THE PHILADELPHIA COMMITTEE OF THE GCA 345 PAOLI WOODS PAOLI, PA 19301	NONE	501(C)3	GENERAL SUPPORT	1,000.
PHILADELPHIA MURAL ARTS ADVOCATES 1727-29 MT. VERNON ST. PHILADELPHIA, PA 19130	NONE	501(C)3	AFTERSCHOOL, WEEKEND, & SUMMER ART EDUCATIO	50,000.
PHILADELPHIA OUTWARD BOUND 3250 W. SEDGELEY DR. PHILADELPHIA, PA 19130	NONE	501(C)3	OB PROGRAMS FOR ANA L. LINGELBACH SCHOOL	12,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
REAL FOOD CAMPAIGN & BIONUTRIENT FOOD 24 HILLSDALE RD. N. BROOKFIELD, MA 1535	NONE	501(C)3	SCHOLARSHIPS, CAPACITY BLDG, & WEBSITE	25,000.
RECOVERY YOGA 52 EUGENE O'NEILL DR. NEW LONDON, CT 06320	NONE	501(C)3	YOGA PROGRAMS CHRISTMAS TOYS, MATCHED GRANT	30,391.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANATIC AVENUE PROVIDENCE, RI 02907	NONE	501(C)3	FOOD ACQUISITION AND DISTRIBUTION	20,000.
RURAL VERMONT 15 BARRE STREET, STE. 2 MONTPELIER, VT 05602	NONE	501(C)3	FREE ENTERPRISE FARMING & DIRECT SALE EXEMP	55,000.
RUSSELL BYERS CHARTER SCHOOL 210 W. RITTENHOUSE SQ., STE. 400 PHILADELPHIA, PA 19103	NONE	501(C)3	OURS FOR LIFEPROGRAM	25,000.
SHYC SAILING FOUNDATION P.O. BOX 733 STONINGTON, CT 06378	NONE	501(C)3	GENERAL SUPPORT	5,000.
SAIL TO PREVAIL 152 MILL ST. NEWPORT, RI 02840	NONE	501(C)3	GENERAL SUPPORT	5,000.
THE SAILING FOUNDATION OF NEW YORK P. O. BOX 267 COS COB, CT 06807	NONE	501(C)3	OLYMPIC/PARALYMPIC CAMPAIGN	10,000.
ST. LOUIS BWORKS 2414 MENARD ST. ST. LOUIS, MO 63104	NONE	501(C)3	GENERAL SUPPORT	5,000.
ST. LOUIS PUBLIC SCHOOLS FOUNDATION 801 N. 11TH ST., 3RD FL. ST. LOUIS, MO 63101	NONE	501(C)3	ART SUPPLIES AT PEABODY EMINTS ACADEMY	6,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. GEORGE HISTORIC AND CONSERVATION TRU 494 HEMLOCK RD. ST. GEORGE, VT 05495	NONE	501(C)3	ST. GEORGE SCHOOLHOUSE PROJECT	2,000.
THE SALVATION ARMY 701 N. BROAD STREET PHILADELPHIA, PA 19123	NONE	501(C)3	GENERAL OPERATING SUPPORT	50,000.
SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE	501(C)3	SOUTH COUNTY COASTKEEPER & WESTERLY OFFICE	90,000.
SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3	GENERAL SUPPORT	5,000.
SHELBURNE ART CENTER P.O. BOX 52 SHELBURNE, VT 05482	NONE	501(C)3	GENERAL SUPPORT	2,000.
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05842	NONE	501(C)3	FOOD SYSTEMS & AGRICULTURE EDUCATION PROGRAM	150,000.
SHELBURNE MUSEUM P.O. BOX 10 SHELBURNE, VT 05482	NONE	501(C)3	CHILDREN'S PROGRAMS	10,000.
SLOW FOOD USA 20 JAY STREET, STE. M04 BROOKLYN, NY 11201	NONE	501(C)3	LEADERSHIP DEVELOPMENT PROGRAM	25,000.
THE SOUP KITCHEN, INC. 8645 W. BOYNTON BEACH BLVD. BOYNTON BEACH, FL 33474	NONE	501(C)3	"TAKING CARE OF OUR BABIES" PROGRAM	60,000.
SURFRIDER FOUNDATION P.O. BOX 6010 SAN CLEMENTE, CA 92674	NONE	501(C)3	GLOBAL AND CHAPTER SUPPORT	100,000.
Total from continuation sheets				

FORREST C. & FRANCES H. LATTNER
FOUNDATION

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROTARY CLUB OF CHARLOTTE-SHELBURNE 190 RED TAIL LANE CHARLOTTE, VT 05445	NONE	501(C)3	HANDS TO HONDURAS 2012 SERVICE TRIP	12,000.
TRINITY YARD SCHOOL P.O. BOX 319 BRISTOL, VT 05472	NONE	501(C)3	EQUIP LIBRARY WITH DESKS, CHAIRS & BOOKSHELVES	10,000.
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	NONE	501(C)3	ANTIBIOTIC RESISTANCE IN ANIMAL AGRICULTURE	30,000.
UNITED WAY OF GREATER ST. LOUIS P.O. BOX 955925 ST. LOUIS, MO 63195	NONE	501(C)3	100 NEEDIEST CASES	5,000.
UNIVERSITY OF MIAMI 1500 NW 12TH AVE., STE. 1020E MIAMI, FL 33136	NONE	501(C)3	LIVINGSTONE CHAIR IN SURGICAL ONCOLOGY	10,000.
UNIVERSITY OF VERMONT 528 WATERMAN BUILDING BURLINGTON, VT 05403	NONE	501(C)3	"SIGNING UP THE MISSING 7000" RESEARCH PROJEC	10,000.
US NATIONAL COMMITTEE FOR UN FUND FOR 1120 20TH ST. NW, STE. 720 WASHINGTON, DC 20036	NONE	501(C)3	COMPUTER, SOFTWARE, AND FUNDING AN INTERN	20,000.
VAIL VALLEY FOUNDATION P.O. BOX 309 VAIL, CO 81658	NONE	501(C)3	MAGIC BUS & VAIL PET PARTNERS READ DOG	5,500.
VERMONT COMMUNITY FOUNDATION P.O. BOX 30 MIDDLEBURY, VT 05753	NONE	501(C)3	VERMONT FARM DISASTER RELIEF FUND	300,000.
VERMONT FOODBANK 33 PARKER RD. BARRE, VT 05641	NONE	501(C)3	KINGSBURY FARM OPERATING EXPENSES	50,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER
FOUNDATION**

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VERMONT FRESH NETWORK P.O. BOX 895 RICHMOND, VT 05477	NONE	501(C)3	SUPPORT VERMONT'S ORGANIC PRODUCERS	50,000.
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	NONE	501(C)3	WORKING FARM CONSERVATION & STAFF SUPPORT	100,000.
VERMONT YOUTH CONSERVATION CORPS 1949 E. MAIN ST. RICHMOND, VT 05477	NONE	501(C)3	SUPPORT OF MONITOR BARN'S FARM	15,000.
WARM (WESTERLY AREA REST MEALS) 56 SPRUCE STREET WESTERLY, RI 02891	NONE	501(C)3	HARVEST HOMES PROGRAM	25,000.
WAYSIDE HOUSE 378 NE SIXTH AVE. DELRAY BEACH, FL 33483	NONE	501(C)3	GENERAL SUPPORT	25,000.
WESTERLY ARMORY RESTORATION P.O. BOX 614 WESTERLY, RI 02891	NONE	501(C)3	HELP WITH ACCESS TO THE CELLAR	15,000.
THE WESTERLY HOSPITAL 25 WELLS STREET WESTERLY, RI 02891	NONE	501(C)3	GENERAL SUPPORT	25,000.
THE WESTERLY LAND TRUST P.O. BOX 601 WESTERLY, RI 02891	NONE	501(C)3	LAND ACQUISITION AND LAND STEWARDSHIP	105,000.
WESTON A. PRICE FOUNDATION 4200 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	501(C)3	RESEARCH, SCHOLARSHIPS, WEBSITE & TEXTBOOK	125,000.
WHITFIELD SCHOOL 175 S. MASON RD. ST. LOUIS, MO 63141	NONE	501(C)3	SCHOLARSHIPS	225,000.
Total from continuation sheets				

FORREST C. & FRANCES H. LATTNER
FOUNDATION

20-3106502

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WINNIPESAUKEE RIVER TRAIL ASSOCIATION P.O. BOX 464 FRANKLIN, NH 03235	NONE	501(C)3	GENERAL SUPPORT	3,000.
WOMEN'S CANCER CARE FUND 401 LINTON BLVD., STE. 300 DELRAY BEACH, FL 33444	NONE	501(C)3	GENERAL SUPPORT	1,000.
WOODMERE ART MUSEUM 9201 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	NONE	501(C)3	CHILDREN'S COMPONENT OF PHILARTDELPHIA	25,000.
THE WOOD-PAWCATUCK WATERSHED ASSN 203 ARCADIA ROAD HOPE VALLEY, RI 02832	NONE	501(C)3	PROGRAM SUPPORT	53,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	172.		
4 Dividends and interest from securities			14	412,454.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	347,400.		
8 Gain or (loss) from sales of assets other than inventory			18	3,734,917.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		4,494,943.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	4,494,943.

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

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

[illegible]

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE	01/01/06	200DE	7.00		HY17	6,793.				6,793.	5,278.		606.	5,884.
2	OFFICE EQUIPMENT	01/01/06	200DE	5.00		HY17	2,676.				2,676.	2,521.		155.	2,676.
3	DESK & RETURN	02/22/07	200DE	7.00		HY17	1,721.				1,721.	1,183.		154.	1,337.
4	LCD PROJECTOR	05/04/07	200DE	7.00		HY17	779.				779.	535.		70.	605.
5	TRAVEL PROJECTOR & STAND	04/30/07	200DE	7.00		HY17	490.				490.	337.		44.	381.
7	COMPUTER	09/26/08	200DE	5.00		HY17	1,917.			959.	958.	683.		110.	793.
8	POSTERS FOR OFFICE	05/08/08	200DE	7.00		HY17	150.			75.	75.	42.		9.	51.
9	FAX MACHINE	10/08/08	200DE	5.00		HY17	180.			90.	90.	64.		10.	74.
10	TOILET	10/17/08	200DE	7.00		HY17	300.			150.	150.	84.		19.	103.
11	TELEPHONE	11/07/08	200DE	7.00		HY17	102.			51.	51.	28.		6.	34.
12	PRINTER	11/07/08	200DE	5.00		HY17	224.			112.	112.	80.		13.	93.
13	HURRICANE SHUTTERS	09/16/08	200DE	7.00		HY17	1,400.			700.	700.	393.		87.	480.
	* TOTAL 990-PF PG 1 DEPR						16,732.			2,137.	14,595.	11,228.		1,283.	12,511.

128111
03-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST - GRANTS	155.
NORTHERN TRUST - OPERATING	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	172.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FPA CRESCENT INSTL	209,036.	0.	209,036.
GMO EMERGING MARKETS FD II	59,994.	0.	59,994.
NEW AMSTERDAM	23,537.	0.	23,537.
NORTHERN TRUST CO - NOMINEE	2,990.	0.	2,990.
NORTHERN TRUST CO - NOMINEE	29.	0.	29.
T ROWE PRICE NEW ERA FUND	37,684.	0.	37,684.
VANGUARD INFLATION-PROTECT SEC ADM	79,184.	0.	79,184.
TOTAL TO FM 990-PF, PART I, LN 4	412,454.	0.	412,454.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER INTL VALUE EQUITY TRUST	256,649.	256,649.	
BOSTON CO EMERGING MARKET FD	84,668.	84,668.	
TIFF ABSOLUTE RETURN POOL II	18.	18.	
AETOS CAPITAL MANAGEMENT	93.	93.	
METROPOLITAN REAL ESTATE PARTNERS IV LP	<484.>	<484.>	
METROPOLITAN REAL ESTATE PARTNERS V LP	7,247.	7,247.	
PARK STREET CAPITAL PRIVATE EQUITY FD VII LP	16,882.	16,882.	
PARK STREET CAPITAL PRIVATE EQUITY FD VIII LP	9,161.	9,161.	
PARK STREET CAPITAL NATURAL RESOURCE FD III LP	36,726.	36,726.	
BARROW HANLEY LARGE CAP VALUE FD	42,452.	42,452.	

METROPOLITAN REAL ESTATE PARTNERS
 VI LP
 PARK STREET CAPITAL NATURAL
 RESOURCE FD III CORP
 DAVIDSON KEMPNER INSTL PTRS LP
 MASON CAPITAL, LTD

24,620.	24,620.
<1,971.>	<1,971.>
18,859.	18,859.
<147,520.>	<147,520.>

TOTAL TO FORM 990-PF, PART I, LINE 11

347,400.	347,400.
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FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,358.	26,358.		0.
TO FORM 990-PF, PG 1, LN 16B	26,358.	26,358.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	200,000.	200,000.		0.
MANAGEMENT FEES	405,643.	405,643.		0.
TO FORM 990-PF, PG 1, LN 16C	605,643.	605,643.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	41,373.	41,373.		0.
INCOME TAX	5,319.	0.		0.
PAYROLL TAX	6,763.	6,763.		0.
TO FORM 990-PF, PG 1, LN 18	53,455.	48,136.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	100.	25.		75.	
INSURANCE	3,424.	856.		2,568.	
OFFICE MAINTENANCE	3,293.	823.		2,470.	
OFFICE EXPENSE	634.	159.		475.	
COMPUTER SUPPLIES	182.	45.		137.	
PAYROLL FEE	1,634.	408.		1,226.	
POSTAGE	1,178.	295.		883.	
EQUIPMENT RENT	966.	242.		724.	
UTILITIES	5,325.	1,331.		3,994.	
MEMBERSHIP FEES	695.	174.		521.	
SUBSCRIPTIONS	368.	92.		276.	
TO FORM 990-PF, PG 1, LN 23	17,799.	4,450.		13,349.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			0.	3.
TOTAL TO FORM 990-PF, PART II, LINE 10B			0.	3.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER INVESTMENTS	COST	59,892,736.	65,445,602.	
TOTAL TO FORM 990-PF, PART II, LINE 13		59,892,736.	65,445,602.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	6,793.	5,884.	909.
OFFICE EQUIPMENT	2,676.	2,676.	0.
DESK & RETURN	1,721.	1,337.	384.
LCD PROJECTOR	779.	605.	174.
TRAVEL PROJECTOR & STAND	490.	381.	109.
COMPUTER	1,917.	1,752.	165.
POSTERS FOR OFFICE	150.	126.	24.
FAX MACHINE	180.	164.	16.
TOILET	300.	253.	47.
TELEPHONE	102.	85.	17.
PRINTER	224.	205.	19.
HURRICANE SHUTTERS	1,400.	1,180.	220.
TOTAL TO FM 990-PF, PART II, LN 14	16,732.	14,648.	2,084.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL INCOME TAX	63,475.	63,296.	63,296.
TO FORM 990-PF, PART II, LINE 15	63,475.	63,296.	63,296.

Form **990-W****Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)

Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations)

FORM 990-T

(Keep for your records. Do not send to the Internal Revenue Service.)

2012

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2011 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c	2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	2,400.

	(a)	(b)	(c)	(d)		
11	Installment due dates (see instructions)	11	05/15/12	06/15/12	09/17/12	12/17/12
12	Required installments Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	600.	600.	600.	600.
13	2011 Overpayment (see instructions)	13	600.	600.	600.	600.
14	Payment due (Subtract line 13 from line 12.)	14				

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

ESTIMATED TAX	2,400.
OVERPAYMENT APPLIED	2,400.
AMOUNT DUE	0.

FORREST C. & FRANCES H. LATTNER FOUNDATION
FORM 990-PF - 2011
PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SHARES	SECURITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST	GAIN/LOSS
	NORTHERN TRUST, NA AS NOMINEE	SCHEDULE ATTACHED		4,400,302.06	3,928,415.53	471,886.53
	NORTHERN TRUST, NA AS NOMINEE	SCHEDULE ATTACHED		2,532,136.94	1,714,268.83	817,868.11
	AETOS CAPITAL		07/01/11	6,170,244.20	4,196,484.65	1,973,759.55
	BARROW HANLEY LARGE CAP VALUE FUND		06/30/11	2,957,784.91	2,957,786.00	(1.09)
296,146.456	BLACKROCK ALL CAP ENERGY & RESOURCES FD		12/27/11	4,113,474.27	4,459,223.32	(345,749.05)
572,757.582	BRIDGEWAY BLUE CHIP 35 INDEX FD	02/07/08	07/18/11	4,381,595.50	4,370,078.81	11,516.69
99,889.012	FPA CRESCENT INSTL	07/26/11	12/08/11	2,700,000.00	2,782,907.87	(82,907.87)
	FPA CRESCENT INSTL - WASH SALE			6,527.48	0.00	6,527.48
36,844.575	LKCM SMALL CAP EQUITY FD	05/22/07	07/13/11	922,941.60	849,868.55	73,073.05
10,597.792	STATE STREET LIQUIDATING TRUST A-2	8/12/2009	1/19/2011	11,122.28	10,597.79	524.49
12,304.434	STATE STREET LIQUIDATING TRUST A-2	8/12/2009	2/16/2011	12,877.21	12,304.44	572.77
92,289.804	T ROWE PRICE NEW ERA FUND	05/08/06	12/27/11	3,904,781.61	4,525,407.54	(620,625.93)
	LITIGATION SETTLEMENTS			8,164.38	0.00	8,164.38

CAPITAL GAINS & LOSSES FROM PASSTHROUGH ENTITIES:

AETOS CAPITAL	0.00	19,071.90	(19,071.90)
BARROW HANLEY LARGE CAP VALUE FD	245,053.00	0.00	245,053.00
BOSTON COMPANY EMERGING MARKET FD	397,021.00	0.00	397,021.00
CONATUS CAPITAL OVERSEAS LTD	50,523.00	0.00	50,523.00
DAVIDSON KEMPNER INSTITUTIONAL PTRS LP	16,809.00	0.00	16,809.00
FIR TREE INT'L VALUE FD II LTD	45,775.00	0.00	45,775.00
GLENROCK GLOBAL PARTNERS	11,421.00	0.00	11,421.00
GMO EMERGING MARKETS FD II	374,908.17	0.00	374,908.17
MASON CAPITAL LTD	0.00	77,013.00	(77,013.00)
NORTHERN TRUST - AGENCY	143.02	0.00	143.02
SILCHESTER INT'L VALUE EQUITY TRUST	54,060.00	0.00	54,060.00
TIFF ABSOLUTE RETURN POOL II ASSETS	100,734.00	0.00	100,734.00
METRO REAL ESTATE PARTERS IV LP	0.00	6,216.00	(6,216.00)
METRO REAL ESTATE PARTERS V LP	3,792.00	0.00	3,792.00
METRO REAL ESTATE PARTERS VI LP	2,786.00	0.00	2,786.00
PARK STREET CAPITAL PRIVATE EQUITY VII LP	26,396.00	0.00	26,396.00
PARK STREET CAPITAL PRIVATE EQUITY VIII LP	31,314.00	0.00	31,314.00
PARK STREET CAPITAL NATURAL RESOURCE FD	14,714.00	0.00	14,714.00
PARK STREET CAPITAL NATURAL RESOURCES CORP	0.00	4,292.00	(4,292.00)
T ROWE PRICE - NEW ERA FUND	148,984.93	0.00	148,984.93
VANGUARD TIPS FUND	2,466.37	0.00	2,466.37
NET CAPITAL GAIN	33,648,852.93	29,913,936.23	3,734,916.70

2011 Tax Information Statement

Page 6 of 32

Account Number: 03-46617
 Recipient's Tax ID Number: XX-XXX6502

Recipient's Name and Address:
 FORREST AND FRANCES LATTNER
 FOUNDATION
 ATTN: SUE MANN
 198 NE 6TH AVE.
 DELRAY BEACH, FL 33483-5423

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date		Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
			Acquired	Date of Sale				
Short Term Sales								
4300	620076307	MOTOROLA SOLUTIONS INC	09/20/2010	01/04/2011	16.23	14.60	1.63	0.00
371 0000	620076307	MOTOROLA SOLUTIONS INC	09/20/2010	01/07/2011	14,390.25	12,597.89	1,792.36	0.00
600 0000	620076307	MOTOROLA SOLUTIONS INC	09/20/2010	01/07/2011	23,247.80	20,373.94	2,873.86	0.00
850 0000	620097105	MOTOROLA MOBILITY HLDGS INC COM	09/20/2010	01/07/2011	28,046.89	24,187.97	3,858.92	0.00
300 0000	149123101	CATERPILLAR INC	07/22/2010	01/10/2011	28,028.70	20,467.95	7,560.75	0.00
600 0000	166764100	CHEVRONTXACO CORP	Various	01/10/2011	54,221.92	49,375.22	4,846.70	0.00
2700 0000	038222105	APPLIED MATERIALS INC	09/20/2010	01/11/2011	37,848.49	29,942.73	7,905.76	0.00
2500 0000	038222105	APPLIED MATERIALS INC	09/20/2010	01/11/2011	35,003.40	27,724.75	7,278.65	0.00
300 0000	149123101	CATERPILLAR INC	07/22/2010	01/11/2011	28,243.26	20,467.95	7,775.31	0.00
570 0000	166764100	CHEVRONTXACO CORP	Various	01/11/2011	52,245.48	45,466.26	6,779.22	0.00
100 0000	461202103	INTUIT	08/03/2010	01/11/2011	4,748.90	4,031.00	717.90	0.00
500 0000	461202103	INTUIT	Various	01/11/2011	23,681.65	20,107.94	3,573.71	0.00
100 0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	01/20/2010	01/12/2011	7,960.87	5,753.82	2,207.05	0.00
100 0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	01/20/2010	01/12/2011	7,972.18	5,753.82	2,218.36	0.00
60 0000	149123101	CATERPILLAR INC	Various	01/12/2011	5,607.78	4,052.15	1,555.64	0.00
200 0000	461202103	INTUIT	Various	01/12/2011	9,392.74	7,980.61	1,412.13	0.00

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2011 Tax Information Statement

Page 7 of 32

Account Number: 03-46617
 Recipient's Tax ID Number: XX-XXX6502
 Recipient's Name and Address:
 FORREST AND FRANCES LATNER
 FOUNDATION
 ATTN: SUE MANN
 198 NE 6TH AVE.
 DELRAY BEACH, FL 33483-5423

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	461202103	INTUIT	Various	01/12/2011	23,354.05	19,833.51	3,520.54	0.00
100.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	01/20/2010	01/13/2011	7,971.58	5,753.82	2,217.76	0.00
100.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	01/20/2010	01/13/2011	7,927.03	5,753.82	2,173.21	0.00
180.0000	149123101	CATERPILLAR INC	07/21/2010	01/13/2011	16,938.23	12,067.69	4,870.54	0.00
30.0000	194162103	COLGATE PALMOLIVE CO	03/22/2010	01/13/2011	2,349.41	2,565.90	-216.49	0.00
100.0000	461202103	INTUIT	07/27/2010	01/13/2011	4,624.86	3,953.34	671.52	0.00
100.0000	461202103	INTUIT	07/27/2010	01/13/2011	4,642.42	3,953.34	689.08	0.00
50.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	01/20/2010	01/14/2011	3,956.45	2,876.91	1,079.54	0.00
200.0000	149123101	CATERPILLAR INC	07/21/2010	01/14/2011	18,724.84	13,408.54	5,316.30	0.00
100.0000	194162103	COLGATE PALMOLIVE CO	Various	01/14/2011	7,799.92	8,541.95	-742.03	0.00
100.0000	194162103	COLGATE PALMOLIVE CO	03/22/2010	01/14/2011	7,794.36	8,516.14	-721.78	0.00
100.0000	461202103	INTUIT	07/26/2010	01/14/2011	4,670.58	3,919.34	751.24	0.00
100.0000	461202103	INTUIT	07/27/2010	01/14/2011	4,666.72	3,952.76	713.96	0.00
190.0000	149123101	CATERPILLAR INC	07/21/2010	01/18/2011	18,196.05	12,738.11	5,457.94	0.00
100.0000	461202103	INTUIT	07/26/2010	01/18/2011	4,718.15	3,919.34	798.81	0.00
95.0000	149123101	CATERPILLAR INC	07/21/2010	01/19/2011	9,119.89	6,369.06	2,750.83	0.00
100.0000	461202103	INTUIT	07/26/2010	01/19/2011	4,726.15	3,919.34	806.81	0.00
400.0000	20030N101	COMCAST CORP NEW CL A	07/22/2010	01/20/2011	9,297.82	7,547.00	1,750.82	0.00

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2011 Tax Information Statement

Page 8 of 32

Account Number: 03-46617
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 DELRAY BEACH, FL 33483-5423

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1100.0000	20030N101	COMCAST CORP NEW CL A	07/22/2010	01/20/2011	25,541.83	20,754.25	4,787.58	0.00
1000.0000	20030N101	COMCAST CORP NEW CL A	07/22/2010	01/20/2011	23,185.75	18,941.30	4,244.45	0.00
2000.0000	20030N101	COMCAST CORP NEW CL A	Various	01/20/2011	46,416.90	37,794.04	8,622.86	0.00
600.0000	461202103	INTUIT	Various	01/20/2011	28,275.24	23,137.79	5,137.45	0.00
100.0000	88076W103	TERADATA CORP DEL COM STK	08/04/2010	01/24/2011	4,479.91	3,353.00	1,126.91	0.00
90.0000	88076W103	TERADATA CORP DEL COM STK	08/04/2010	01/24/2011	4,098.48	3,017.70	1,080.78	0.00
100.0000	88076W103	TERADATA CORP DEL COM STK	Various	01/26/2011	4,404.76	3,337.62	1,067.14	0.00
325.0000	054303102	AVON PRODS INC	03/22/2010	01/27/2011	9,339.08	10,580.64	-1,241.56	0.00
35.0000	88076W103	TERADATA CORP DEL COM STK	Various	01/27/2011	1,541.38	1,166.71	374.67	0.00
275.0000	054303102	AVON PRODS INC	03/22/2010	01/28/2011	7,824.72	8,952.84	-1,128.12	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	02/24/2010	02/07/2011	3,680.18	3,452.36	227.82	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	02/17/2010	02/07/2011	3,669.42	3,476.24	193.18	0.00
600.0000	580645109	MCGRW HILL COMPANIES INC	Various	02/08/2011	22,275.89	20,577.50	1,698.39	0.00
200.0000	580645109	MCGRW HILL COMPANIES INC	Various	02/08/2011	7,419.57	6,807.46	612.11	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	Various	02/09/2011	3,717.92	3,389.67	328.25	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	02/25/2010	02/10/2011	3,723.43	3,378.92	344.51	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	02/25/2010	02/10/2011	3,721.37	3,378.92	342.45	0.00
100.0000	580645109	MCGRW HILL COMPANIES INC	02/11/2010	02/11/2011	3,743.46	3,365.43	378.03	0.00
100.0000	29266R108	ENERGIZER HLDGS INC	01/14/2011	03/01/2011	6,654.51	7,295.95	-641.44	0.00
100.0000	29266R108	ENERGIZER HLDGS INC	01/14/2011	03/01/2011	6,637.48	7,295.95	-658.47	0.00

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2011 Tax Information Statement

Page 9 of 32

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 DELRAY BEACH, FL 33483-5423

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	29266R108	ENERGIZER HLDGS INC	01/13/2011	03/02/2011	6,648.36	7,262.97	-614.61	0.00
125.0000	29266R108	ENERGIZER HLDGS INC	01/13/2011	03/02/2011	8,325.83	9,078.71	-752.88	0.00
100.0000	29266R108	ENERGIZER HLDGS INC	01/13/2011	03/03/2011	6,694.96	7,262.97	-568.01	0.00
300.0000	29266R108	ENERGIZER HLDGS INC	Various	03/07/2011	19,904.55	21,637.74	-1,733.19	0.00
200.0000	29266R108	ENERGIZER HLDGS INC	Various	03/09/2011	13,626.73	14,353.77	-727.04	0.00
175.0000	29266R108	ENERGIZER HLDGS INC	01/10/2011	03/10/2011	11,864.79	12,539.71	-674.92	0.00
500.0000	450911102	ITT INDS INC	Various	03/21/2011	28,697.79	24,152.78	4,545.01	0.00
800.0000	450911102	ITT INDS INC	06/16/2010	03/21/2011	46,063.91	38,565.92	7,497.99	0.00
100.0000	450911102	ITT INDS INC	06/16/2010	03/21/2011	5,765.86	4,820.74	945.12	0.00
500.0000	450911102	ITT INDS INC	06/16/2010	03/22/2011	28,487.95	24,103.70	4,384.25	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	Various	05/10/2011	10,232.03	8,373.39	1,858.64	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	Various	05/10/2011	10,229.07	8,356.01	1,873.05	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	Various	05/10/2011	10,218.84	8,345.70	1,873.14	0.00
200.0000	518439104	LAUDER ESTEE COS INC CL A	Various	05/11/2011	19,980.83	16,425.79	3,555.04	0.00
70.0000	00724F101	ADOBE SYS INC	01/11/2011	05/12/2011	2,475.50	2,306.71	168.79	0.00
355.0000	00724F101	ADOBE SYS INC	Various	05/12/2011	12,614.89	11,877.29	737.60	0.00
20.0000	518439104	LAUDER ESTEE COS INC CL A	01/26/2011	05/12/2011	1,988.61	1,631.16	357.45	0.00
200.0000	30249U101	FMC TECHNOLOGIES INC	08/20/2010	05/16/2011	8,319.92	6,174.33	2,145.59	0.00
500.0000	30249U101	FMC TECHNOLOGIES INC	Various	05/16/2011	20,784.60	13,760.71	7,023.89	0.00
300.0000	345838106	FOREST LABS INC	Various	05/16/2011	10,385.14	8,643.63	1,741.51	0.00

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2011 Tax Information Statement

Page 10 of 32

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
180.0000	345838106	FOREST LABS INC	Various	05/16/2011	6,210.37	5,190.91	1,019.46	0.00
100.0000	30249U101	FMC TECHNOLOGIES INC	06/30/2010	05/17/2011	4,146.57	2,668.39	1,478.18	0.00
500.0000	30249U101	FMC TECHNOLOGIES INC	06/30/2010	05/17/2011	20,705.50	13,341.93	7,363.57	0.00
100.0000	30249U101	FMC TECHNOLOGIES INC	06/30/2010	05/17/2011	4,173.91	2,668.38	1,505.53	0.00
600.0000	345838106	FOREST LABS INC	Various	05/17/2011	20,578.22	17,121.96	3,456.26	0.00
100.0000	30249U101	FMC TECHNOLOGIES INC	06/30/2010	05/18/2011	4,209.59	2,668.38	1,541.21	0.00
300.0000	30249U101	FMC TECHNOLOGIES INC	06/28/2010	05/18/2011	12,655.04	7,962.24	4,692.80	0.00
400.0000	30249U101	FMC TECHNOLOGIES INC	06/30/2010	05/18/2011	16,916.11	10,673.54	6,242.57	0.00
650.0000	345838106	FOREST LABS INC	Various	05/18/2011	22,706.40	18,496.59	4,209.81	0.00
700.0000	30249U101	FMC TECHNOLOGIES INC	Various	05/19/2011	29,295.06	18,178.14	11,116.92	0.00
1000.0000	345838106	FOREST LABS INC	Various	05/19/2011	35,108.22	28,234.89	6,873.33	0.00
500.0000	345838106	FOREST LABS INC	Various	05/20/2011	17,633.16	13,930.64	3,702.52	0.00
100.0000	237194105	DARDEN RESTAURANTS INC	Various	05/31/2011	5,054.63	5,024.73	29.90	0.00
400.0000	237194105	DARDEN RESTAURANTS INC	Various	05/31/2011	20,205.21	19,840.51	364.70	0.00
100.0000	237194105	DARDEN RESTAURANTS INC	Various	05/31/2011	5,052.88	4,986.33	66.55	0.00
500.0000	237194105	DARDEN RESTAURANTS INC	Various	06/01/2011	25,096.36	24,516.26	580.10	0.00
95.0000	125269100	CF INDS HLDGS INC COM	05/02/2011	06/02/2011	14,402.98	13,338.42	1,064.56	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	Various	06/08/2011	9,509.79	8,149.46	1,360.33	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	01/26/2011	06/08/2011	9,515.31	8,155.77	1,359.54	0.00
100.0000	518439104	LAUDER ESTEE COS INC CL A	01/27/2011	06/08/2011	9,505.37	8,149.13	1,356.24	0.00

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2011 Tax Information Statement

Page 11 of 32

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 CHICAGO, IL 60680

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100.0000	518439104	LAUDER ESTEE COS INC CLA	Various	06/09/2011	9,689.83	8,134.76	1,555.07	0.00
155.0000	518439104	LAUDER ESTEE COS INC CLA	Various	06/10/2011	14,820.05	12,570.74	2,249.31	0.00
200.0000	00751Y106	ADVANCED AUTO PARTS INC	Various	06/27/2011	11,613.43	13,201.73	-1,588.30	0.00
100.0000	00751Y106	ADVANCED AUTO PARTS INC	02/09/2011	06/27/2011	5,810.03	6,605.08	-795.05	0.00
200.0000	88076W103	TERADATA CORP DEL COM STK	Various	06/27/2011	11,585.38	6,664.38	4,921.00	0.00
400.0000	00751Y106	ADVANCED AUTO PARTS INC	Various	06/28/2011	23,228.55	26,034.09	-2,805.55	0.00
100.0000	88076W103	TERADATA CORP DEL COM STK	07/27/2010	06/28/2011	5,947.81	3,331.42	2,616.39	0.00
300.0000	00751Y106	ADVANCED AUTO PARTS INC	Various	06/29/2011	17,346.44	19,412.72	-2,066.28	0.00
200.0000	88076W103	TERADATA CORP DEL COM STK	Various	06/29/2011	11,860.56	6,646.35	5,214.20	0.00
450.0000	00751Y106	ADVANCED AUTO PARTS INC	Various	06/30/2011	26,279.28	28,926.63	-2,647.35	0.00
75.0000	88076W103	TERADATA CORP DEL COM STK	07/28/2010	06/30/2011	4,503.12	2,479.87	2,023.25	0.00
2600.0000	021441100	ALTERA CORP	Various	07/14/2011	110,911.52	116,841.50	-5,929.98	0.00
50.0000	023135106	AMAZON COM INC	Various	07/14/2011	10,513.56	8,402.56	2,111.00	0.00
2750.0000	052769106	AUTODESK, INC	Various	07/14/2011	99,996.87	121,572.96	-21,576.09	0.00
2100.0000	075896100	BED BATH & BEYOND INC	Various	07/14/2011	123,597.11	115,156.52	8,440.59	0.00
710.0000	125269100	CF INDS HLDGS INC COM	Various	07/14/2011	106,323.15	82,760.31	23,562.84	0.00
60.0000	125269100	CF INDS HLDGS INC COM	Various	07/14/2011	8,985.05	8,227.82	757.23	0.00
2415.0000	125509109	CIGNA CORP	Various	07/14/2011	125,484.11	101,868.05	23,616.06	0.00
2400.0000	14040H105	CAPITAL ONE FINL CORP	Various	07/14/2011	117,486.62	115,182.34	2,304.27	0.00
500.0000	149123101	CATERPILLAR, INC	Various	07/14/2011	53,815.70	55,174.14	-1,358.44	0.00

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Page 12 of 32

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1050.0000	151020104	CELGENE CORP	Various	07/14/2011	63,633.08	63,331.77	301.31	0.00
1380.0000	156782104	CERNER CORP	Various	07/14/2011	85,251.45	83,674.15	1,577.30	0.00
425.0000	18683K101	CLIFFS NAT RES INC COM STK	Various	07/14/2011	40,833.84	24,479.40	16,354.44	0.00
600.0000	20605P101	CONCHO RES INC COM STK	Various	07/14/2011	54,020.98	57,282.75	-3,261.77	0.00
650.0000	237194105	DARDEN RESTAURANTS INC	Various	07/14/2011	34,013.72	31,062.07	2,951.65	0.00
750.0000	237194105	DARDEN RESTAURANTS INC	Various	07/14/2011	39,246.60	35,100.75	4,145.85	0.00
1660.0000	25271C102	DIAMOND OFFSHORE DRILLING INC	Various	07/14/2011	113,021.26	118,943.88	-5,922.62	0.00
850.0000	302491303	FMC CORP NEW	Various	07/14/2011	73,543.30	65,133.74	8,409.56	0.00
1500.0000	337738108	FISERV INC	Various	07/14/2011	92,998.51	92,269.10	729.41	0.00
880.0000	354613101	FRANKLIN RESOURCES INC	Various	07/14/2011	114,833.31	94,021.38	20,811.93	0.00
2040.0000	35671D857	FREEMONT MCMORAN C & G CL B COM STK	Various	07/14/2011	110,603.19	85,814.86	24,788.33	0.00
820.0000	384802104	W W GRAINGER INC	Various	07/14/2011	128,300.06	112,024.13	16,275.93	0.00
3105.0000	406216101	HALLIBURTON CO	Various	07/14/2011	161,016.29	90,461.61	70,554.68	0.00
1700.0000	413875105	HARRIS CORP DEL	Various	07/14/2011	72,020.98	73,279.27	-1,258.29	0.00
1375.0000	42809H107	HESS CORP COM STK	Various	07/14/2011	95,981.40	108,956.70	-12,975.30	0.00
620.0000	459200101	INTL BUSINESS MACHINES CORP	Various	07/14/2011	108,042.46	102,492.48	5,549.98	0.00
260.0000	46120E602	INTUITIVE SURGICAL INC COM NEW STK	Various	07/14/2011	92,510.11	74,829.72	17,680.39	0.00
1275.0000	481165108	JOY GLOBAL INC	Various	07/14/2011	121,342.85	114,180.63	7,162.22	0.00
4850.0000	501044101	KROGER CO	Various	07/14/2011	122,903.91	114,864.31	8,039.60	0.00

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2011 Tax Information Statement

Page 13 of 32

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2250.0000	512807108	LAM RESEARCH CORP	01/11/2011	07/14/2011	93,905.32	110,937.15	-17,031.83	0.00
600.0000	594918104	MICROSOFT CORP COM	Various	07/14/2011	15,852.66	15,112.47	740.19	0.00
1300.0000	655664100	NORDSTROM INC	Various	07/14/2011	64,737.57	62,319.37	2,418.20	0.00
1245.0000	68389X105	ORACLE CORPORATION	Various	07/14/2011	39,777.86	38,748.21	1,029.65	0.00
1300.0000	871829107	SYSCO CORP	Various	07/14/2011	40,292.98	40,772.40	-479.42	0.00
1900.0000	88076W103	TERADATA CORP DEL COM STK	Various	07/14/2011	110,480.62	61,619.45	48,861.17	0.00
2200.0000	931422109	WALGREEN CO	Various	07/14/2011	92,862.41	93,196.68	-334.27	0.00
Total Short Term Sales						3,928,415.53	471,886.50	0.00
Long Term 15% Sales								
200.0000	054303102	AVON PRODS INC	08/25/2009	01/10/2011	5,890.06	6,553.00	-662.94	0.00
100.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	10/15/2009	01/10/2011	7,916.36	6,106.21	1,810.15	0.00
300.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	Various	01/10/2011	23,884.74	18,077.85	5,806.89	0.00
300.0000	194162103	COLGATE PALMOLIVE CO	01/24/2008	01/10/2011	23,352.80	22,480.39	872.41	0.00
100.0000	054303102	AVON PRODS INC	08/12/2009	01/11/2011	2,910.45	3,260.22	-349.77	0.00
200.0000	054303102	AVON PRODS INC	Various	01/11/2011	5,812.60	6,527.79	-715.19	0.00
100.0000	054303102	AVON PRODS INC	08/21/2009	01/11/2011	2,900.66	3,267.57	-366.91	0.00
100.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	10/13/2009	01/11/2011	7,948.67	5,909.25	2,039.42	0.00
300.0000	194162103	COLGATE PALMOLIVE CO	Various	01/11/2011	23,411.66	22,235.80	1,175.86	0.00

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2011 Tax Information Statement

Page 14 of 32

Account Number: 03-46617
 Recipient's Tax ID Number: XX-XXX6502

Recipient's Name and Address:
 FORREST AND FRANCES LATTNER
 FOUNDATION
 ATTN: SUE MANN
 198 NE 6TH AVE.
 DELRAY BEACH, FL 33483-5423

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
25.0000	054303102	AVON PRODS INC	08/12/2009	01/12/2011	734.30	815.06	-80.76	0.00
100.0000	12541W209	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	10/13/2009	01/12/2011	7,972.18	5,908.68	2,063.50	0.00
200.0000	194162103	COLGATE PALMOLIVE CO	Various	01/13/2011	15,606.15	14,770.62	835.53	0.00
170.0000	194162103	COLGATE PALMOLIVE CO	01/23/2008	01/13/2011	13,313.32	12,537.60	775.72	0.00
300.0000	054303102	AVON PRODS INC	Various	01/20/2011	8,595.46	9,775.97	-1,180.51	0.00
100.0000	054303102	AVON PRODS INC	08/13/2009	01/21/2011	2,865.69	3,250.69	-385.00	0.00
300.0000	054303102	AVON PRODS INC	Various	01/24/2011	8,691.31	9,718.26	-1,026.95	0.00
200.0000	054303102	AVON PRODS INC	Various	01/25/2011	5,903.97	6,461.35	-557.38	0.00
100.0000	054303102	AVON PRODS INC	Various	01/25/2011	2,957.08	3,234.71	-277.63	0.00
700.0000	054303102	AVON PRODS INC	Various	01/26/2011	20,467.26	22,315.34	-1,848.08	0.00
275.0000	054303102	AVON PRODS INC	Various	01/27/2011	7,902.29	8,651.92	-749.63	0.00
285.0000	086516101	BEST BUY INC	04/22/2009	02/08/2011	9,794.03	11,695.74	-1,901.71	0.00
100.0000	086516101	BEST BUY INC	Various	02/09/2011	3,412.33	3,915.43	-503.10	0.00
350.0000	086516101	BEST BUY INC	Various	02/09/2011	11,911.39	13,988.32	-2,076.93	0.00
300.0000	086516101	BEST BUY INC	Various	02/09/2011	10,225.75	11,868.87	-1,643.12	0.00
300.0000	580645109	MCGRAW HILL COMPANIES INC	02/08/2010	02/09/2011	11,105.93	10,156.08	949.85	0.00
465.0000	086516101	BEST BUY INC	Various	02/10/2011	15,748.68	18,074.52	-2,325.84	0.00
300.0000	086516101	BEST BUY INC	Various	02/11/2011	10,010.79	11,615.37	-1,604.58	0.00
400.0000	086516101	BEST BUY INC	Various	02/11/2011	13,390.43	15,002.95	-1,612.54	0.00

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2011 Tax Information Statement

Page 15 of 32

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
45.0000	580645109	MCGRAW HILL COMPANIES INC	02/10/2010	02/11/2011	1,676.30	1,514.63	161.67	0.00
255.0000	580645109	MCGRAW HILL COMPANIES INC	02/10/2010	02/11/2011	9,545.81	8,582.92	962.89	0.00
200.0000	38141G104	GOLDMAN SACHS GROUP INC	06/30/2009	03/07/2011	31,913.56	29,342.34	2,571.22	0.00
600.0000	654106103	NIKE INC CLASS B	Various	03/07/2011	53,422.62	33,874.10	19,548.52	0.00
235.0000	38141G104	GOLDMAN SACHS GROUP INC	Various	03/08/2011	37,900.45	33,704.17	4,196.28	0.00
300.0000	654106103	NIKE INC CLASS B	Various	03/08/2011	26,764.10	15,550.22	11,213.88	0.00
385.0000	654106103	NIKE INC CLASS B	Various	03/09/2011	34,245.21	19,335.13	14,910.08	0.00
400.0000	00724F101	ADOBE SYS INC	Various	04/18/2011	13,446.14	10,834.12	2,612.02	0.00
400.0000	00724F101	ADOBE SYS INC	Various	04/19/2011	13,496.02	10,792.81	2,703.21	0.00
100.0000	00724F101	ADOBE SYS INC	07/26/2006	04/20/2011	3,370.54	2,695.10	675.44	0.00
300.0000	00724F101	ADOBE SYS INC	Various	04/20/2011	10,093.18	7,957.74	2,135.44	0.00
500.0000	00724F101	ADOBE SYS INC	Various	04/20/2011	16,837.67	13,357.80	3,479.87	0.00
100.0000	00724F101	ADOBE SYS INC	07/27/2006	04/27/2011	3,341.86	2,652.16	689.70	0.00
100.0000	00724F101	ADOBE SYS INC	07/27/2006	04/28/2011	3,391.63	2,652.16	739.47	0.00
25.0000	00724F101	ADOBE SYS INC	07/27/2006	04/29/2011	844.42	663.04	181.38	0.00
10.0000	00724F101	ADOBE SYS INC	07/27/2006	05/02/2011	335.68	265.22	70.46	0.00
225.0000	941848103	WATERS CORP	10/06/2009	05/02/2011	22,144.99	12,710.32	9,434.67	0.00
50.0000	00724F101	ADOBE SYS INC	07/27/2006	05/03/2011	1,664.05	1,326.08	337.97	0.00
30.0000	00724F101	ADOBE SYS INC	07/27/2006	05/04/2011	990.99	795.65	195.34	0.00
45.0000	00724F101	ADOBE SYS INC	07/27/2006	05/06/2011	1,513.61	1,193.47	320.14	0.00

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Page 16 of 32

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	00724F101	ADOBE SYS INC	07/27/2006	05/09/2011	3,391.89	2,652.16	739.73	0.00
195.0000	00724F101	ADOBE SYS INC	Various	05/10/2011	6,727.62	5,150.66	1,576.96	0.00
400.0000	00724F101	ADOBE SYS INC	05/04/2009	05/11/2011	14,157.56	10,520.00	3,637.56	0.00
100.0000	00724F101	ADOBE SYS INC	05/04/2009	05/11/2011	3,524.47	2,630.00	894.47	0.00
45.0000	00724F101	ADOBE SYS INC	05/04/2009	05/12/2011	1,599.07	1,183.50	415.57	0.00
800.0000	254687106	WALT DISNEY CO	Various	05/16/2011	32,805.44	24,563.21	8,242.23	0.00
770.0000	268648102	EMC CORP MASS	11/12/2008	05/16/2011	21,100.59	7,588.43	13,512.16	0.00
150.0000	302182100	EXPRESS SCRIPTS INC CL A	08/06/2007	05/16/2011	8,927.57	3,882.80	5,044.77	0.00
600.0000	254687106	WALT DISNEY CO	Various	05/17/2011	24,509.88	18,255.93	6,253.95	0.00
145.0000	941848103	WATERS CORP	10/06/2009	05/17/2011	13,874.90	8,191.10	5,683.80	0.00
1400.0000	254687106	WALT DISNEY CO	Various	05/18/2011	57,696.81	42,280.68	15,416.13	0.00
100.0000	189754104	COACH INC	Various	06/02/2011	6,197.62	3,256.44	2,941.18	0.00
150.0000	244199105	DEERE & CO	08/13/2009	06/02/2011	12,654.82	6,859.64	5,795.18	0.00
500.0000	882508104	TEXAS INSTRUMENTS INC	Various	06/27/2011	15,883.05	10,706.38	5,176.67	0.00
1300.0000	882508104	TEXAS INSTRUMENTS INC	Various	06/27/2011	41,217.13	26,665.33	14,551.80	0.00
1500.0000	882508104	TEXAS INSTRUMENTS INC	Various	06/28/2011	47,689.48	30,169.24	17,520.24	0.00
400.0000	882508104	TEXAS INSTRUMENTS INC	06/03/2009	06/29/2011	12,730.63	7,953.60	4,777.03	0.00
200.0000	427866108	HERSHEY FOODS CORP	Various	07/12/2011	11,415.18	9,819.06	1,596.12	0.00
100.0000	427866108	HERSHEY FOODS CORP	05/18/2010	07/13/2011	5,744.12	4,807.13	936.99	0.00
200.0000	427866108	HERSHEY FOODS CORP	Various	07/13/2011	11,501.26	9,659.16	1,842.10	0.00

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Page 17 of 32

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
630.0000	023135106	AMAZON COM INC	Various	07/14/2011	132,470.96	80,257.62	52,213.34	0.00
360.0000	037833100	APPLE COMPUTER INC	Various	07/14/2011	128,914.53	34,435.23	94,479.30	0.00
850.0000	18683K101	CLIFFS NAT RES INC COM STK	Various	07/14/2011	81,667.69	52,799.23	28,868.46	0.00
2250.0000	189754104	COACH INC	Various	07/14/2011	147,051.97	68,747.21	78,304.76	0.00
1075.0000	231021106	CUMMINS ENGINE INC	Various	07/14/2011	111,945.45	73,672.23	38,273.22	0.00
1650.0000	244199105	DEERE & CO	Various	07/14/2011	134,008.94	72,939.78	61,069.16	0.00
5100.0000	268648102	EMC CORP MASS	Various	07/14/2011	136,461.13	49,190.28	87,270.85	0.00
1950.0000	302182100	EXPRESS SCRIPTS INC CL A	Various	07/14/2011	102,061.62	49,866.10	52,195.52	0.00
1370.0000	427866108	HERSHEY FOODS CORP	Various	07/14/2011	78,151.65	64,110.32	14,041.33	0.00
880.0000	502424104	L-3 COMMUNICATIONS HLDGS INC	Various	07/14/2011	72,552.83	86,554.79	-14,001.96	0.00
950.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	Various	07/14/2011	90,406.45	70,073.09	20,333.36	0.00
3060.0000	594918104	MICROSOFT CORP COM	Various	07/14/2011	80,848.55	76,248.45	4,600.10	0.00
3080.0000	68389X105	ORACLE CORPORATION	09/18/2006	07/14/2011	98,406.26	49,920.02	48,486.24	0.00
2035.0000	747525103	QUALCOMM INC	Various	07/14/2011	111,390.49	90,755.37	20,635.12	0.00
1080.0000	941848103	WATERS CORP	Various	07/14/2011	100,874.16	59,929.92	40,944.24	0.00
Total Long Term 15% Sales						1,714,268.83	817,868.09	0.00