Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
IM GALLERY LYONS CHARITABLE FDN

A Employer identification number
20-3883508

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

B Telephone number (see instructions)
(401) 278-6837

City or town, state, and ZIP code
PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,161,449.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

ENVELOPE POSTMARK DATE MAY 09 2012

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)	213,791.			
	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	52,557.	52,341.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,083.			
	b Gross sales price for all assets on line 6a 465,004.				
	7 Capital gain net income (from Part IV, line 2)		14,083.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	280,431.	66,424.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	1,385.	NONE	NONE	1,385.
	c Other professional fees (attach schedule) STMT 5	19,478.	11,687.		7,791.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	3,670.	335.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	52.			52.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,585.	12,022.	NONE	9,228.
	25 Contributions, gifts, grants paid	55,000.			55,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	79,585.	12,022.	NONE	64,228.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	200,846.			
	b **Net investment income** (if negative, enter -0-)		54,402.		
	c **Adjusted net income** (if negative, enter -0-)				

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SCANNED MAY 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	NONE	NONE	
2	Savings and temporary cash investments	80,551.	98,096.	98,096.
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) ▶ *		* NONE	
	Less: allowance for doubtful accounts ▶	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule)	1,750,461.	1,787,594.	2,063,353.
c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule)	NONE	NONE	NONE
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,831,012.	1,885,690.	2,161,449.
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)			
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	1,831,012.	1,885,690.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	**Total net assets or fund balances** (see instructions)	1,831,012.	1,885,690.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,831,012.	1,885,690.	

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	1,831,012.
2	Enter amount from Part I, line 27a	2	200,846.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	579.
4	Add lines 1, 2, and 3	4	2,032,437.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	146,747.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,885,690.

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	PUBLICLY TRADED SECURITIES			
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	452,174.		450,921.	1,253.
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				1,253.
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	14,083.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	67,729.	1,842,661.	0.03675608264
2009	7,988.	1,705,694.	0.00468313777
2008	148,021.	1,779,383.	0.08318670011
2007	111,020.	2,091,667.	0.05307728238
2006	106,005.	2,118,297.	0.05004255777

2 **Total** of line 1, column (d)	2	0.22774576067
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	0.04554915213
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,988,682.
5 Multiply line 4 by line 3	5	90,583.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	544.
7 Add lines 5 and 6	7	91,127.
8 Enter qualifying distributions from Part XII, line 4	8	64,228.

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,088.
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	1,088.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,088.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,200.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,200.
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	1,112.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,088. **Refunded** ▶		11	24.

Part VII-A Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 10	10	X	

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

			Yes	No
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 ▶ PRIVATE BANK TAX SERVICES Telephone no ▶ (401)278-6837
Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901

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 |

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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)?	1b		
	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?	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 ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			Yes	No
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? . . . ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . *If "Yes" to 6b, file Form 8870*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-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
SEE STATEMENT 12		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . ▶ NONE

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
SEE STATEMENT 13		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 ▶	

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	1,945,466.
b	Average of monthly cash balances	1b	73,501.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,018,967.
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	NONE
3	Subtract line 2 from line 1d	3	2,018,967.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,285.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,988,682.
6	**Minimum investment return.** Enter 5% of line 5	6	99,434.

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	99,434.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,088.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,088.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	98,346.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	98,346.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	98,346.

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	64,228.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	64,228.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	64,228.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				98,346.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			29,482.	
b Total for prior years 20 09 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ...... NONE				
b From 2007 ...... NONE				
c From 2008 ...... NONE				
d From 2009 ...... NONE				
e From 2010 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 64,228.				
a Applied to 2010, but not more than line 2a			29,482.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				34,746.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				63,600.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 ... NONE				
b Excess from 2008 ... NONE				
c Excess from 2009 ... NONE				
d Excess from 2010 ... NONE				
e Excess from 2011 ... NONE				

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 ▶ [X] 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*				
SEE STATEMENT 14				
Total . . . . ▶ **3a**				55,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	52,557.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,083.	
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)				66,640.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 66,640.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 4/17/2012 — Title Trustees

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Karen J Kise		4/10/12		P00146417

Firm's name ▶ BANK OF AMERICA, N.A. — Firm's EIN ▶ 94-1687665

Firm's address ▶ P O BOX 1802
PROVIDENCE, RI 02901-1802 — Phone no.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

IM GALLERY LYONS CHARITABLE FDN

Employer identification number

20-3883508

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	Employer identification number
IM GALLERY LYONS CHARITABLE FDN	20-3883508

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	MICHAEL NOONAN	$ 213,791.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
IM GALLERY LYONS CHARITABLE FDN	20-3883508

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES CONTRIBUTED	$ 213,791.	12/11/2011

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	619.	619.
ALLERGAN INCORPORATED	3.	3.
ALTRIA GROUP INC	636.	636.
ANADARKO PETROLEUM CORP	22.	22.
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	594.	594.
BHP BILLITON PLC - ADR	73.	73.
BOEING CO	185.	185.
BRISTOL MYERS SQUIBB CO COM	523.	523.
BROADCOM CORP CL A	21.	
CHEVRONTEXACO CORP COM	371.	371.
CITIGROUP INC NEW COM	3.	3.
COACH INC COM	21.	21.
COLUMBIA ACORN FUND CLASS Z SHARES	194.	194.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,240.	2,240.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	4,137.	4,137.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	843.	843.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	1,064.	1,064.
CONOCOPHILLIPS COM	422.	422.
CUMMINS ENGINE INC	84.	84.
DANAHER CORPORATION	14.	14.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	389.	389.
DOMINION RESOURCES INC	414.	414.
DOW CHEMICAL COMPANY	316.	316.
DUPONT E I DE NEMOURS & CO COM	426.	426.
EOG RESOURCES INC	25.	25.
EATON CORPORATION	241.	241.
FREEPORT-MCMORAN COPPER & GOLD INC COM	119.	119.
GENERAL DYNAMICS CORP	152.	152.
GENERAL ELEC CO	348.	348.
GENUINE PARTS COMPANY	440.	440.
GOLDMAN SACHS GROUP INC	41.	41.
HCP INC REIT	436.	241.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HSBC HLDGS PLC SPON ADR NEW	323.	323.
HALLIBURTON CO	89.	89.
HEINZ H J CO	446.	446.
INTEL CORPORATION	235.	235.
JOHNSON & JOHNSON	360.	360.
KIMBERLY CLARK CORP COM	469.	469.
KRAFT FOODS INC CL A COM	441.	441.
ESTEE LAUDER COMPANIES CL A	110.	110.
LILLY ELI & COMPANY	549.	549.
MCDONALDS CORP	283.	283.
MEAD JOHNSON NUTRITION CO COM	57.	57.
MICROSOFT CORPORATION	226.	226.
MONSANTO CO NEW COM	219.	219.
NATIONAL OILWELL VARCO INC COM	18.	18.
NEXTERA ENERGY INC COM	352.	352.
NIKE INC CL B	136.	136.
NOKIA CORPORATION SPONSORED ADR	297.	297.
NORDSTROM INCORPORATED	19.	19.
OCCIDENTAL PETROLEUM CORPORATION	85.	85.
ORACLE SYS CORP	103.	103.
PNC BK CORP	134.	134.
PPG INDUSTRIES INC	255.	255.
PETROCHINA CO LTD SPONSORED ADR	295.	295.
PHILIP MORRIS INTL INC COM	430.	430.
PRAXAIR INCORPORATED	250.	250.
PRECISION CASTPARTS CORPORATION	6.	6.
QUALCOMM INC	23.	23.
ROCKWELL INTL CORP	92.	92.
ROYAL DUTCH SHELL PLC	353.	353.
SOTHEBYS HLDGS INC CL A	5.	5.
SOUTHERN CO	562.	562.
STARBUCKS CORP	124.	124.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	36.	36.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TJX COMPANIES INCORPORATED NEW	179.	179.
THORNBURG INTL VALUE FUND CL I	98.	98.
3M CO COM	286.	286.
TIFFANY & COMPANY NEW	163.	163.
TIME WARNER INC NEW COM	247.	247.
TRAVELERS COS INC COM	191.	191.
US BANCORP DEL COM NEW	168.	168.
UNILEVER N V-W/I (NET/USD) US9047847093	409.	409.
UNION PAC CORP COM	255.	255.
VANGUARD TOTAL BD MARKET ETF	24,772.	24,772.
VANGUARD MSCI EMERGING MKTS ETF	677.	677.
VERIZON COMMUNICATIONS	648.	648.
VISA INC CL A COM	41.	41.
VODAFONE GROUP PLC NEW SP ADR	617.	617.
WELLS FARGO COMPANY	41.	41.
WELLS FARGO & CO NEW PFD DEP SHS SER J	190.	190.
WYNN RESORTS LTD COM	475.	475.
YUM BRANDS INC COM	138.	138.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	69.	69.
ACCENTURE PLC CL A COM	95.	95.
TOTAL	52,557.	52,341.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,385.			1,385.
TOTALS	1,385.	NONE	NONE	1,385.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	15,553.	9,332.	6,221.
OTHER NONALLOCABLE EXPENSES -	3,925.	2,355.	1,570.
TOTALS	19,478.	11,687.	7,791.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	113.	113.
FEDERAL TAX PAYMENT - PRIOR YE	1,135.	
FEDERAL ESTIMATES - PRINCIPAL	2,200.	
FOREIGN TAXES ON QUALIFIED FOR	78.	78.
FOREIGN TAXES ON NONQUALIFIED	144.	144.
TOTALS	3,670.	335.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	35.	35.
OTHER NON-ALLOCABLE EXPENSE -	17.	17.
TOTALS	52.	52.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TYE INCOME ADJUSTMENT		62.
TYE SALES ADJUSTMENT		517.
	TOTAL	579.

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

DESCRIPTION	AMOUNT
TYE COST ADJUSTMENT	129.
MARKET TO FEDERAL COST BASIS ON GIFTS RECEIVED	146,618.
TOTAL	146,747.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
===

NAME AND ADDRESS

MICHAEL NOONAN

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

OFFICER NAME:
MICHAEL NOONAN
ADDRESS:

SHREWSBURY, MA 01545
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:
MARYBETH NOONAN
ADDRESS:

SHREWSBURY, MA 01545
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST MARY'S CHURCH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
QUINNIPIAC UNIVERSITY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR THE NOONAN ENDOWED SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 55,000.

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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-13,261.
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	-13,261.

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					12,828.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	14,514.
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	2.
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	27,344.

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

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-13,261.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			27,344.
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			14,083.

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 . . . 16 ( )

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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 12. ACME PACKET INC COM	04/27/2011	08/16/2011	646.00	1,005.00	-359.00
12. ACME PACKET INC COM	04/27/2011	08/22/2011	490.00	1,005.00	-515.00
11. ACME PACKET INC COM	03/14/2011	08/22/2011	450.00	789.00	-339.00
4. ACME PACKET INC COM	03/14/2011	08/23/2011	171.00	287.00	-116.00
8. ACME PACKET INC COM	02/23/2011	08/23/2011	343.00	553.00	-210.00
7. ACME PACKET INC COM	02/23/2011	08/31/2011	329.00	484.00	-155.00
15. ACME PACKET INC COM	02/23/2011	08/31/2011	705.00	1,018.00	-313.00
29. AGILENT TECHNOLOGIES I	04/20/2011	08/19/2011	903.00	1,405.00	-502.00
17. AGILENT TECHNOLOGIES I	04/20/2011	08/22/2011	524.00	823.00	-299.00
1. AGILENT TECHNOLOGIES IN	04/13/2011	08/22/2011	31.00	47.00	-16.00
12. AGILENT TECHNOLOGIES I	04/13/2011	08/23/2011	381.00	560.00	-179.00
10. AGILENT TECHNOLOGIES I	04/14/2011	08/23/2011	317.00	460.00	-143.00
17. AGILENT TECHNOLOGIES I	04/14/2011	08/25/2011	565.00	781.00	-216.00
34. AGILENT TECHNOLOGIES I	07/18/2011	08/25/2011	1,129.00	1,542.00	-413.00
8. AGILENT TECHNOLOGIES IN	03/14/2011	08/25/2011	266.00	355.00	-89.00
9. AGILENT TECHNOLOGIES IN	03/14/2011	08/31/2011	329.00	399.00	-70.00
6. AGILENT TECHNOLOGIES IN	03/14/2011	10/07/2011	190.00	266.00	-76.00
9. AGILENT TECHNOLOGIES IN	03/22/2011	10/07/2011	286.00	389.00	-103.00
20. AGILENT TECHNOLOGIES I	03/23/2011	10/07/2011	635.00	862.00	-227.00
19. AGILENT TECHNOLOGIES I	03/17/2011	10/07/2011	603.00	807.00	-204.00
25. AGILENT TECHNOLOGIES I	03/16/2011	10/07/2011	793.00	1,058.00	-265.00
4. AMAZON COM INC	09/03/2010	02/28/2011	698.00	549.00	149.00
1. AMAZON COM INC	09/03/2010	02/28/2011	173.00	137.00	36.00
7. AMAZON COM INC	09/02/2010	02/28/2011	1,213.00	945.00	268.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 3. AMAZON COM INC	03/02/2010	02/28/2011	520.00	380.00	140.00
4. AMAZON COM INC	07/14/2010	05/05/2011	800.00	493.00	307.00
2. AMAZON COM INC	07/14/2010	06/17/2011	372.00	247.00	125.00
6. AMAZON COM INC	08/30/2011	10/26/2011	1,207.00	1,272.00	-65.00
9. AMAZON COM INC	08/30/2011	12/01/2011	1,774.00	1,908.00	-134.00
1. AMAZON COM INC	08/30/2011	12/20/2011	182.00	212.00	-30.00
23. ANADARKO PETROLEUM COR	08/06/2010	05/20/2011	1,720.00	1,268.00	452.00
3. ANADARKO PETROLEUM CORP	08/06/2010	05/26/2011	231.00	165.00	66.00
11. ANADARKO PETROLEUM COR	08/03/2010	05/26/2011	847.00	580.00	267.00
4. ANADARKO PETROLEUM CORP	08/11/2010	05/26/2011	308.00	210.00	98.00
16. ANADARKO PETROLEUM COR	08/11/2010	05/31/2011	1,264.00	838.00	426.00
2. ANADARKO PETROLEUM CORP	08/11/2010	06/02/2011	154.00	105.00	49.00
5. ANADARKO PETROLEUM CORP	08/11/2010	06/03/2011	382.00	262.00	120.00
18. ANADARKO PETROLEUM COR	09/07/2010	06/03/2011	1,375.00	904.00	471.00
11. ANADARKO PETROLEUM COR	09/07/2010	06/07/2011	821.00	552.00	269.00
2. ANADARKO PETROLEUM CORP	07/13/2010	06/07/2011	149.00	97.00	52.00
26. ANADARKO PETROLEUM COR	07/13/2010	06/17/2011	1,829.00	1,257.00	572.00
8. ANADARKO PETROLEUM CORP	07/13/2010	06/20/2011	557.00	387.00	170.00
35. ANADARKO PETROLEUM COR	07/14/2010	06/20/2011	2,438.00	1,666.00	772.00
5. APPLE COMPUTER INCORPOR	09/27/2011	11/11/2011	1,936.00	2,031.00	-95.00
13. BHP BILLITON PLC - ADR	03/09/2010	02/10/2011	1,039.00	868.00	171.00
3. BHP BILLITON PLC - ADR	03/09/2010	02/14/2011	246.00	200.00	46.00
27. BHP BILLITON PLC - ADR	05/24/2010	02/24/2011	2,078.00	1,415.00	663.00
4. BAIDU COM INC SPONSORED	04/19/2011	06/07/2011	496.00	593.00	-97.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 6. BAIDU COM INC SPONSORED	04/19/2011	06/07/2011	745.00	890.00	-145.00
6. BAIDU COM INC SPONSORED	05/12/2011	08/19/2011	767.00	981.00	-214.00
27. BROADCOM CORP CL A	12/15/2010	04/04/2011	1,032.00	1,181.00	-149.00
10. BROADCOM CORP CL A	12/15/2010	04/27/2011	356.00	438.00	-82.00
48. BROADCOM CORP CL A	02/17/2011	04/27/2011	1,707.00	2,036.00	-329.00
14. BROADCOM CORP CL A	11/11/2010	04/27/2011	498.00	574.00	-76.00
5. BROADCOM CORP CL A	10/13/2010	04/27/2011	178.00	186.00	-8.00
44. BROADCOM CORP CL A	10/13/2010	04/28/2011	1,511.00	1,635.00	-124.00
29. BROADCOM CORP CL A	10/19/2010	04/28/2011	996.00	1,069.00	-73.00
50. BROADCOM CORP CL A	09/30/2010	04/28/2011	1,717.00	1,765.00	-48.00
27. BROADCOM CORP CL A	09/27/2010	04/28/2011	927.00	914.00	13.00
26. BROADCOM CORP CL A	09/28/2010	04/28/2011	893.00	869.00	24.00
74. CITIGROUP INC NEW COM	04/20/2011	05/25/2011	2,990.00	3,374.00	-384.00
49. CITIGROUP INC NEW COM	04/20/2011	05/26/2011	1,966.00	2,234.00	-268.00
.3 CITIGROUP INC NEW COM	04/20/2011	05/31/2011	12.00	14.00	-2.00
15.9 CITIGROUP INC NEW COM	04/20/2011	06/08/2011	599.00	725.00	-126.00
59.1 CITIGROUP INC NEW COM	04/19/2011	06/08/2011	2,226.00	2,671.00	-445.00
72. CITIGROUP INC NEW COM	04/19/2011	06/08/2011	2,670.00	3,254.00	-584.00
10. CITIGROUP INC NEW COM	04/19/2011	06/09/2011	371.00	452.00	-81.00
14. COACH INC COM	06/30/2011	08/19/2011	644.00	895.00	-251.00
17. COACH INC COM	06/30/2011	08/22/2011	803.00	1,086.00	-283.00
9. COACH INC COM	06/29/2011	08/22/2011	425.00	560.00	-135.00
16. CONTINENTAL RES INC OK	03/22/2011	08/23/2011	817.00	1,101.00	-284.00
12. CONTINENTAL RES INC OK	03/21/2011	08/23/2011	613.00	814.00	-201.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 3. CONTINENTAL RES INC OKL	03/21/2011	09/01/2011	163.00	204.00	-41.00
7. CONTINENTAL RES INC OKL	05/31/2011	09/01/2011	381.00	473.00	-92.00
9. CONTINENTAL RES INC OKL	05/31/2011	09/07/2011	477.00	608.00	-131.00
1. CONTINENTAL RES INC OKL	05/27/2011	09/07/2011	53.00	66.00	-13.00
1. CONTINENTAL RES INC OKL	05/27/2011	09/08/2011	53.00	66.00	-13.00
11. CONTINENTAL RES INC OK	03/18/2011	09/08/2011	579.00	726.00	-147.00
14. DANAHER CORPORATION	06/28/2011	08/19/2011	571.00	729.00	-158.00
14. DANAHER CORPORATION	07/09/2011	11/16/2011	688.00	791.00	-103.00
24. DOW CHEMICAL COMPANY	10/13/2010	03/04/2011	894.00	716.00	178.00
19. DOW CHEMICAL COMPANY	10/13/2010	03/04/2011	707.00	567.00	140.00
27. DOW CHEMICAL COMPANY	10/13/2010	06/17/2011	934.00	805.00	129.00
33. DOW CHEMICAL COMPANY	09/22/2010	06/20/2011	1,153.00	903.00	250.00
13. DOW CHEMICAL COMPANY	09/23/2010	07/01/2011	471.00	351.00	120.00
21. EATON CORPORATION	04/21/2011	08/22/2011	796.00	1,129.00	-333.00
4. EATON CORPORATION	04/21/2011	08/23/2011	155.00	215.00	-60.00
18. EATON CORPORATION	04/20/2011	08/23/2011	696.00	963.00	-267.00
16. EATON CORPORATION	03/21/2011	08/23/2011	619.00	848.00	-229.00
3. EATON CORPORATION	03/21/2011	09/01/2011	126.00	159.00	-33.00
11. EATON CORPORATION	01/27/2011	09/01/2011	462.00	577.00	-115.00
23. EATON CORPORATION	01/27/2011	09/02/2011	936.00	1,207.00	-271.00
9. EATON CORPORATION	03/18/2011	09/02/2011	366.00	466.00	-100.00
20. EATON CORPORATION	10/14/2011	11/07/2011	900.00	849.00	51.00
3. EATON CORPORATION	03/14/2011	11/07/2011	135.00	154.00	-19.00
7. EATON CORPORATION	03/18/2011	11/07/2011	315.00	362.00	-47.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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2011

Name of estate or trust: IM GALLERY LYONS CHARITABLE FDN

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 7. EATON CORPORATION	02/20/2011	11/16/2011	319.00	342.00	-23.00
3. EATON CORPORATION	02/16/2011	11/16/2011	137.00	145.00	-8.00
13. EATON CORPORATION	10/14/2011	11/16/2011	593.00	552.00	41.00
11. FEDEX CORP	03/26/2010	02/01/2011	1,022.00	1,006.00	16.00
8. FEDEX CORP	03/22/2010	02/01/2011	743.00	724.00	19.00
8. FEDEX CORP	03/22/2010	03/14/2011	707.00	724.00	-17.00
3. FEDEX CORP	03/22/2010	03/14/2011	266.00	271.00	-5.00
20. FEDEX CORP	03/18/2010	03/14/2011	1,774.00	1,787.00	-13.00
6. F5 NETWORKS INC	12/01/2010	03/14/2011	651.00	834.00	-183.00
1. F5 NETWORKS INC	12/01/2010	04/28/2011	104.00	139.00	-35.00
8. F5 NETWORKS INC	12/22/2010	04/28/2011	834.00	1,086.00	-252.00
11. F5 NETWORKS INC	02/07/2011	04/28/2011	1,146.00	1,391.00	-245.00
2. F5 NETWORKS INC	02/07/2011	04/28/2011	208.00	253.00	-45.00
1. F5 NETWORKS INC	11/09/2010	07/22/2011	101.00	129.00	-28.00
3. F5 NETWORKS INC	02/07/2011	07/22/2011	304.00	379.00	-75.00
8. F5 NETWORKS INC	11/30/2010	07/22/2011	811.00	1,004.00	-193.00
6. F5 NETWORKS INC	12/24/2010	07/22/2011	608.00	746.00	-138.00
2. F5 NETWORKS INC	01/16/2011	07/22/2011	203.00	232.00	-29.00
13. F5 NETWORKS INC	01/20/2011	07/22/2011	1,318.00	1,443.00	-125.00
41. FORD MTR CO DEL COM	11/18/2010	01/31/2011	650.00	674.00	-24.00
124. FORD MTR CO DEL COM	11/09/2010	01/31/2011	1,967.00	2,004.00	-37.00
124. FORD MTR CO DEL COM	11/05/2010	01/31/2011	1,967.00	1,999.00	-32.00
38. FREEPORT-MCMORAN COPPE COM	11/09/2010	06/17/2011	1,815.00	2,041.00	-226.00
6. FREEPORT-MCMORAN COPPER COM	12/01/2010	06/17/2011	287.00	314.00	-27.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example. 100 sh 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) Subtract (e) from (d)
1a 28. FREEPORT-MCMORAN COPPE COM	12/01/2010	06/20/2011	1,335.00	1,467.00	-132.00
20. FREEPORT-MCMORAN COPPE COM	11/10/2010	06/20/2011	953.00	1,033.00	-80.00
36. FREEPORT-MCMORAN COPPE COM	03/14/2011	06/20/2011	1,716.00	1,743.00	-27.00
11. GOLDMAN SACHS GROUP IN	10/28/2010	05/25/2011	1,498.00	1,788.00	-290.00
1. GOLDMAN SACHS GROUP INC	10/28/2010	05/26/2011	136.00	163.00	-27.00
14. GOLDMAN SACHS GROUP IN	10/27/2010	05/26/2011	1,904.00	2,224.00	-320.00
4. GOLDMAN SACHS GROUP INC	10/27/2010	06/07/2011	535.00	636.00	-101.00
4. GOLDMAN SACHS GROUP INC	07/14/2010	06/07/2011	535.00	554.00	-19.00
8. GOLDMAN SACHS GROUP INC	07/14/2010	06/08/2011	1,065.00	1,107.00	-42.00
3. GOOGLE INC CL A	07/15/2011	08/19/2011	1,484.00	1,780.00	-296.00
28. GREEN MTN COFFEE INC C	06/08/2011	11/28/2011	1,432.00	2,127.00	-695.00
6. GREEN MTN COFFEE INC CO	04/05/2011	11/28/2011	307.00	395.00	-88.00
26. GREEN MTN COFFEE INC C	04/05/2011	11/29/2011	1,285.00	1,713.00	-428.00
17. HALLIBURTON CO	05/05/2011	06/17/2011	779.00	796.00	-17.00
19. HALLIBURTON CO	02/02/2011	06/17/2011	871.00	887.00	-16.00
39. HALLIBURTON CO	02/02/2011	06/20/2011	1,778.00	1,820.00	-42.00
2. HALLIBURTON CO	02/03/2011	06/20/2011	91.00	93.00	-2.00
13. MCDONALDS CORP	07/09/2010	01/04/2011	977.00	898.00	79.00
30. MONSANTO CO NEW COM	09/22/2010	01/06/2011	2,131.00	1,625.00	506.00
11. MONSANTO CO NEW COM	09/22/2010	01/06/2011	779.00	596.00	183.00
2. MONSANTO CO NEW COM	09/22/2010	05/23/2011	133.00	108.00	25.00
10. MONSANTO CO NEW COM	06/11/2010	05/23/2011	665.00	509.00	156.00
12. NIKE INC CL B	07/21/2010	03/25/2011	926.00	839.00	87.00
18. NORDSTROM INCORPORATED	04/30/2010	01/31/2011	744.00	748.00	-4.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example: 100 sh 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) Subtract (e) from (d)
1a 17. NORDSTROM INCORPORATED	02/02/2010	01/31/2011	702.00	610.00	92.00
8. NORDSTROM INCORPORATED	06/25/2010	03/14/2011	345.00	284.00	61.00
16. NORDSTROM INCORPORATED	06/25/2010	03/16/2011	665.00	568.00	97.00
5. NORDSTROM INCORPORATED	06/25/2010	03/17/2011	214.00	178.00	36.00
20. ORACLE SYS CORP	12/17/2010	06/07/2011	638.00	641.00	-3.00
8. ORACLE SYS CORP	01/31/2011	06/07/2011	255.00	256.00	-1.00
30. ORACLE SYS CORP	01/31/2011	06/07/2011	956.00	961.00	-5.00
20. ORACLE SYS CORP	10/19/2010	06/17/2011	632.00	581.00	51.00
5. ORACLE SYS CORP	12/17/2010	06/17/2011	158.00	160.00	-2.00
5. ORACLE SYS CORP	12/29/2010	08/12/2011	137.00	165.00	-28.00
8. ORACLE SYS CORP	02/22/2011	08/12/2011	219.00	261.00	-42.00
13. ORACLE SYS CORP	02/22/2011	08/15/2011	359.00	424.00	-65.00
9. ORACLE SYS CORP	02/22/2011	08/15/2011	245.00	294.00	-49.00
26. ORACLE SYS CORP	06/29/2011	08/15/2011	709.00	844.00	-135.00
8. ORACLE SYS CORP	06/29/2011	08/22/2011	200.00	260.00	-60.00
8. ORACLE SYS CORP	02/21/2011	08/22/2011	200.00	260.00	-60.00
20. ORACLE SYS CORP	01/07/2011	08/22/2011	501.00	648.00	-147.00
40. ORACLE SYS CORP	10/19/2010	08/22/2011	1,002.00	1,162.00	-160.00
83. ORACLE SYS CORP	10/15/2010	08/22/2011	2,079.00	2,373.00	-294.00
13. ORACLE SYS CORP	11/18/2010	08/22/2011	326.00	369.00	-43.00
16. PNC BK CORP	12/29/2010	07/19/2011	891.00	978.00	-87.00
2. PPG INDUSTRIES INC	06/29/2011	08/22/2011	138.00	178.00	-40.00
14. PPG INDUSTRIES INC	06/29/2011	08/23/2011	987.00	1,248.00	-261.00
3. PRAXAIR INCORPORATED	06/29/2011	07/20/2011	319.00	318.00	1.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 9. PRAXAIR INCORPORATED	06/28/2011	07/20/2011	957.00	953.00	4.00
4. PRAXAIR INCORPORATED	12/02/2010	07/20/2011	425.00	376.00	49.00
5. PRECISION CASTPARTS COR	06/29/2011	08/31/2011	814.00	810.00	4.00
1. PRICELINE COM INC COM	08/30/2011	09/16/2011	526.00	538.00	-12.00
4. PRICELINE COM INC COM	06/28/2011	09/16/2011	2,102.00	1,977.00	125.00
25. RED HAT INC 00	09/27/2011	12/21/2011	993.00	1,119.00	-126.00
9. RED HAT INC 00	07/18/2011	12/21/2011	357.00	387.00	-30.00
24. RED HAT INC 00	07/18/2011	12/21/2011	958.00	1,031.00	-73.00
17. RED HAT INC 00	07/18/2011	12/22/2011	684.00	731.00	-47.00
12. RED HAT INC 00	08/31/2011	12/22/2011	483.00	474.00	9.00
4. RED HAT INC 00	09/01/2011	12/22/2011	161.00	154.00	7.00
37. RED HAT INC 00	08/16/2011	12/22/2011	1,489.00	1,399.00	90.00
4. ROCKWELL INTL CORP	04/13/2011	08/19/2011	215.00	369.00	-154.00
7. ROCKWELL INTL CORP	04/12/2011	08/23/2011	387.00	642.00	-255.00
12. ROCKWELL INTL CORP	04/19/2011	08/23/2011	663.00	1,098.00	-435.00
2. ROCKWELL INTL CORP	04/27/2011	08/23/2011	110.00	179.00	-69.00
12. ROCKWELL INTL CORP	04/27/2011	08/31/2011	769.00	1,071.00	-302.00
12. ROCKWELL INTL CORP	04/27/2011	09/01/2011	764.00	1,071.00	-307.00
1. ROCKWELL INTL CORP	04/27/2011	09/07/2011	59.00	89.00	-30.00
11. ROCKWELL INTL CORP	02/24/2011	09/07/2011	651.00	956.00	-305.00
12. ROCKWELL INTL CORP	03/14/2011	09/16/2011	713.00	1,041.00	-328.00
12. ROCKWELL INTL CORP	02/23/2011	09/16/2011	713.00	1,026.00	-313.00
7. ROCKWELL INTL CORP	02/23/2011	09/16/2011	416.00	597.00	-181.00
18. ROCKWELL INTL CORP	02/23/2011	10/07/2011	1,074.00	1,534.00	-460.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 15. ROCKWELL INTL CORP	06/21/2011	10/07/2011	895.00	1,227.00	-332.00
5. SALESFORCE COM INC COM	12/31/2010	03/14/2011	623.00	655.00	-32.00
6. SALESFORCE COM INC COM	12/31/2010	03/17/2011	739.00	786.00	-47.00
9. SALESFORCE COM INC COM	09/24/2010	03/17/2011	1,109.00	1,072.00	37.00
10. SALESFORCE COM INC COM	09/02/2010	03/17/2011	1,232.00	1,189.00	43.00
4. SALESFORCE COM INC COM	06/28/2011	08/19/2011	447.00	589.00	-142.00
1. SALESFORCE COM INC COM	09/02/2010	08/19/2011	112.00	119.00	-7.00
10. SOTHEBYS HLDGS INC CL	04/21/2011	12/13/2011	293.00	505.00	-212.00
4. SOTHEBYS HLDGS INC CL A	04/21/2011	12/14/2011	111.00	202.00	-91.00
9. SOTHEBYS HLDGS INC CL A	05/10/2011	12/14/2011	250.00	388.00	-138.00
3. SOTHEBYS HLDGS INC CL A	05/10/2011	12/15/2011	84.00	129.00	-45.00
16. TJX COMPANIES INCORPOR	05/05/2011	11/16/2011	977.00	855.00	122.00
17. TERADATA CORP DELAWARE	01/12/2011	02/03/2011	750.00	777.00	-27.00
17. TERADATA CORP DELAWARE	12/16/2010	02/07/2011	779.00	777.00	2.00
5. TERADATA CORP DELAWARE	01/12/2011	02/07/2011	229.00	228.00	1.00
7. TERADATA CORP DELAWARE	01/07/2011	02/07/2011	321.00	309.00	12.00
409.836 THORNBURG INTL VAL	10/26/2011	12/13/2011	10,000.00	10,541.00	-541.00
4. TIFFANY & COMPANY NEW	01/12/2011	07/01/2011	318.00	244.00	74.00
30. TIFFANY & COMPANY NEW	01/12/2011	07/27/2011	2,411.00	1,833.00	578.00
14. TIFFANY & COMPANY NEW	01/11/2011	11/23/2011	983.00	848.00	135.00
24. TIME WARNER INC NEW CO	02/28/2011	08/12/2011	716.00	917.00	-201.00
26. TIME WARNER INC NEW CO	02/28/2011	08/15/2011	787.00	993.00	-206.00
6. TIME WARNER INC NEW COM	03/03/2011	08/15/2011	182.00	227.00	-45.00
20. TIME WARNER INC NEW CO	03/03/2011	08/19/2011	558.00	757.00	-199.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a 18. TIME WARNER INC NEW CO	03/04/2011	08/19/2011	503.00	667.00	-164.00
16. TIME WARNER INC NEW CO	03/04/2011	08/22/2011	445.00	593.00	-148.00
14. TIME WARNER INC NEW CO	04/21/2011	08/22/2011	389.00	510.00	-121.00
39. US BANCORP DEL COM NEW	04/20/2010	04/14/2011	1,003.00	1,095.00	-92.00
8. US BANCORP DEL COM NEW	10/22/2010	08/19/2011	165.00	189.00	-24.00
39. US BANCORP DEL COM NEW	10/22/2010	08/22/2011	799.00	921.00	-122.00
5. VISA INC CL A COM	07/14/2011	10/05/2011	418.00	440.00	-22.00
8. VISA INC CL A COM	07/15/2011	10/05/2011	669.00	704.00	-35.00
34. WELLS FARGO COMPANY	01/05/2011	04/13/2011	1,046.00	1,093.00	-47.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -13,261.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA 1F1221 2 000

* INDICATES WASH SALE

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

IM GALLERY LYONS CHARITABLE FDN

Employer identification number 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 10. AMAZON COM INC	03/02/2010	03/04/2011	1,704.00	1,267.00	437.00
6. AMAZON COM INC	03/02/2010	05/05/2011	1,200.00	754.00	446.00
8. AMAZON COM INC	03/01/2010	06/17/2011	1,487.00	985.00	502.00
12. AMAZON COM INC	10/30/2009	07/19/2011	2,614.00	1,428.00	1,186.00
3. AMAZON COM INC	10/30/2009	08/19/2011	540.00	357.00	183.00
11. AMAZON COM INC	10/30/2009	12/20/2011	2,006.00	1,309.00	697.00
7. AMAZON COM INC	10/23/2009	12/20/2011	1,277.00	818.00	459.00
5. AMAZON COM INC	10/23/2009	12/21/2011	870.00	584.00	286.00
17. AMAZON COM INC	07/13/2009	12/21/2011	2,957.00	1,369.00	1,588.00
3. AMERICAN TOWER SYSTEMS	10/06/2009	01/07/2011	152.00	112.00	40.00
13. AMERICAN TOWER SYSTEMS	09/16/2009	01/07/2011	657.00	465.00	192.00
11. AMERICAN TOWER SYSTEMS	09/16/2009	01/10/2011	556.00	394.00	162.00
5. AMERICAN TOWER SYSTEMS	09/10/2009	01/10/2011	253.00	172.00	81.00
21. AMERICAN TOWER SYSTEMS	09/10/2009	01/11/2011	1,059.00	724.00	335.00
18. AMERICAN TOWER SYSTEMS	09/10/2009	01/12/2011	911.00	620.00	291.00
2. AMERICAN TOWER SYSTEMS	09/09/2009	01/12/2011	101.00	69.00	32.00
21. AMERICAN TOWER SYSTEMS	09/14/2009	01/12/2011	1,063.00	720.00	343.00
6. APPLE COMPUTER INCORPOR	04/25/2008	04/04/2011	2,043.00	1,015.00	1,028.00
2. APPLE COMPUTER INCORPOR	04/25/2008	06/07/2011	667.00	338.00	329.00
6. APPLE COMPUTER INCORPOR	07/24/2008	06/07/2011	2,000.00	964.00	1,036.00
5. APPLE COMPUTER INCORPOR	07/24/2008	06/07/2011	1,671.00	803.00	868.00
1. APPLE COMPUTER INCORPOR	07/24/2008	08/19/2011	358.00	161.00	197.00
9. APPLE COMPUTER INCORPOR	04/02/2009	08/19/2011	3,219.00	1,017.00	2,202.00
5. APPLE COMPUTER INCORPOR	04/02/2009	11/11/2011	1,936.00	565.00	1,371.00
1. APPLE COMPUTER INCORPOR	04/01/2009	11/11/2011	387.00	108.00	279.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 3. APPLE COMPUTER INCORPOR	04/01/2009	11/22/2011	1,122.00	325.00	797.00
10. BHP BILLITON PLC - ADR	02/02/2010	02/14/2011	820.00	619.00	201.00
4. BHP BILLITON PLC - ADR	02/02/2010	02/24/2011	308.00	247.00	61.00
12. BHP BILLITON PLC - ADR	02/04/2010	02/24/2011	924.00	699.00	225.00
17. BHP BILLITON PLC - ADR	08/07/2009	02/24/2011	1,309.00	911.00	398.00
6. BHP BILLITON PLC - ADR	08/06/2009	02/24/2011	462.00	316.00	146.00
11. BHP BILLITON PLC - ADR	05/06/2009	02/28/2011	877.00	518.00	359.00
3. BHP BILLITON PLC - ADR	04/02/2009	02/28/2011	239.00	130.00	109.00
10. BHP BILLITON PLC - ADR	04/02/2009	03/02/2011	799.00	433.00	366.00
5. BHP BILLITON PLC - ADR	04/24/2009	03/02/2011	400.00	212.00	188.00
8. BHP BILLITON PLC - ADR	04/24/2009	03/14/2011	593.00	340.00	253.00
2. BHP BILLITON PLC - ADR	04/01/2009	03/14/2011	148.00	81.00	67.00
9. BHP BILLITON PLC - ADR	04/22/2009	03/14/2011	667.00	361.00	306.00
3. BHP BILLITON PLC - ADR	03/13/2009	03/14/2011	222.00	115.00	107.00
19. BHP BILLITON PLC - ADR	03/13/2009	04/13/2011	1,564.00	728.00	836.00
9. BHP BILLITON PLC - ADR	03/13/2009	04/15/2011	740.00	345.00	395.00
29. BHP BILLITON PLC - ADR	03/12/2009	04/15/2011	2,386.00	1,035.00	1,351.00
4. BAIDU COM INC SPONSORED	09/17/2009	06/07/2011	496.00	159.00	337.00
2. BAIDU COM INC SPONSORED	09/17/2009	06/07/2011	247.00	80.00	167.00
1. BAIDU COM INC SPONSORED	10/06/2009	06/07/2011	123.00	39.00	84.00
19. BAIDU COM INC SPONSORE	10/06/2009	06/08/2011	2,348.00	750.00	1,598.00
8. BAIDU COM INC SPONSORED	11/05/2009	08/19/2011	1,023.00	315.00	708.00
55. BRISTOL MYERS SQUIBB C	04/11/2006	10/05/2011	1,759.00	1,321.00	438.00
370.782 COLUMBIA ACORN FUN SHARES	01/05/2006	12/13/2011	10,000.00	10,664.00	-664.00
554.099 COLUMBIA ACORN INT FUND CL Z	03/16/2006	12/13/2011	18,701.00	20,950.00	-2,249.00

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

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IM GALLERY LYONS CHARITABLE FDN

Employer identification number 20-3883508

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

(a) Description of property (Example: 100 sh 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) Subtract (e) from (d)
6a 38.494 COLUMBIA ACORN INTE FUND CL Z	01/05/2006	12/13/2011	1,299.00	1,340.00	-41.00
1795.987 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	03/16/2006	10/26/2011	19,720.00	29,670.00	-9,950.00
2541.296 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	01/05/2006	10/26/2011	27,903.00	40,000.00	-12,097.00
1481.043 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	12/09/2008	10/26/2011	16,262.00	12,500.00	3,762.00
632.911 COLUMBIA SMALL CAP CLASS Z SHARES	03/16/2006	12/13/2011	10,000.00	14,367.00	-4,367.00
616.776 COLUMBIA MID CAP G CLASS Z SHARES	04/06/2006	12/13/2011	15,000.00	16,493.00	-1,493.00
2. DANAHER CORPORATION	05/03/2010	08/19/2011	82.00	85.00	-3.00
5. DANAHER CORPORATION	05/03/2010	08/23/2011	204.00	213.00	-9.00
18. DANAHER CORPORATION	05/03/2010	08/23/2011	734.00	767.00	-33.00
17. DANAHER CORPORATION	05/11/2010	11/16/2011	835.00	806.00	29.00
47. DOW CHEMICAL COMPANY	12/01/2009	06/20/2011	1,642.00	1,317.00	325.00
8. DOW CHEMICAL COMPANY	09/23/2009	07/01/2011	290.00	212.00	78.00
10. DOW CHEMICAL COMPANY	09/23/2009	07/19/2011	347.00	266.00	81.00
6. DOW CHEMICAL COMPANY	09/17/2009	07/19/2011	208.00	158.00	50.00
43. DOW CHEMICAL COMPANY	09/17/2009	08/19/2011	1,135.00	1,135.00	
24. DOW CHEMICAL COMPANY	08/06/2009	08/19/2011	634.00	550.00	84.00
31. DOW CHEMICAL COMPANY	08/06/2009	08/31/2011	877.00	711.00	166.00
2. DOW CHEMICAL COMPANY	08/06/2009	09/07/2011	54.00	46.00	8.00
61. DOW CHEMICAL COMPANY	07/30/2009	09/07/2011	1,648.00	1,313.00	335.00
26. DOW CHEMICAL COMPANY	07/30/2009	12/13/2011	676.00	560.00	116.00
1. DOW CHEMICAL COMPANY	06/09/2009	12/13/2011	26.00	18.00	8.00
33. DOW CHEMICAL COMPANY	06/09/2009	12/14/2011	839.00	593.00	246.00
14. EOG RESOURCES INC	03/10/2010	06/20/2011	1,413.00	1,376.00	37.00
5. EOG RESOURCES INC	01/08/2010	06/20/2011	505.00	487.00	18.00
6. EOG RESOURCES INC	01/08/2010	06/22/2011	613.00	585.00	28.00

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

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Employer identification number: 20-3883508

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

	(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a	8. EOG RESOURCES INC	12/22/2009	06/22/2011	817.00	773.00	44.00
	6. EOG RESOURCES INC	12/21/2009	06/22/2011	613.00	569.00	44.00
	2. EOG RESOURCES INC	12/21/2009	07/01/2011	206.00	190.00	16.00
	19. EOG RESOURCES INC	11/16/2009	07/01/2011	1,961.00	1,715.00	246.00
	19. EOG RESOURCES INC	05/07/2009	07/01/2011	1,961.00	1,390.00	571.00
	7. GENERAL DYNAMICS CORP	02/03/2010	03/07/2011	533.00	490.00	43.00
	10. GENERAL DYNAMICS CORP	04/11/2006	03/07/2011	761.00	649.00	112.00
	19. GENERAL DYNAMICS CORP	04/11/2006	05/23/2011	1,360.00	1,232.00	128.00
	2. GENERAL DYNAMICS CORP	04/11/2006	05/25/2011	141.00	130.00	11.00
	13. GENERAL DYNAMICS CORP	04/11/2006	05/26/2011	914.00	843.00	71.00
	18. GENERAL DYNAMICS CORP	04/11/2006	05/31/2011	1,339.00	1,167.00	172.00
	14. GENERAL DYNAMICS CORP	04/11/2006	06/02/2011	1,008.00	908.00	100.00
	15. GENERAL DYNAMICS CORP	04/11/2006	06/02/2011	1,075.00	973.00	102.00
	14. GENERAL DYNAMICS CORP	04/11/2006	06/07/2011	990.00	908.00	82.00
	3. GENERAL DYNAMICS CORP	04/11/2006	07/08/2011	223.00	195.00	28.00
	11. GENERAL DYNAMICS CORP	05/10/2006	07/08/2011	819.00	695.00	124.00
	8. GENERAL DYNAMICS CORP	05/10/2006	07/20/2011	561.00	506.00	55.00
	11. GENERAL DYNAMICS CORP	01/12/2009	07/20/2011	771.00	633.00	138.00
	11. GENERAL DYNAMICS CORP	12/11/2008	07/20/2011	771.00	604.00	167.00
	7. GOLDMAN SACHS GROUP INC	03/25/2009	06/08/2011	932.00	759.00	173.00
	4. GOLDMAN SACHS GROUP INC	03/25/2009	06/08/2011	527.00	434.00	93.00
	15. GOLDMAN SACHS GROUP IN	12/11/2008	06/08/2011	1,975.00	1,100.00	875.00
	4. GOLDMAN SACHS GROUP INC	11/25/2008	06/08/2011	527.00	275.00	252.00
	9. MCDONALDS CORP	05/21/2007	01/04/2011	676.00	470.00	206.00
	17. MCDONALDS CORP	05/18/2007	01/04/2011	1,277.00	886.00	391.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: IM GALLERY LYONS CHARITABLE FDN

Employer identification number: 20-3883508

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a 31. MCDONALDS CORP	05/17/2007	01/04/2011	2,329.00	1,611.00	718.00
2. MCDONALDS CORP	05/17/2007	02/28/2011	149.00	104.00	45.00
18. MCDONALDS CORP	06/26/2007	02/28/2011	1,344.00	929.00	415.00
5. MCDONALDS CORP	06/26/2007	03/01/2011	377.00	258.00	119.00
25. MCDONALDS CORP	05/15/2007	03/01/2011	1,886.00	1,288.00	598.00
2. MONSANTO CO NEW COM	06/11/2010	07/27/2011	148.00	102.00	46.00
5. MONSANTO CO NEW COM	06/11/2010	10/12/2011	368.00	254.00	114.00
9. MONSANTO CO NEW COM	05/28/2010	10/12/2011	662.00	454.00	208.00
16. NIKE INC CL B	02/03/2010	03/25/2011	1,235.00	1,016.00	219.00
4. NIKE INC CL B	02/04/2010	03/25/2011	309.00	250.00	59.00
5. NORDSTROM INCORPORATED	02/02/2010	03/14/2011	216.00	179.00	37.00
2. NORDSTROM INCORPORATED	11/17/2009	03/17/2011	86.00	69.00	17.00
23. NORDSTROM INCORPORATED	11/17/2009	03/21/2011	971.00	795.00	176.00
25. NORDSTROM INCORPORATED	11/17/2009	03/21/2011	1,055.00	862.00	193.00
4. ORACLE SYS CORP	11/18/2010	12/20/2011	117.00	114.00	3.00
42. ORACLE SYS CORP	11/19/2010	12/20/2011	1,224.00	1,184.00	40.00
39. ORACLE SYS CORP	08/06/2010	12/20/2011	1,137.00	946.00	191.00
63. ORACLE SYS CORP	08/06/2010	12/21/2011	1,583.00	1,528.00	55.00
70. ORACLE SYS CORP	07/20/2010	12/21/2011	1,759.00	1,674.00	85.00
71. ORACLE SYS CORP	07/21/2010	12/21/2011	1,784.00	1,672.00	112.00
24. PNC BK CORP	04/21/2010	07/19/2011	1,337.00	1,557.00	-220.00
10. PNC BK CORP	05/24/2010	07/19/2011	557.00	616.00	-59.00
3. PNC BK CORP	07/14/2010	07/19/2011	167.00	183.00	-16.00
10. PNC BK CORP	07/14/2010	08/19/2011	435.00	611.00	-176.00
24. PNC BK CORP	03/25/2010	08/19/2011	1,045.00	1,458.00	-413.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

IM GALLERY LYONS CHARITABLE FDN

Employer identification number 20-3883508

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
6a 19. PNC BK CORP	03/25/2010	08/22/2011	827.00	1,154.00	-327.00
62. PNC BK CORP	02/03/2010	08/22/2011	2,698.00	3,368.00	-670.00
9. PPG INDUSTRIES INC	03/26/2010	08/23/2011	634.00	594.00	40.00
5. PPG INDUSTRIES INC	03/26/2010	08/31/2011	383.00	330.00	53.00
4. PPG INDUSTRIES INC	03/26/2010	09/01/2011	305.00	264.00	41.00
3. PPG INDUSTRIES INC	03/26/2010	09/02/2011	221.00	198.00	23.00
7. PPG INDUSTRIES INC	03/26/2010	11/16/2011	601.00	462.00	139.00
5. PPG INDUSTRIES INC	07/09/2010	11/16/2011	429.00	323.00	106.00
10. PPG INDUSTRIES INC	07/21/2010	11/16/2011	858.00	646.00	212.00
1. PPG INDUSTRIES INC	07/21/2010	12/13/2011	82.00	65.00	17.00
6. PPG INDUSTRIES INC	09/10/2009	12/13/2011	494.00	339.00	155.00
8. PPG INDUSTRIES INC	09/10/2009	12/14/2011	642.00	452.00	190.00
8. PPG INDUSTRIES INC	08/28/2009	12/14/2011	642.00	447.00	195.00
55. PETROCHINA CO LTD SPON	06/06/2006	12/15/2011	6,393.00	5,814.00	579.00
4. SALESFORCE COM INC COM	09/02/2010	12/15/2011	427.00	476.00	-49.00
2. SALESFORCE COM INC COM	09/01/2010	12/15/2011	213.00	231.00	-18.00
8. SALESFORCE COM INC COM	09/01/2010	12/16/2011	858.00	923.00	-65.00
4. SALESFORCE COM INC COM	09/01/2010	12/19/2011	418.00	461.00	-43.00
5. SALESFORCE COM INC COM	08/25/2010	12/19/2011	522.00	563.00	-41.00
9. SALESFORCE COM INC COM	08/25/2010	12/21/2011	856.00	1,014.00	-158.00
300. SOUTHERN CO	12/05/2007	12/15/2011	13,391.00	11,651.00	1,740.00
19. TIFFANY & COMPANY NEW	03/22/2010	12/16/2011	1,196.00	896.00	300.00
3. TIFFANY & COMPANY NEW	01/14/2010	12/16/2011	189.00	139.00	50.00
10. TIFFANY & COMPANY NEW	01/14/2010	12/19/2011	627.00	464.00	163.00
6. TIFFANY & COMPANY NEW	01/14/2010	12/23/2011	385.00	278.00	107.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
IM GALLERY LYONS CHARITABLE FDN	20-3883508

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

	(a) Description of property (Example: 100 sh 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) Subtract (e) from (d)
6a	11. TIFFANY & COMPANY NEW	01/14/2010	12/23/2011	707.00	500.00	207.00
	46. US BANCORP DEL COM NEW	04/20/2010	04/26/2011	1,148.00	1,292.00	-144.00
	46. US BANCORP DEL COM NEW	04/22/2010	04/26/2011	1,148.00	1,254.00	-106.00
	1. US BANCORP DEL COM NEW	07/22/2008	04/26/2011	25.00	27.00	-2.00
	53. US BANCORP DEL COM NEW	12/11/2008	04/26/2011	1,322.00	1,366.00	-44.00
	32. US BANCORP DEL COM NEW	12/11/2008	08/19/2011	660.00	825.00	-165.00
	14. UNION PAC CORP COM	12/11/2008	02/28/2011	1,333.00	669.00	664.00
	25. UNION PAC CORP COM	12/11/2008	03/03/2011	2,391.00	1,195.00	1,196.00
	1. UNION PAC CORP COM	12/11/2008	03/07/2011	96.00	48.00	48.00
	5. UNION PAC CORP COM	04/11/2006	03/07/2011	477.00	230.00	247.00
	16. UNION PAC CORP COM	04/11/2006	03/07/2011	1,507.00	737.00	770.00
	11. UNION PAC CORP COM	04/11/2006	06/17/2011	1,100.00	507.00	593.00
	15. UNION PAC CORP COM	04/11/2006	07/19/2011	1,505.00	691.00	814.00
	12. UNION PAC CORP COM	04/11/2006	08/19/2011	1,027.00	553.00	474.00
	1. UNION PAC CORP COM	04/11/2006	08/22/2011	86.00	46.00	40.00
	6. UNION PAC CORP COM	04/11/2006	09/02/2011	534.00	277.00	257.00
	34. WELLS FARGO COMPANY	05/08/2009	04/13/2011	1,046.00	935.00	111.00
	30. WELLS FARGO COMPANY	05/08/2009	04/15/2011	895.00	825.00	70.00
	57. WELLS FARGO COMPANY	10/01/2009	04/15/2011	1,701.00	1,527.00	174.00
	92. WELLS FARGO COMPANY	05/04/2009	04/15/2011	2,746.00	2,176.00	570.00
	94. WELLS FARGO COMPANY	05/05/2009	04/15/2011	2,806.00	2,192.00	614.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 14,514.00

* INDICATES WASH SALE

IM GALLERY LYONS CHARITABLE FDN
20-3883508
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	360 000	9,422 40	10,886.40
018490102	ALLERGAN INC	67.000	5,429 67	5,878 58
02209S103	ALTRIA GROUP INC	410 000	7,416 15	12,156 50
037833100	APPLE INC	194.000	27,093.61	78,570.00
046353108	ASTRAZENECA PLC	272.000	12,217.16	12,590 88
053332102	AUTOZONE INC	6.000	1,889.46	1,949 82
056752108	BAIDU INC	105.000	5,707.02	12,229.35
09062X103	BIOGEN IDEC INC	92.000	9,673.94	10,124.60
097023105	BOEING CO	110.000	4,846 56	8,068.50
110122108	BRISTOL MYERS SQUIBB CO	537.000	14,555.24	18,923.88
15670R107	CEPHEID	629.000	5,635.57	21,643.89
166764100	CHEVRON CORP	120.000	7,184.40	12,768.00
189754104	COACH INC	95.000	5,804.61	5,798 80
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	28.000	1,892.27	1,800.68
197199409	COLUMBIA ACORN FUND	1965.830	49,336.31	54,178.27
197199813	COLUMBIA ACORN INTERNATIONAL	1463.872	46,160.41	50,225.45
19763T889	COLUMBIA INCOME OPPORTUNITIES	8298.187	85,818.18	77,422.08
19765J814	COLUMBIA SMALL CAP INDEX FUND	3747.886	69,302.18	61,352.89
19765P232	COLUMBIA MID CAP GROWTH FUND	2134.305	45,337.58	52,631 96
20825C104	CONOCOPHILLIPS	160.000	8,290.24	11,659 20
212015101	CONTINENTAL RES INC	4.000	264.01	266.84
231021106	CUMMINS INC	81.000	6,932.82	7,129.62
235851102	DANAHER CORP DEL	146.000	5,999.44	6,867.84
25243Q205	DIAGEO PLC	150.000	9,153 00	13,113.00
256746108	DOLLAR TREE INC	12.000	1,003 20	997.32
25746U109	DOMINION RES INC VA NEW	210.000	8,876.01	11,146.80
260543103	DOW CHEM CO	151.000	2,388 77	4,342 76
263534109	DU PONT E I DE NEMOURS & CO	260.000	8,812.10	11,902.80
278058102	EATON CORP	135.000	5,462.47	5,876.55
369604103	GENERAL ELEC CO	600.000	18,231.96	10,746.00
371901109	GENTEX CORP	568.000	4,606.48	16,807.12
372460105	GENUINE PARTS CO	250.000	10,374.44	15,300.00
38259P508	GOOGLE INC	17.000	10,315.15	10,980.30
40414L109	HCP INC	260.000	8,368.04	10,771.80

IM GALLERY LYONS CHARITABLE FDN
20-3883508
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
404280406	HSBC HLDGS PLC	236.000	10,100.98	8,991.60
406216101	HALLIBURTON CO	296.000	13,103 47	10,214.96
423074103	HEINZ H J CO	240.000	9,093.00	12,969.60
437076102	HOME DEPOT INC	142.000	5,792 51	5,969.68
458140100	INTEL CORP	449.000	9,300.48	10,888.25
478160104	JOHNSON & JOHNSON	160.000	9,425 06	10,492.80
494368103	KIMBERLY CLARK CORP	170.000	11,616 83	12,505.20
50075N104	KRAFT FOODS INC	380.000	11,960.75	14,196.80
501889208	LKQ CORP	675.000	6,736.85	20,304.00
518439104	LAUDER ESTEE COS INC	105.000	8,562.85	11,793.60
532457108	LILLY ELI & CO	280.000	12,985.23	11,636.80
550021109	LULULEMON ATHLETICA INC	20.000	959.77	933.20
577933104	MAXIMUS INC	389 000	5,622.26	16,085.15
580135101	MCDONALDS CORP	127.000	8,014.67	12,741.91
582839106	MEAD JOHNSON NUTRITION CO	112 000	6,997.08	7,697.76
58933Y105	MERCK & CO INC	305.000	9,546.44	11,498.50
594918104	MICROSOFT CORP	405 000	9,560.03	10,513.80
61166W101	MONSANTO CO	161.000	7,797.27	11,281.27
637071101	NATIONAL OILWELL VARCO INC	94.000	6,533.81	6,391.06
640491106	NEOGEN CORP	385.000	4,527.30	11,796 40
65339F101	NEXTERA ENERGY INC	160.000	7,645.28	9,740.80
654106103	NIKE INC	136.000	7,354.40	13,106.32
654902204	NOKIA CORP	520.000	8,048.35	2,506.40
67103H107	O REILLY AUTOMOTIVE INC	67.000	4,116.91	5,356.65
674599105	OCCIDENTAL PETE CORP DEL	119.000	12,120 16	11,150.30
693506107	PPG INDS INC	48.000	2,644.06	4,007.52
718172109	PHILIP MORRIS INTL INC	160.000	5,874 26	12,556 80
74005P104	PRAXAIR INC	123.000	8,873.58	13,148.70
740189105	PRECISION CASTPARTS CORP	54.000	7,109.34	8,898.66
741503403	PRICELINE COM INC	26.000	6,282.15	12,160.46
747525103	QUALCOMM INC	121.000	6,806 33	6,618.70
780259107	ROYAL DUTCH SHELL PLC	140.000	10,149.06	10,641.40
855244109	STARBUCKS CORP	305.000	10,431.26	14,033.05
85590A401	STARWOOD HOTELS & RESORTS	71.000	1,371.98	3,405.87

IM GALLERY LYONS CHARITABLE FDN
20-3883508
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
862685104	STRATASYS INC	242.000	2,529.24	7,359.22
872540109	TJX COS INC NEW	270.000	12,803.04	17,428 50
885215566	THORNBURG INTL VALUE FUND	2049.145	52,704 02	50,367.98
88579Y101	3M CO	130.000	7,566 30	10,624.90
886547108	TIFFANY & CO NEW	74.000	3,117.30	4,903.24
887317303	TIME WARNER INC	336.000	12,097.89	12,143.04
89417E109	TRAVELERS COS INC	120.000	4,756.90	7,100 40
902973304	US BANCORP DEL	293.000	5,431.38	7,925 65
90385D107	ULTIMATE SOFTWARE GROUP INC	425.000	6,446.75	27,676.00
904784709	UNILEVER N V	330.000	7,502.00	11,342 10
907818108	UNION PAC CORP	385.000	17,418.26	40,786.90
921937835	VANGUARD TOTAL BD MARKET	9200.000	759,860.00	768,568.00
922042858	VANGUARD MSCI EMERGING MKTS	660.000	30,957 27	25,218.60
92343V104	VERIZON COMMUNICATIONS INC	330.000	9,755 52	13,239 60
92826C839	VISA INC	121 000	10,475 74	12,285.13
92857W209	VODAFONE GROUP PLC	390 000	9,896.34	10,931.70
949746101	WELLS FARGO & CO	145.000	3,899.18	3,996.20
949746879	WELLS FARGO & CO NEW	95.000	1,926.92	2,700 85
983134107	WYNN RESORTS LTD	100.000	11,813.35	11,049.00
98742U100	YOUKU INC	125.000	4,950.92	1,958.75
988498101	YUM BRANDS INC	164.000	7,678 97	9,677.64
G1151C101	ACCENTURE PLC	170.000	9,206.72	9,049 10
M22465104	CHECK POINT SOFTWARE TECH LTD	70 000	3,934.75	3,677.80
	Cash/Cash Equivalent	98096 450	98,096.45	98,096.45
		Totals:	1,885,689.82	2,161,449.22