



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



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

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

2011

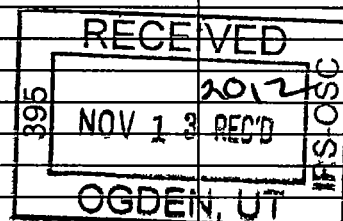
For calendar year 2011 or tax year beginning

, and ending

EXTENSION ATTACHED

Name of foundation <b>THE HAVEN FOUNDATION</b>		A Employer identification number <b>20-4356938</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O MP &amp; S LLP, 622 THIRD AVE.</b>	Room/suite <b>7TH FL</b>	B Telephone number <b>212-503-8800</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10017</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,316,343.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	73,160.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	405.	405.		
	4 Dividends and interest from securities	93,838.	93,838.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,155.			
	b Gross sales price for all assets on line 6a	604,062.			
	7 Capital gain net income (from Part IV, line 2)		13,155.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	180,558.	107,398.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 1	5,311.	0.		5,311.
	b Accounting fees STMT 2	15,100.	7,550.		7,550.
	c Other professional fees STMT 3	17,913.	17,913.		0.
	17 Interest				
	18 Taxes STMT 4	104.	104.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,978.	0.		2,978.
	24 Total operating and administrative expenses Add lines 13 through 23	41,406.	25,567.		15,839.
	25 Contributions, gifts, grants paid	413,118.			324,014.
26 Total expenses and disbursements Add lines 24 and 25	454,524.	25,567.		339,853.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<273,966.>				
b Net investment income (if negative, enter -0-)		81,831.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED NOV 15 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	608,870.	308,227.	308,227.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,290.	1,287.	1,287.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	3,989,186.	4,078,463.	4,006,829.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	4,599,346.	4,387,977.	4,316,343.
	17	Accounts payable and accrued expenses			
	18	Grants payable	72,060.	112,718.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	72,060.	112,718.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,527,286.	4,275,259.	
	30	Total net assets or fund balances	4,527,286.	4,275,259.	
	31	Total liabilities and net assets/fund balances	4,599,346.	4,387,977.	

## 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	4,527,286.
2	Enter amount from Part I, line 27a	2	<273,966.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR GRANT PAYMENTS ADJUSTMENT	3	21,939.
4	Add lines 1, 2, and 3	4	4,275,259.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,275,259.

**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			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>604,062.</b>		<b>590,907.</b>	<b>13,155.</b>

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			
b			
c			
d			
e			<b>13,155.</b>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<b>13,155.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<b>N/A</b>

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,637.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,637.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,637.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	39.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,324.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 2,324. Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.THEHAVENFDN.ORG</u>	13	X	
14	The books are in care of ► <u>MARK LEVENFUS C/O MARKS PANETH</u> Telephone no. ► <u>212-503-8800</u> Located at ► <u>622 THIRD AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10017</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15   N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	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

Form 990-PF (2011)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ 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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

0

Form 990-PF (2011)





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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,064,715.
b Average of monthly cash balances	1b	547,043.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,611,758.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,611,758.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,176.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,542,582.
6 Minimum investment return. Enter 5% of line 5	6	227,129.

**Part XI Distributable Amount** (see instructions) (Section 4942(i)(3) and (i)(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	227,129.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,637.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,637.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	225,492.
4 Recoveries of amounts treated as qualifying distributions	4	21,939.
5 Add lines 3 and 4	5	247,431.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	247,431.

**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	339,853.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	339,853.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	339,853.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				247,431.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 339,853.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				247,431.
<b>e</b> Remaining amount distributed out of corpus	92,422.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	92,422.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	92,422.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011	92,422.			

N/A

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

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

**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				
ALICE ANDERSON 1620 ALVINA AVE. SACRAMENTO, CA 95822	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
AMY R NEILSON 11701 HOYT DRIVE BELLEVILLE, MI 48111	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
ANGELA BALCITA 3137 TILDEN DRIVE BALTIMORE, MD 21211	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	200.
BARBARA HALL 210 HAMPTONS DRIVE APT. 210 SANDY SPRINGS, GA 30350	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	800.
BOBBY TOOMER PO BOX 8421 NEW ORLEANS, LA 70182	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
Total	SEE CONTINUATION SHEET(S)			3a 324,014.
b Approved for future payment				
AMY R NEILSON 11701 HOYT DRIVE BELLEVILLE, MI 48111	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	18,000.
CHRYSTLE FIEDLER 208 MONSELL PLACE GREENPORT, NY 11944	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,689.
KARL ALEXANDER 4230 BEAUCROFT COURT WESTLAKE VILLAGE, CA 91361	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,719.
Total	SEE CONTINUATION SHEET(S)			3b 89,104.



## 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. |   |       |    |

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes    ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

PRESIDENT

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN
------

MARK LEVENFUS

*[Signature]* CPA

10/25/2012

P00190303

Firm's name ▶ **MARKS PANETH & SHRON LLP**

Firm's EIN ► 11-3518842

Firm's address ► 622 THIRD AVENUE  
NEW YORK, NY 10017

Phone no. 212 503-8800

Form **990-PF** (2011)

**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

**THE HAVEN FOUNDATION**

Employer identification number

**20-4356938**

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).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization <b>THE HAVEN FOUNDATION</b>	Employer identification number <b>20-4356938</b>
---	---

**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
<b>1</b>	<b>STEPHEN KING</b> <b>47 WEST BROADWAY</b> <b>BANGOR, ME 04401</b>	\$ <b>64,452.</b>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization <b>THE HAVEN FOUNDATION</b>	Employer identification number <b>20-4356938</b>
---	---

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization <b>THE HAVEN FOUNDATION</b>	Employer identification number <b>20-4356938</b>
---	---

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

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

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRYSTLE FIEDLER 208 MONSELL PLACE GREENPORT, NY 11944	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,689.
CORINA ROBERTS PO BOX 702 SIMI VALLEY, CA 93062	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
DAKOTA LANE PO BOX 591 WOODSTOCK, NY 12498	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,500.
DIANA LURIE 3640 JOHNSON AVE BRONX, NY 10463	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
DONALD O BAILEY 6554 MIMOSA PLACE RANCHO CUCAMONGA, CA 91739	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
DONNA R. MORIN 77 HIDDEN LAKE DRIVE SAUNDERSTOWN, RI 02874	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
DORIT SASSON 2043 WIGHTMAN STREET A8 PITTSBURGH, PA 15217	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	1,000.
ERIC LEVAN 8240 E. MARBLEHEAD WAY ANAHEIM, CA 92808	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
HUNTER DARDEN 320 IVY CIRCLE ELKIN, NC 28621	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
IVY PARSONS-WELLS FARGO MORTGAGE 1200 W 7TH ST. SUITE L2-200 LOS ANGELES, CA 90017	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	9,576.
<b>Total from continuation sheets</b>				<b>289,514.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JAIME MANRIQUE 33 BANK ST. #5 NEW YORK, NY 10014	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,500.
JAN GILBERT 7344 ONYX ST. NEW ORLEANS, LA 70124	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,300.
JAN LOWELL 2302 NW, 21ST STREET LOT 15 BOYNTON BEACH, FL 33436	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,000.
JANISSE RAY 895 CATHERINE T SANDERS ROAD REIDSVILLE, GA 30453	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
JENNIFER G BOVE 553 BUXTON ROAD SACO, ME 04072	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
JESSE CANTU 3620 WOODCHASE DRIVE, #46 HOUSTON, TX 77042	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
JESUS LAVIERA 2253 3RD. AVE. APT. 1110 NEW YORK, NY 10035	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	12,000.
KARL ALEXANDER 4230 BEAUCROFT COURT WESTLAKE VILLAGE, CA 91361	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,481.
KATHE BURKHART 535 W. 23RD. ST. APT. S3P NEW YORK, NY 10011	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	7,632.
LIBBY SLATE-NAOMEH MASHHOOD, DDS 8500 WILSHIRE BLVD. SUITE 602 BEVERLY HILLS, CA 90211	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	4,805.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIBBY SLATE-VERICREST FINANCIAL PO BOX 24330 OKLAHOMA CITY, OK 73124	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	802.
LORNA RITZ 1245 SOUTHEAST ST. AMHERST, MA 01002	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,281.
MICHAEL GOLDEN 400 W. 43RD. ST. #37K NEW YORK, NY 10036	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	425.
MYRA SAFFIAN 100 EAST PALISADE AVE. APT. D1 ENGLEWOOD, NJ 07631	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	300.
NATASHA BACCA 2908 NE BARONESS PLACE BEND, OR 97701	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	450.
ROBERT FLEMING 414 W. 120TH ST. #610 NEW YORK, NY 10027	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	8,250.
SARA MILLMAN 2463 IRMA WAY CASTRO VALLEY, CA 94546	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	7,000.
SHAWN SPEAKMAN-SW WASHINGTON MEDICAL CTR PO BOX 1588 VANCOUVER, WA 98668	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,746.
TERESA S. HUNT PO BOX 251 CHARLOTTE, IA 52731	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,640.
TYRONE POWELL 1418 E. SADDLEBROOK CT. CASA GRANDE, AZ 85122	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	4,400.
<b>Total from continuation sheets</b>				

**Part XV** **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILBUR CROSS 300 WOODHAVEN DRIVE APT. 1209 HILTON HEAD, SC 29928	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	15,000.
CHRISTOPHER IDONE-ASHLEY REALTY 872 MADISON AVE. 2ND FL. NEW YORK, NY 10021	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	18,022.
DAVID RASMUSSEN 345 COLORADO AVE. #207 CARBONDALE, CO 81623	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
DEVORAH BEN DAVID 3665 SANDPIPER ROAD VIRGINIA BEACH, VA 23456	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,000.
EDWARD DILORENZO PO BOX 91268 PASADENA, CA 91109	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,700.
GLENIS REDMOND 101 FIRST DAY ST. PIEDMONT, SC 29673	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	15,000.
JOYCE KING RICHARD 8725 MANHATTAN PLANO, TX 75024	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
MARIA J LASANSKY 11 STEEL ROAD LINCOLNVILLE, ME 04849	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
MICHAEL SEAN DALE-HENDERSONVILLE MEDICAL CTR 355 NEW SHACKEL ISLAND ROAD HENDERSONVILLE, TN 37075	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	1,923.
MICHAEL SEAN DALE-VANDERBILT MEDICAL CTR VANDERBILT MEDICAL CENTER DEPT AT 40243 ATLANTA, GA 31192	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	10,211.
<b>Total from continuation sheets</b>				

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

**Part XV Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KATHE BURKHART 535 W. 23RD. ST. APT. S3P NEW YORK, NY 10011	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	10,896.
LIBBY SLATE 8360 BLACKBURN ST. APT. 6 LOS ANGELES, CA 90048	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	9,393.
MICHAEL GOLDEN 400 W. 43RD. ST. #37K NEW YORK, NY 10036	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,575.
SARA MILLMAN 2463 IRMA WAY CASTRO VALLEY, CA 94546	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
SHAWN SPEAKMAN-SW WASHINGTON MEDICAL CTR PO BOX 1588 VANCOUVER, WA 98668	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	21,254.
CHRISTOPHER IDONE-ASHLEY REALTY 872 MADISON AVE. 2ND FL. NEW YORK, NY 10021	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,978.
ROBERT BOYKIN 11333 MOORPARK ST. #212 STUDIO CITY, CA 91602	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,600.
<b>Total from continuation sheets</b>				<b>62,696.</b>



**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 17 ALCON INC		P	12/14/10	01/01/11
b 65 AT & T INC		P	12/14/10	01/01/11
c 30 CONOCOPHILLIPS		P	12/14/10	01/01/11
d 30 HESS CORPORATION		P	12/14/10	01/01/11
e 50 CABLEVISION SYS CORP		P	12/14/10	01/03/11
f 7 ALCON INC		P	12/14/10	01/05/11
g 25 DIRECTV-CLASS A		P	12/14/10	01/05/11
h 10 ALCON INC		P	12/14/10	01/10/11
i 125 AT&T INC		P	12/14/10	01/11/11
j 14 SCHLUMBERGER LTD		P	12/14/10	01/11/11
k 20 ALCON INC		P	12/14/10	01/13/11
l 90 XL GROUP PLC		P	12/14/10	01/13/11
m 65 MICROSOFT CORP		P	12/14/10	01/14/11
n 45 SOUTHWESTERN ENERGY		P	12/14/10	01/14/11
o 20 GILEAD SCIENCES INC		P	12/14/10	01/18/11

(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 2,780.		2,766.	14.
b 1,903.		1,885.	18.
c 2,039.		1,976.	63.
d 2,294.		2,225.	69.
e 1,702.		1,744.	<42.>
f 1,142.		1,139.	3.
g 1,030.		1,005.	25.
h 1,625.		1,627.	<2.>
i 3,486.		3,626.	<140.>
j 1,149.		1,148.	1.
k 3,258.		3,254.	4.
l 2,007.		1,885.	122.
m 1,824.		1,794.	30.
n 1,770.		1,611.	159.
o 772.		743.	29.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14.
b			18.
c			63.
d			69.
e			<42.>
f			3.
g			25.
h			<2.>
i			<140.>
j			1.
k			4.
l			122.
m			30.
n			159.
o			29.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	17 KOHLS CORP	P	12/14/10	01/18/11
b	55 EMC CORP/MASS	P	12/14/10	01/19/11
c	25 GILEAD SCIENCES INC	P	12/14/10	01/19/11
d	8 FREEPORT-MCMORAN COPPER	P	12/15/10	01/20/11
e	55 CABLEVISION SYS CORP	P	12/14/10	01/21/11
f	30 CF INDUSTRIES HOLDINGS INC	P	12/15/10	01/24/11
g	8 FREEPORT-MCMORAN COPPER	P	12/15/10	01/25/11
h	75 NVIDIA CORP	P	12/15/10	01/26/11
i	65 GAP INC/THE	P	12/14/10	01/27/11
j	6 POTASH CORP OF SASKATCHEWAN	P	12/15/10	01/28/11
k	30 SOUTHWESTERN ENERGY	P	12/14/10	01/28/11
l	10 ALCON INC	P	12/14/10	01/31/11
m	5 CME GROUP INC	P	12/14/10	01/31/11
n	24 COOPER INDUSTRIES PLC	P	12/14/10	01/31/11
o	110 ALTRIA GROUP INC	P	12/14/10	02/01/11

(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 875.		915.	<40.>
b 1,330.		1,246.	84.
c 955.		928.	27.
d 878.		902.	<24.>
e 1,897.		1,919.	<22.>
f 4,012.		3,609.	403.
g 844.		902.	<58.>
h 1,850.		1,103.	747.
i 1,268.		1,367.	<99.>
j 1,047.		837.	210.
k 1,177.		1,074.	103.
l 1,633.		1,627.	6.
m 1,538.		1,625.	<87.>
n 1,473.		1,384.	89.
o 2,595.		2,727.	<132.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<40.>
b			84.
c			27.
d			<24.>
e			<22.>
f			403.
g			<58.>
h			747.
i			<99.>
j			210.
k			103.
l			6.
m			<87.>
n			89.
o			<132.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	75 FORD MOTOR CO	P	12/14/10	02/01/11
b	65 MICROSOFT CORP	P	12/15/10	02/01/11
c	45 FLAGR7UM INC	P	12/14/10	02/02/11
d	22 DEERE & CO	P	12/14/10	02/07/11
e	21 KOHLS CORP	P	12/14/10	02/07/11
f	95 CONSTELLATION ENERGY GROUP	P	12/14/10	02/09/11
g	8 ALCON INC	P	12/14/10	02/10/11
h	55 NVIDIA CORP	P	12/15/10	02/10/11
i	60 CISCO SYSTEMS INC	P	12/21/10	02/11/11
j	60 FORD MOTOR CO	P	12/14/10	02/11/11
k	25 GILEAD SCIENCES INC	P	12/14/10	02/11/11
l	55 CISCO SYSTEMS INC	P	12/21/10	02/14/11
m	40 NVIDIA CORP	P	12/15/10	02/14/11
n	16 DEERE & CO	P	12/14/10	02/15/11
o	80 CISCO SYSTEMS INC	P	12/21/10	02/16/11

(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	1,211.		1,235.	<24.>
b	1,815.		1,808.	7.
c	4,142.		3,686.	456.
d	2,075.		1,820.	255.
e	1,087.		1,131.	<44.>
f	3,069.		2,680.	389.
g	1,313.		1,302.	11.
h	1,262.		809.	453.
i	1,127.		1,175.	<48.>
j	965.		988.	<23.>
k	954.		928.	26.
l	1,035.		1,077.	<42.>
m	929.		588.	341.
n	1,495.		1,324.	171.
o	1,490.		1,566.	<76.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<24.>
b			7.
c			456.
d			255.
e			<44.>
f			389.
g			11.
h			453.
i			<48.>
j			<23.>
k			26.
l			<42.>
m			341.
n			171.
o			<76.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	27 DEERE & CO	P	12/14/10	02/16/11
b	20 GILEAD SCIENCES INC	P	12/14/10	02/17/11
c	40 HONEYWELL INTERNATIONAL INC	P	12/14/10	02/17/11
d	100 MICROSOFT CORP	P	12/14/10	02/17/11
e	30 TYCO ELECTRONICS LTD	P	12/14/10	02/17/11
f	12 TIME WARNER CABLE	P	12/14/10	02/17/11
g	3 APPLE INC	P	12/14/10	02/18/11
h	3 CME GROUP INC	P	12/14/10	02/18/11
i	250 FIFTH THIRD BANCORP	P	12/14/10	02/18/11
j	30 TYCO ELECTRONICS LTD	P	12/14/10	02/18/11
k	40 WELLS FARGO & COMPANY	P	12/14/10	02/18/11
l	35 WELLS FARGO & COMPANY	P	12/14/10	02/22/11
m	5 ALCON INC	P	12/14/10	02/23/11
n	21 EATON CORP	P	12/14/10	02/23/11
o	23 PARKER HANNIFIN CORP	P	12/14/10	02/23/11

(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	2,582.		2,234.	348.
b	786.		743.	43.
c	2,297.		2,094.	203.
d	2,716.		2,760.	<44.>
e	1,133.		1,031.	102.
f	868.		781.	87.
g	1,060.		964.	96.
h	909.		975.	<66.>
i	3,750.		3,647.	103.
j	1,131.		1,031.	100.
k	1,306.		1,204.	102.
l	1,106.		1,054.	52.
m	827.		813.	14.
n	2,225.		2,084.	141.
o	2,012.		1,985.	27.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			348.
b			43.
c			203.
d			<44.>
e			102.
f			87.
g			96.
h			<66.>
i			103.
j			100.
k			102.
l			52.
m			14.
n			141.
o			27.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	50 VERTEX PHARMACEUTICALS INC	P	01/13/11	02/23/11
b	85 CISCO SYSTEMS INC	P	12/21/10	02/24/11
c	16 EATON CORP	P	12/14/10	02/24/11
d	85 FORD MOTOR CO	P	12/14/10	02/24/11
e	18 KOHLS CORP	P	12/14/10	02/28/11
f	20 PARKER HANNIFIN CORP	P	12/14/10	02/28/11
g	13 SCHLUMBERGER LTD	P	12/14/10	03/01/11
h	9 ALCON INC	P	12/14/10	03/03/11
i	175 DELTA AIR LINES INC	P	12/14/10	03/03/11
j	10 DEERE & CO	P	12/14/10	03/03/11
k	10 SCHLUMBERGER LTD	P	12/14/10	03/03/11
l	30 SUNCOR ENERGY INC	P	12/15/10	03/03/11
m	3 CME GROUP INC	P	12/14/10	03/04/11
n	45 CAPITAL ONE FINANCIAL CORP	P	12/14/10	03/04/11
o	35 ENSCO PLC- SPON ADR	P	12/14/10	03/04/11

(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 2,196.		1,903.	293.
b 1,555.		1,664.	<109.>
c 1,677.		1,588.	89.
d 1,244.		1,400.	<156.>
e 962.		969.	<7.>
f 1,790.		1,726.	64.
g 1,205.		1,066.	139.
h 1,493.		1,464.	29.
i 1,808.		2,284.	<476.>
j 927.		827.	100.
k 925.		820.	105.
l 1,402.		1,100.	302.
m 910.		975.	<65.>
n 2,178.		1,914.	264.
o 1,994.		1,822.	172.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			293.
b			<109.>
c			89.
d			<156.>
e			<7.>
f			64.
g			139.
h			29.
i			<476.>
j			100.
k			105.
l			302.
m			<65.>
n			264.
o			172.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	20 ROYAL CARIBBEAN CRUISES LTD	P	12/14/10	03/04/11
b	155 FORD MOTOR CO	P	12/14/10	03/07/11
c	175 FORD MOTOR CO	P	12/14/10	03/07/11
d	30 KIMBERLY-CLARK CORP	P	12/14/10	03/07/11
e	20 TIME WARNER INC	P	12/14/10	03/08/11
f	45 JPMORGAN CHASE & CO	P	12/14/10	03/09/11
g	18 OCCIDENTAL PETROLEUM CORP	P	12/14/10	03/09/11
h	70 VODAFONE GROUP PLC-SP ADR	P	12/14/10	03/09/11
i	130 VODAFONE GROUP PLC-SP ADR	P	12/14/10	03/09/11
j	30 GILEAD SCIENCES INC	P	12/14/10	03/11/11
k	21 PARKER HANNIFIN CORP	P	12/14/10	03/11/11
l	17 POTASH CORP OF SASKATCHEWAN	P	12/15/10	03/11/11
m	25 GOODRICH CORP	P	12/14/10	03/14/11
n	15 HONEYWELL INTERNATIONAL INC	P	12/14/10	03/14/11
o	18 KOHLS CORP	P	12/14/10	03/14/11

(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 846.		837.	9.
b 2,184.		2,553.	<369.>
c 2,466.		2,882.	<416.>
d 1,932.		1,861.	71.
e 727.		633.	94.
f 2,098.		1,845.	253.
g 1,828.		1,703.	125.
h 2,064.		1,875.	189.
i 3,834.		3,481.	353.
j 1,228.		1,114.	114.
k 1,770.		1,813.	<43.>
l 922.		790.	132.
m 2,067.		2,158.	<91.>
n 833.		785.	48.
o 969.		969.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9.
b			<369.>
c			<416.>
d			71.
e			94.
f			253.
g			125.
h			189.
i			353.
j			114.
k			<43.>
l			132.
m			<91.>
n			48.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	14 COOPER INDUSTRIES PLC	P	12/14/10	03/15/11
b	13 COSTCO WHOLESALE CORP	P	12/15/10	03/16/11
c	25 THE WALT DISNEY CO.	P	12/14/10	03/16/11
d	9 GOLDMAN SACHS GROUP INC	P	12/14/10	03/16/11
e	25 TYCO ELECTRONICS LTD	P	12/14/10	03/16/11
f	6 CME GROUP INC	P	12/14/10	03/17/11
g	3 CME GROUP INC	P	12/14/10	03/17/11
h	95 CISCO SYSTEMS INC	P	12/21/10	03/17/11
i	40 INTEL CORP	P	12/15/10	03/17/11
j	12 COSTCO WHOLESALE CORP	P	12/15/10	03/18/11
k	225 SARA LEE CORP	P	12/14/10	03/18/11
l	14 ALCON INC	P	12/14/10	03/22/11
m	25 NEWFIELD EXPLORATION CO	P	12/15/10	03/23/11
n	150 DELTA AIR LINES INC	P	12/14/10	03/24/11
o	25 DELTA AIR LINES INC	P	12/14/10	03/24/11

(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 855.		808.	47.
b 910.		928.	<18.>
c 1,022.		935.	87.
d 1,397.		1,525.	<128.>
e 809.		859.	<50.>
f 1,721.		1,950.	<229.>
g 861.		975.	<114.>
h 1,615.		1,860.	<245.>
i 796.		853.	<57.>
j 846.		857.	<11.>
k 3,832.		3,639.	193.
l 2,303.		2,278.	25.
m 1,842.		1,789.	53.
n 1,499.		1,958.	<459.>
o 250.		326.	<76.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			47.
b			<18.>
c			87.
d			<128.>
e			<50.>
f			<229.>
g			<114.>
h			<245.>
i			<57.>
j			<11.>
k			193.
l			25.
m			53.
n			<459.>
o			<76.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	35 ENSCO PLC- SPON ADR	P	12/14/10	03/24/11
b	65 GARMIN LTD	P	12/14/10	03/24/11
c	25 KOHLS CORP	P	12/14/10	03/24/11
d	12 OCCIDENTAL PETROLEUM CORP	P	12/14/10	03/24/11
e	15 EN5CO PLC- SPON ADR	P	12/14/10	03/25/11
f	22 SCHLUMBERGER LTD	P	12/14/10	03/28/11
g	20 CAPITAL ONE FINANCIAL CORP	P	12/14/10	03/29/11
h	40 EMERSON ELECTRIC CO	P	02/01/11	03/29/11
i	25 EMERSON ELECTRIC CO	P	02/09/11	03/29/11
j	15 EMERSON ELECTRIC CO	P	02/17/11	03/29/11
k	15 EMERSON ELECTRIC CO	P	03/01/11	03/29/11
l	31 KOHLS CORP	P	12/14/10	03/30/11
m	11 SCHLUMBERGER LTD	P	12/14/10	03/30/11
n	65 COMERICA INC	P	12/14/10	04/01/11
o	50 CARNIVAL CORP	P	12/14/10	04/04/11

(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 2,003.		1,822.	181.
b 2,203.		1,995.	208.
c 1,316.		1,346.	<30.>
d 1,198.		1,135.	63.
e 873.		781.	92.
f 1,998.		1,804.	194.
g 1,029.		851.	178.
h 2,276.		2,375.	<99.>
i 1,423.		1,524.	<101.>
j 854.		928.	<74.>
k 854.		892.	<38.>
l 1,641.		1,669.	<28.>
m 1,030.		902.	128.
n 2,409.		2,667.	<258.>
o 1,918.		2,160.	<242.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			181.
b			208.
c			<30.>
d			63.
e			92.
f			194.
g			178.
h			<99.>
i			<101.>
j			<74.>
k			<38.>
l			<28.>
m			128.
n			<258.>
o			<242.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3



**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	50 CARNIVAL CORP	P	12/14/10	04/04/11
b	5 CARNIVAL CORP	P	03/14/11	04/04/11
c	50 CISCO SYSTEMS INC	P	12/21/10	04/04/11
d	24 MCKESSON CORP	P	02/17/11	04/04/11
e	11 MCKESSON CORP	P	03/18/11	04/04/11
f	36 EATON CORP	P	12/14/10	04/05/11
g	45 INTEL CORP	P	12/15/10	04/05/11
h	50 JPMORGAN CHASE & CO	P	12/14/10	04/05/11
i	45 ALCOA INC	P	12/14/10	04/06/11
j	30 KOHLS CORP	P	12/14/10	04/06/11
k	20 SUNCOR ENERGY INC	P	12/15/10	04/06/11
l	30 HONEYWELL INTERNATIONAL INC	P	12/14/10	04/07/11
m	25 CARNIVAL CORP	P	03/14/11	04/08/11
n	30 KIMBERLY-CLARK CORP	P	12/14/10	04/12/11
o	30 HONEYWELL INTERNATIONAL INC	P	01/31/11	04/13/11

(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 1,918.		2,160.	<242.>
b 192.		199.	<7.>
c 852.		979.	<127.>
d 1,903.		1,917.	<14.>
e 872.		857.	15.
f 2,006.		1,786.	220.
g 889.		959.	<70.>
h 2,317.		2,050.	267.
i 819.		643.	176.
j 1,630.		1,615.	15.
k 894.		734.	160.
l 1,761.		1,570.	191.
m 934.		996.	<62.>
n 1,969.		1,861.	108.
o 1,722.		1,666.	56.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<242.>
b			<7.>
c			<127.>
d			<14.>
e			15.
f			220.
g			<70.>
h			267.
i			176.
j			15.
k			160.
l			191.
m			<62.>
n			108.
o			56.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	15 AON CORP	P	01/03/11	04/14/11
b	25 AON CORP	P	01/03/11	04/14/11
c	20 CAPITAL ONE FINANCIAL CORP	P	12/14/10	04/15/11
d	55 CARMIN I TD	P	12/14/10	04/15/11
e	30 DIRECTV-CLASS A	P	12/14/10	04/18/11
f	30 ROVI CORP	P	12/15/10	04/18/11
g	10 ROVI CORP	P	02/01/11	04/18/11
h	75 KOHLS CORP	P	12/14/10	04/19/11
i	55 LIMITED BRANDS INC	P	12/14/10	04/21/11
j	100 NEWS CORP	P	12/14/10	04/21/11
k	95 TEVA PHARMACEUTICAL-SP ADR	P	12/14/10	04/21/11
l	20 TEVA PHARMACEUTICAL-SP ADR	P	03/10/11	04/21/11
m	45 AON CORP	P	01/18/11	04/25/11
n	12 AON CORP	P	02/22/11	04/25/11
o	175 DELL INC	P	12/14/10	04/25/11

(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 783.		693.	90.
b 1,305.		1,155.	150.
c 1,000.		851.	149.
d 1,867.		1,688.	179.
e 1,376.		1,206.	170.
f 1,476.		1,695.	<219.>
g 492.		627.	<135.>
h 3,922.		4,038.	<116.>
i 2,175.		1,700.	475.
j 1,738.		1,446.	292.
k 4,368.		5,013.	<645.>
l 920.		991.	<71.>
m 2,350.		2,016.	334.
n 627.		633.	<6.>
o 2,682.		2,343.	339.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			90.
b			150.
c			149.
d			179.
e			170.
f			<219.>
g			<135.>
h			<116.>
i			475.
j			292.
k			<645.>
l			<71.>
m			334.
n			<6.>
o			339.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	12 GOLDMAN SACHS GROUP INC	P	12/14/10	04/25/11
b	50 EMC CORP/MASS	P	12/14/10	04/26/11
c	45 TIME WARNER INC	P	12/14/10	04/20/11
d	50TE CONNECTIVITY LTD	P	12/14/10	05/02/11
e	40 LEAR CORP	P	12/14/10	05/03/11
f	150 WELLS FARGO & COMPANY	P	12/14/10	05/03/11
g	50 EDISON INTERNATIONAL	P	12/14/10	05/04/11
h	45 LOWE'S COS INC	P	12/14/10	05/05/11
i	55 WELLS FARGO & COMPANY	P	12/14/10	05/05/11
j	40 JUNIPER NETWORKS INC	P	01/21/11	05/06/11
k	45 LOWE'S COS INC	P	12/14/10	05/06/11
l	30 CAMERON INTERNATIONAL CORP	P	12/14/10	05/09/11
m	135 BIL&T CORP	P	12/14/10	05/10/11
n	15 ALLERGAN INC	P	12/14/10	05/11/11
o	15 GOLDMAN SACHS GROUP INC	P	12/14/10	05/12/11

(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	1,821.		2,033.	<212.>
b	1,410.		1,133.	277.
c	1,703.		1,423.	280.
d	1,803.		1,718.	85.
e	2,040.		1,927.	113.
f	4,402.		4,516.	<114.>
g	1,956.		1,930.	26.
h	1,162.		1,127.	35.
i	1,534.		1,656.	<122.>
j	1,500.		1,404.	96.
k	1,157.		1,127.	30.
l	1,474.		1,514.	<40.>
m	3,657.		3,621.	36.
n	1,221.		1,061.	160.
o	2,129.		2,542.	<413.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<212.>
b			277.
c			280.
d			85.
e			113.
f			<114.>
g			26.
h			35.
i			<122.>
j			96.
k			30.
l			<40.>
m			36.
n			160.
o			<413.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	25 JOHNSON & JOHNSON	P	12/14/10	05/12/11
b	135 MORGAN STANLEY	P	12/14/10	05/12/11
c	20 EDISON INTERNATIONAL	P	12/14/10	05/13/11
d	30 EDISON INTERNATIONAL	P	03/07/11	05/13/11
e	25 LIMITED BRANDS INC	P	12/14/10	05/13/11
f	30 COMCAST CORP-CL A	P	12/14/10	05/16/11
g	125 COMCAST CORP-CL A	P	12/14/10	05/16/11
h	20 COMCAST CORP-CL A	P	02/22/11	05/16/11
i	25 GILEAD SCIENCES INC	P	12/14/10	05/16/11
j	137 JPMORGAN CHASE & CO	P	12/14/10	05/16/11
k	88 JPMORGAN CHASE & CO	P	12/14/10	05/16/11
l	5 DOW CHEMICAL	P	12/14/10	05/18/11
m	90 DOW CHEMICAL	P	12/14/10	05/18/11
n	10 DOW CHEMICAL	P	12/14/10	05/18/11
o	70 DOW CHEMICAL	P	01/03/11	05/18/11

(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 1,661.		1,563.	98.
b 3,304.		3,637.	<333.>
c 790.		772.	18.
d 1,185.		1,128.	57.
e 1,048.		773.	275.
f 746.		662.	84.
g 3,108.		2,759.	349.
h 497.		505.	<8.>
i 1,025.		928.	97.
j 5,915.		5,616.	299.
k 3,799.		3,608.	191.
l 184.		171.	13.
m 3,320.		3,081.	239.
n 369.		342.	27.
o 2,582.		2,445.	137.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			98.
b			<333.>
c			18.
d			57.
e			275.
f			84.
g			349.
h			<8.>
i			97.
j			299.
k			191.
l			13.
m			239.
n			27.
o			137.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	25 JPMORGAN CHASE & CO	P	12/14/10	05/18/11
b	65 WELLS FARGO & COMPANY	P	12/14/10	05/19/11
c	60 ARCHER-DANIELS-MIDLAND CO	P	12/14/10	05/20/11
d	40 ARCHER-DANIELS-MIDLAND CO	P	02/15/11	05/20/11
e	15 GOLDMAN SACHS GROUP INC	P	12/14/10	05/23/11
f	20 CAMERON INTERNATIONAL CORP	P	12/14/10	05/25/11
g	18 AON CORP	P	02/22/11	05/26/11
h	20 CAMERON INTERNATIONAL. CORP	P	12/14/10	05/26/11
i	15 CAMERON INTERNATIONAL CORP	P	01/18/11	05/26/11
j	40 SOUTHWESTERN ENERGY	P	12/14/10	05/27/11
k	150 DELL INC	P	12/14/10	06/01/11
l	50 TIME WARNER INC	P	12/14/10	06/02/11
m	40 DEVON ENERGY CORPORATION	P	12/14/10	06/07/11
n	25 NEWFIELD EXPLORATION CO	P	12/15/10	06/07/11
o	5 NEWFIELD EXPLORATION CO	P	05/16/11	06/07/11

(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 1,101.		1,025.	76.
b 1,858.		1,957.	<99.>
c 1,881.		1,838.	43.
d 1,254.		1,453.	<199.>
e 2,036.		2,542.	<506.>
f 955.		1,010.	<55.>
g 934.		950.	<16.>
h 955.		1,010.	<55.>
i 716.		778.	<62.>
j 1,731.		1,432.	299.
k 2,404.		2,008.	396.
l 1,784.		1,582.	202.
m 3,230.		2,957.	273.
n 1,753.		1,789.	<36.>
o 351.		348.	3.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			76.
b			<99.>
c			43.
d			<199.>
e			<506.>
f			<55.>
g			<16.>
h			<55.>
i			<62.>
j			299.
k			396.
l			202.
m			273.
n			<36.>
o			3.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	25 DTE ENERGY COMPANY	P	03/04/11	06/09/11
b	10 GOLDMAN SACHS GROUP INC	P	12/14/10	06/10/11
c	28 HUNTINGTON INGALLS INDUST-WI	P	12/28/10	06/13/11
d	25 NEWFIELD EXPLORATION CO	P	05/16/11	06/15/11
e	21 PARKER HANNIFIN CORP	P	12/14/10	06/15/11
f	20 RAYTHEON COMPANY	P	12/14/10	06/17/11
g	25 ACCENTURC PLC-CL A	P	12/14/10	06/21/11
h	38 TIME WARNER CABLE	P	12/14/10	06/21/11
i	95 SMITHFIELD FOODS INC	P	12/14/10	06/23/11
j	110 COMMERCIAL METALS CO	P	01/03/11	06/29/11
k	45 MOTOROLA SOLUTIONS INC	P	03/10/11	06/30/11
l	5 MOTOROLA SOLUTIONS INC	P	03/21/11	06/30/11
m	80 INGERSOLL-RAND PLC	P	12/14/10	07/05/11
n	5 INGERSOLL-RAND PLC	P	12/14/10	07/05/11
o	4 LOWE'S COS INC	P	12/14/10	07/07/11

(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 1,239.		1,184.	55.
b 1,340.		1,695.	<355.>
c 1,026.		1,021.	5.
d 1,619.		1,740.	<121.>
e 1,821.		1,813.	8.
f 974.		913.	61.
g 1,370.		1,170.	200.
h 2,876.		2,473.	403.
i 2,047.		1,900.	147.
j 1,583.		1,855.	<272.>
k 2,072.		1,823.	249.
l 230.		210.	20.
m 3,684.		3,608.	76.
n 230.		229.	1.
o 96.		100.	<4.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			55.
b			<355.>
c			5.
d			<121.>
e			8.
f			61.
g			200.
h			403.
i			147.
j			<272.>
k			249.
l			20.
m			76.
n			1.
o			<4.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	35 LOWE'S COS INC	P	03/14/11	07/07/11
b	35 RELIANCE STEEL & ALUMINUM	P	01/07/11	07/07/11
c	40 MOTOROLA SOLUTIONS INC	P	03/21/11	07/08/11
d	165 NEWS CORP	P	12/14/10	07/13/11
e	15 NEWS CORP	P	12/14/10	07/13/11
f	85 NEWS CORP	P	12/14/10	07/13/11
g	30 ENSCO PLC- SPON ADR	P	01/26/11	07/14/11
h	20 ENSCO PLC- SPON ADR	P	02/08/11	07/14/11
i	50 ENSCO PLC- SPON ADR	P	04/14/11	07/14/11
j	50 AT&T INC	P	03/09/11	07/15/11
k	42 COOPER INDUSTRIES PLC	P	12/14/10	07/18/11
l	5 COOPER INDUSTRIES PLC	P	12/14/10	07/18/11
m	25 AT&T INC	P	03/09/11	07/19/11
n	50 AT&T INC	P	03/09/11	07/19/11
o	30 AT&T INC	P	03/09/11	07/21/11

(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 842.		928.	<86.>
b 1,737.		1,836.	<99.>
c 1,808.		1,677.	131.
d 2,663.		2,387.	276.
e 242.		217.	25.
f 1,372.		1,229.	143.
g 1,547.		1,609.	<62.>
h 1,031.		1,026.	5.
i 2,579.		2,806.	<227.>
j 1,520.		1,436.	84.
k 2,424.		2,423.	1.
l 289.		288.	1.
m 752.		718.	34.
n 1,504.		1,436.	68.
o 909.		862.	47.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<86.>
b			<99.>
c			131.
d			276.
e			25.
f			143.
g			<62.>
h			5.
i			<227.>
j			84.
k			1.
l			1.
m			34.
n			68.
o			47.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	20 AT&T INC	P	03/10/11	07/21/11
b	5 APPLE INC	P	12/14/10	07/21/11
c	125 DELL INC	P	12/14/10	07/21/11
d	70 EXPRESS SCRIPTS INC	P	12/14/10	07/21/11
e	100 STEEL DYNAMICS INC	P	01/10/11	07/21/11
f	125 SPRINT NEXTEL CORP	P	03/15/11	07/20/11
g	125 SPRINT NEXTEL CORP	P	03/15/11	07/20/11
h	35 SOUTHWESTERN ENERGY	P	12/14/10	07/27/11
i	20 AT&T INC	P	03/10/11	07/28/11
j	55 AT&T INC	P	03/30/11	07/28/11
k	25 AT&T INC	P	03/31/11	07/28/11
l	20 AT&T INC	P	04/07/11	07/28/11
m	45 DEVON ENERGY CORPORATION	P	12/14/10	07/28/11
n	35 NETAPP INC	P	05/13/11	07/28/11
o	15 MONSANTO CO	P	12/14/10	08/01/11

(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 606.		572.	34.
b 1,939.		1,607.	332.
c 2,156.		1,674.	482.
d 3,882.		3,832.	50.
e 1,644.		1,861.	<217.>
f 650.		620.	30.
g 650.		620.	30.
h 1,670.		1,253.	417.
i 586.		572.	14.
j 1,612.		1,693.	<81.>
k 733.		768.	<35.>
l 586.		610.	<24.>
m 3,624.		3,326.	298.
n 1,684.		1,890.	<206.>
o 1,080.		915.	165.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			34.
b			332.
c			482.
d			50.
e			<217.>
f			30.
g			30.
h			417.
i			14.
j			<81.>
k			<35.>
l			<24.>
m			298.
n			<206.>
o			165.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3



**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	18 COOPER INDUSTRIES PLC	P	12/14/10	08/02/11
b	32 COOPER INDUSTRIES PLC	P	12/14/10	08/02/11
c	20 GOODRICH CORP	P	12/14/10	08/02/11
d	15 DEVON ENERGY CORPORATION	P	12/22/10	08/03/11
e	35 DIRECTV-CLASS A	P	12/14/10	08/03/11
f	35 HCA HOLDINGS INC	P	03/29/11	08/03/11
g	45 HCA HOLDINGS INC	P	05/19/11	08/03/11
h	20 NETAPP INC	P	05/31/11	08/03/11
i	15 OCCIDENTAL PETROLEUM CORP	P	12/14/10	08/03/11
j	25 RAYTHEON COMPANY	P	12/14/10	08/03/11
k	25 RAYTHEON COMPANY	P	03/09/11	08/03/11
l	60 DELL INC	P	12/14/10	08/04/11
m	146 LOWE'S COS INC	P	12/14/10	08/04/11
n	60 WELLS FARGO & COMPANY	P	12/14/10	08/05/11
o	25 BUNGE LTD	P	12/14/10	08/08/11

(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 940.		1,038.	<98.>
b 1,671.		1,846.	<175.>
c 1,876.		1,726.	150.
d 1,131.		1,139.	<8.>
e 1,724.		1,407.	317.
f 835.		1,168.	<333.>
g 1,073.		1,571.	<498.>
h 915.		1,092.	<177.>
i 1,413.		1,419.	<6.>
j 1,074.		1,141.	<67.>
k 1,074.		1,312.	<238.>
l 910.		803.	107.
m 2,952.		3,656.	<704.>
n 1,540.		1,806.	<266.>
o 1,477.		1,566.	<89.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<98.>
b			<175.>
c			150.
d			<8.>
e			317.
f			<333.>
g			<498.>
h			<177.>
i			<6.>
j			<67.>
k			<238.>
l			107.
m			<704.>
n			<266.>
o			<89.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	15 OCCIDENTAL PETROLEUM CORP	P	12/14/10	08/09/11
b	30 PROCTER & GAMBLE CO	P	03/15/11	08/09/11
c	125 SPRINT NEXTEL CORP	P	03/15/11	08/09/11
d	275 SPRINT NEXTEL CORP	P	04/11/11	08/09/11
e	70 HESS CORP	P	12/14/10	08/10/11
f	30 HESS CORP	P	05/19/11	08/10/11
g	80 TESORO CORPORATION	P	02/17/11	08/11/11
h	15 DTE ENERGY COMPANY	P	03/04/11	08/12/11
i	20 DTE ENERGY COMPANY	P	03/15/11	08/12/11
j	45 NEWS CORP	P	12/14/10	08/12/11
k	185 GAP INC/THE	P	12/14/10	08/15/11
l	20 RAYTHEON COMPANY	P	04/12/11	08/15/11
m	20 RAYTHEON COMPANY	P	07/06/11	08/15/11
n	65 NABORS INDUSTRIES LTD	P	02/22/11	08/17/11
o	65 NABORS INDUSTRIES LTD	P	03/24/11	08/17/11

(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 1,216.		1,419.	<203.>
b 1,779.		1,816.	<37.>
c 400.		620.	<220.>
d 881.		1,300.	<419.>
e 3,867.		5,193.	<1,326.>
f 1,657.		2,335.	<678.>
g 1,544.		2,006.	<462.>
h 710.		710.	0.
i 947.		963.	<16.>
j 740.		651.	89.
k 3,043.		3,892.	<849.>
l 823.		1,007.	<184.>
m 823.		996.	<173.>
n 1,243.		1,824.	<581.>
o 1,243.		1,850.	<607.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<203.>
b			<37.>
c			<220.>
d			<419.>
e			<1,326.>
f			<678.>
g			<462.>
h			0.
i			<16.>
j			89.
k			<849.>
l			<184.>
m			<173.>
n			<581.>
o			<607.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	15 BUNGE LTD	P	12/14/10	08/18/11
b	5 APPLE INC	P	12/14/10	08/19/11
c	115 NEWS CORP	P	12/14/10	08/19/11
d	45 ROYAL CARIBBEAN CRUISES	P	12/14/10	08/19/11
e	20 TRAVELERS COS INC/THE	P	12/14/10	08/19/11
f	5 GOGGLE INC-CL A	P	12/14/10	08/22/11
g	5 TRAVELERS COS INC/THE	P	12/14/10	08/22/11
h	50 RIVERBED TECHNOLOGY INC	P	02/10/11	08/23/11
i	20 RIVERBED TECHNOLOGY INC	P	02/16/11	08/23/11
j	20 ACCENTURE PLC-CL A	P	12/14/10	08/24/11
k	90 DOW CHEMICAL	P	01/03/11	08/24/11
l	40 DOW CHEMICAL	P	01/25/11	08/24/11
m	15 MONSANTO CO	P	12/14/10	08/30/11
n	35 JOHNSON CONTROLS INC	P	12/14/10	09/01/11
o	200 NEWS CORP	P	12/14/10	09/02/11

(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 909.		939.	<30.>
b 1,816.		1,607.	209.
c 1,808.		1,663.	145.
d 1,011.		1,883.	<872.>
e 996.		1,108.	<112.>
f 2,495.		2,983.	<488.>
g 247.		277.	<30.>
h 1,066.		2,019.	<953.>
i 426.		838.	<412.>
j 1,006.		936.	70.
k 2,386.		3,144.	<758.>
l 1,061.		1,402.	<341.>
m 1,053.		915.	138.
n 1,101.		1,345.	<244.>
o 3,291.		2,893.	398.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<30.>
b			209.
c			145.
d			<872.>
e			<112.>
f			<488.>
g			<30.>
h			<953.>
i			<412.>
j			70.
k			<758.>
l			<341.>
m			138.
n			<244.>
o			398.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	35 NORTHROP GRUMMAN CORP	P	12/28/10	09/07/11
b	25 STANLEY BLACK & DECKER INC	P	12/27/10	09/08/11
c	20 OCCIDENTAL PETROLEUM CORP	P	04/11/11	09/12/11
d	45 DIRECTV-CLASS A	P	01/21/11	09/13/11
e	125 GENERAL ELECTRIC CO	P	12/14/10	09/14/11
f	10 GOLDMAN SACHS GROUP INC	P	12/14/10	09/15/11
g	200 NEXEN INC	P	12/14/10	09/15/11
h	30 TRANSOCEAN LTD	P	05/16/11	09/15/11
i	25 UNITEDHEALTH GROUP INC	P	06/17/11	09/19/11
j	20 CELGENE CORP	P	12/30/10	09/20/11
k	15 NOBLE ENERGY INC	P	12/14/10	09/26/11
l	15 STANLEY BLACK & DECKER INC	P	02/02/11	09/27/11
m	15 STANLEY BLACK & DECKER INC	P	04/01/11	09/27/11
n	15 STANLEY BLACK & DECKER INC	P	05/19/11	09/27/11
o	25 CITRIX SYSTEMS INC	P	12/14/10	09/30/11

(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 1,849.		2,055.	<206.>
b 1,428.		1,681.	<253.>
c 1,583.		2,032.	<449.>
d 1,892.		1,896.	<4.>
e 1,916.		2,212.	<296.>
f 1,065.		1,695.	<630.>
g 3,862.		4,435.	<573.>
h 1,756.		2,074.	<318.>
i 1,243.		1,252.	<9.>
j 1,285.		1,189.	96.
k 1,068.		1,236.	<168.>
l 811.		1,094.	<283.>
m 811.		1,151.	<340.>
n 811.		1,132.	<321.>
o 1,411.		1,720.	<309.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<206.>
b			<253.>
c			<449.>
d			<4.>
e			<296.>
f			<630.>
g			<573.>
h			<318.>
i			<9.>
j			96.
k			<168.>
l			<283.>
m			<340.>
n			<321.>
o			<309.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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 75 DELTA AIR LINES INC		P	12/14/10	10/03/11
b 75 DELTA AIR LINES INC		P	01/24/11	10/03/11
c 75 DELTA AIR LINES INC		P	01/25/11	10/03/11
d 10 OCCIDENTAL PETROLEUM CORP		P	04/26/11	10/03/11
e 205 ALCOA INC		P	12/14/10	10/04/11
f 24 ANADARKO PETROLEUM CORP		P	06/22/11	10/04/11
g 5 ANADARKO PETROLEUM CORP		P	07/06/11	10/04/11
h 70 ALCOA INC		P	05/18/11	10/06/11
i 100 ALCOA INC		P	09/29/11	10/06/11
j 30 BUNGE LTD		P	12/14/10	10/06/11
k 25 LIMITED BRANDS INC		P	12/14/10	10/06/11
l 15 ACCENTURE PLC-CL A		P	12/14/10	10/07/11
m 30 RUNGE LTD		P	12/14/10	10/10/11
n 30 THE WALT DISNEY CO.		P	12/14/10	10/13/11
o 35 NORTHROP GRUMMAN CORP		P	12/28/10	10/13/11

(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 550.		979.	<429.>
b 550.		889.	<339.>
c 550.		878.	<328.>
d 704.		1,018.	<314.>
e 1,800.		2,930.	<1,130.>
f 1,434.		1,766.	<332.>
g 299.		393.	<94.>
h 690.		1,166.	<476.>
i 986.		1,003.	<17.>
j 1,726.		1,879.	<153.>
k 1,011.		773.	238.
l 841.		702.	139.
m 1,694.		1,879.	<185.>
n 1,004.		1,122.	<118.>
o 1,898.		2,055.	<157.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<429.>
b			<339.>
c			<328.>
d			<314.>
e			<1,130.>
f			<332.>
g			<94.>
h			<476.>
i			<17.>
j			<153.>
k			238.
l			139.
m			<185.>
n			<118.>
o			<157.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	50 ALTRIA GROUP INC	P	12/14/10	10/14/11
b	50 ARUBA NETWORKS INC	P	07/25/11	10/19/11
c	25 JUNIPER NETWORKS INC	P	01/21/11	10/19/11
d	30 JUNIPER NETWORKS INC	P	02/25/11	10/19/11
e	18 UNITED TECHNOLOGIES CORP	P	07/22/11	10/19/11
f	15 CELGENE CORP	P	12/30/10	10/20/11
g	20 RIVERBED TECHNOLOGY INC	P	02/25/11	10/20/11
h	40 RIVERBED TECHNOLOGY INC	P	04/26/11	10/20/11
i	5 DELL INC	P	12/14/10	10/24/11
j	125 DELL INC	P	12/14/10	10/24/11
k	10 NOBLE ENERGY INC	P	12/14/10	10/24/11
l	35 NORTHROP GRUMMAN CORP	P	12/28/10	10/25/11
m	35 AT&T INC	P	04/07/11	10/26/11
n	15 ANADARKO PETROLEUM CORP	P	07/11/11	10/26/11
o	15 CITRIX SYSTEMS INC	P	12/14/10	10/27/11

(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	1,381.		1,240.	141.
b	1,149.		1,245.	<96.>
c	522.		878.	<356.>
d	626.		1,316.	<690.>
e	1,326.		1,582.	<256.>
f	989.		892.	97.
g	493.		833.	<340.>
h	987.		1,421.	<434.>
i	78.		67.	11.
j	1,945.		1,674.	271.
k	898.		824.	74.
l	1,977.		2,055.	<78.>
m	999.		1,067.	<68.>
n	1,167.		1,158.	9.
o	1,129.		1,032.	97.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			141.
b			<96.>
c			<356.>
d			<690.>
e			<256.>
f			97.
g			<340.>
h			<434.>
i			11.
j			271.
k			74.
l			<78.>
m			<68.>
n			9.
o			97.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	15 CELGENE CORP	P	12/30/10	10/27/11
b	5 CELGENE CORP	P	02/24/11	10/27/11
c	15 DEVON ENERGY CORPORATION	P	12/22/10	10/27/11
d	70 WELLS FARGO & COMPANY	P	12/14/10	10/27/11
e	75 CONOCOPHILLIPS	P	12/14/10	10/28/11
f	10 GOODRICH CORP	P	12/14/10	10/28/11
g	10 LIMITED BRANDS INC	P	12/14/10	10/28/11
h	25 LIMITED BRANDS INC	P	12/14/10	10/28/11
i	30 STARBUCKS CORP	P	12/14/10	10/28/11
j	15 PROCTER & GAMBLE CO	P	04/07/11	10/31/11
k	10 GOLDMAN SACHS GROUP INC	P	12/14/10	11/02/11
l	20 MONSANTO CO	P	12/14/10	11/04/11
m	15 PROCTER & GAMBLE CO	P	04/07/11	11/04/11
n	2 NVR INC	P	02/15/11	11/08/11
o	20 ROVI CORP	P	02/01/11	11/10/11

(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 978.		892.	86.
b 326.		264.	62.
c 988.		1,139.	<151.>
d 1,902.		2,107.	<205.>
e 5,393.		4,939.	454.
f 1,227.		863.	364.
g 438.		309.	129.
h 1,095.		773.	322.
i 1,275.		964.	311.
j 967.		929.	38.
k 1,066.		1,695.	<629.>
l 1,429.		1,220.	209.
m 942.		929.	13.
n 1,288.		1,505.	<217.>
o 568.		1,254.	<686.>

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			86.
b			62.
c			<151.>
d			<205.>
e			454.
f			364.
g			129.
h			322.
i			311.
j			38.
k			<629.>
l			209.
m			13.
n			<217.>
o			<686.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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	20 ROVI CORP	P	03/18/11	11/10/11
b	20 ROVI CORP	P	09/29/11	11/10/11
c	85 SMITHFIELD FOODS INC	P	12/14/10	11/10/11
d	33 JPMORGAN CHASE & CO	P	12/14/10	11/11/11
e	25 LAS VEGAS SANDS CORP	P	08/18/11	11/11/11
f	20 LAS VEGAS SANDS CORP	P	08/19/11	11/11/11
g	40 ARUBA NETWORKS INC	P	07/25/11	11/14/11
h	40 ARUBA NETWORKS INC	P	10/04/11	11/14/11
i	59 COMCAST CORP-CL A	P	12/14/10	11/15/11
j	25 COMCAST CORP-CL A	P	01/07/11	11/15/11
k	75 MARATHON PETROLEUM CORP	P	12/14/10	11/16/11
l	10 GOLDMAN SACHS GROUP INC	P	12/14/10	11/17/11
m	40 JOHNSON CONTROLS INC	P	12/14/10	11/17/11
n	10 NOBLE ENERGY INC	P	12/14/10	11/17/11
o	29 GILEAD SCIENCES INC	P	12/14/10	11/23/11

(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 568.		1,068.	<500.>
b 568.		869.	<301.>
c 1,895.		1,700.	195.
d 1,102.		1,353.	<251.>
e 1,131.		1,043.	88.
f 905.		821.	84.
g 948.		996.	<48.>
h 948.		837.	111.
i 1,302.		1,302.	0.
j 552.		569.	<17.>
k 2,580.		2,069.	511.
l 926.		1,695.	<769.>
m 1,192.		1,537.	<345.>
n 929.		824.	105.
o 1,144.		1,077.	67.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<500.>
b			<301.>
c			195.
d			<251.>
e			88.
f			84.
g			<48.>
h			111.
i			0.
j			<17.>
k			511.
l			<769.>
m			<345.>
n			105.
o			67.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3



**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	91 GILEAD SCIENCES INC	P	12/15/10	11/23/11
b	20 INTUIT INC	P	01/05/11	11/23/11
c	32 JPMORGAN CHASE & CO	P	12/14/10	11/25/11
d	20 TRAVELERS COS INC/THE	P	12/14/10	11/28/11
e	15 CELGENE CORP	P	02/24/11	11/30/11
f	15 WELLPOINT INC	P	03/10/11	12/05/11
g	20 LAS VEGAS SANDS CORP	P	08/26/11	12/06/11
h	569926.42	P	10/04/11	12/06/11
i	45 RIVERBED TECHNOLOGY INC	P	05/11/11	12/07/11
j	15 CELGENE CORP	P	02/24/11	12/13/11
k	5 CELGENE CORP	P	04/06/11	12/13/11
l	85 METLIFE INC	P	03/07/11	12/14/11
m	25 METLIFE INC	P	04/15/11	12/14/11
n	10 METLIFE INC	P	04/25/11	12/14/11
o	25 RIVERBED TECHNOLOGY INC	P	05/27/11	12/15/11

(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 3,591.		3,384.	207.
b 990.		986.	4.
c 917.		1,312.	<395.>
d 1,080.		1,108.	<28.>
e 937.		791.	146.
f 1,037.		1,025.	12.
g 911.		860.	51.
h 228.		184.	44.
i 1,196.		1,617.	<421.>
j 960.		791.	169.
k 320.		279.	41.
l 2,602.		3,901.	<1,299.>
m 765.		1,103.	<338.>
n 306.		442.	<136.>
o 582.		947.	<365.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			207.
b			4.
c			<395.>
d			<28.>
e			146.
f			12.
g			51.
h			44.
i			<421.>
j			169.
k			41.
l			<1,299.>
m			<338.>
n			<136.>
o			<365.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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 35 CONOCOPHILLIPS		P	04/12/11	12/20/11
b 15 CONOCOPHILLIPS		P	05/04/11	12/20/11
c 10 CONOCOPHILLIPS		P	06/07/11	12/20/11
d 45 CONOCOPHILLIPS		P	06/07/11	12/20/11
e 15 CONOCOPHILLIPS		P	07/15/11	12/20/11
f 25 CONOCOPHILLIPS		P	07/22/11	12/20/11
g 25 BORGWARNER INC		P	02/14/11	12/21/11
h 52 COMCAST CORP-CL A		P	04/18/11	12/21/11
i 55 UNITEDHEALTH GROUP INC		P	06/17/11	12/21/11
j 5 UNITEDHEALTH GROUP INC		P	06/22/11	12/21/11
k 5 CONOCOPHILLIPS		P	12/14/10	12/20/11
l 35 ACCENTURE PLC-CL A		P	12/14/10	12/21/11
m 10 LOWE'S COS INC		P	12/14/10	12/21/11
n 50 LOWE'S COS INC		P	12/14/10	12/21/11
o HUNTINGTON INGALLS INDUST-WI - CIL		P	04/18/11	04/18/11

(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 2,435.		2,705.	<270.>
b 1,043.		1,090.	<47.>
c 696.		716.	<20.>
d 3,130.		3,222.	<92.>
e 1,043.		1,147.	<104.>
f 1,739.		1,886.	<147.>
g 1,599.		1,982.	<383.>
h 1,224.		1,247.	<23.>
i 2,745.		2,755.	<10.>
j 250.		261.	<11.>
k 348.		329.	19.
l 1,802.		1,638.	164.
m 385.		376.	9.
n 1,282.		1,252.	30.
o 13.			13.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<270.>
b			<47.>
c			<20.>
d			<92.>
e			<104.>
f			<147.>
g			<383.>
h			<23.>
i			<10.>
j			<11.>
k			19.
l			164.
m			9.
n			30.
o			13.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**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 BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		P		
b BERNSTEIN EMERGING MARKETS PORTFOLIO		P		
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 25,632.			25,632.
b 1,136.			1,136.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			25,632.
b			1,136.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	13,155.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	LEGAL FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COHEN TAUBER SPOEVACK & WAGNER	5,311.	0.		5,311.	
TO FM 990-PF, PG 1, LN 16A	5,311.	0.		5,311.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MARKS PANETH & SHRON LLP	12,000.	6,000.		6,000.	
CORNICK, GARBER & SANDLER LLP	3,100.	1,550.		1,550.	
TO FORM 990-PF, PG 1, LN 16B	15,100.	7,550.		7,550.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENTS FEES	17,913.	17,913.		0.	
TO FORM 990-PF, PG 1, LN 16C	17,913.	17,913.		0.	

FORM 990-PF	TAXES	STATEMENT	4
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	104.	104.		0.
TO FORM 990-PF, PG 1, LN 18	104.	104.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,503.	0.		1,503.
FILING FEE	250.	0.		250.
POSTAGE	813.	0.		813.
OFFICE EXPENSES	412.	0.		412.
TO FORM 990-PF, PG 1, LN 23	2,978.	0.		2,978.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - <i>Schedule Attached</i>	4,078,463.	4,006,829.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,078,463.	4,006,829.

---



---

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      7  
                                  TRUSTEES AND FOUNDATION MANAGERS

---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN KING 47 WEST BROADWAY BANGOR, ME 04401	DIRECTOR 1.00	0.	0.	0.
ARTHUR B. GREENE C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	PRES/DIR 1.00	0.	0.	0.
SUSAN GREENE C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	SEC-TR/DIR 1.00	0.	0.	0.
DAVID RAPKIN C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.
JOHN MCELROY C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.
MARSHA DEFILIPPO C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.
CHUCK VERRILL C/O MP & S LLP, 622 THIRD AVE. 7TH FL NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

---

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	8
	PART XV, LINES 2A THROUGH 2D		

---

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

MARK LEVENFUS  
MARKS PANETH & SHRON LLP 622 THIRD AVE  
NEW YORK, NY 10017

---

TELEPHONE NUMBER

---

212-503-8800

---

FORM AND CONTENT OF APPLICATIONS

---

GENERAL REQUEST GIVING DETAIL AS TO STATUS OF GRANTEE AND PURPOSE OF GRANT  
OR GIFT

---

ANY SUBMISSION DEADLINES

---

APP ARE ACPTD AT ANY TIME. NOTICE OF APPROVAL, REJECTION OR REQUEST FOR  
ADD'L INFO. SENT IN 2 MOS

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

NO RESTRICTIONS AS TO GEOGRAPHICAL AREAS, CHARITABLE FIELD & EDUCATIONAL

THE HAVEN FOUNDATION

PAR VALUE SHARES/UNITS	ASSETS	BOOK VALUE	MARKET VALUE
	-----	-----	-----
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST		
	=====		
	CORPORATE STOCKS - COMMON		
	-----		
225.00	ALTRIA GROUP INC	5,573.96	6,671.25
625.00	APPLIED MATERIALS INC	7,259.54	6,693.75
300.00	ASTRAZENECA PLC-SPONS ADR	14,353.90	13,887.00
130.00	AT&T INC	3,828.72	3,931.20
350.00	BP PLC-SPONS ADR	13,974.93	14,959.00
90.00	CENTERPOINT ENERGY INC	1,911.60	1,808.10
325.00	CENTURYLINK INC	12,271.39	12,090.00
155.00	CISCO SYSTEMS INC	2,831.85	2,802.40
115.00	CIT GROUP INC	3,975.57	4,010.05
550.00	CITIGROUP INC	22,995.59	14,470.50
180.00	CMS ENERGY CORP	3,546.35	3,974.40
50.00	CONOCOPHILLIPS	3,547.22	3,643.50
170.00	CONSTELLATION BRANDS INC-A	3,645.19	3,513.90
325.00	CORNING INC	5,772.42	4,218.50
120.00	DELL INC	1,684.25	1,755.60
250.00	DELTA AIR LINES INC	2,819.11	2,022.50
60.00	DEVON ENERGY CORPORATION	4,667.87	3,720.00
65.00	DIRECTV-CLASS A	2,705.84	2,779.40
75.00	DTE ENERGY COMPANY	3,704.63	4,083.75
125.00	FORD MOTOR CO	2,058.61	1,345.00
75.00	GAMESTOP CORP	1,980.38	1,809.75
450.00	GANNETT CO	5,330.85	6,016.50
525.00	GENERAL ELECTRIC CO	9,300.23	9,402.75
425.00	GENERAL MOTORS CO	11,109.65	8,614.75
175.00	GILEAD SCIENCES INC	6,581.00	7,162.75
25.00	GOLDMAN SACHS GROUP INC	3,527.35	2,260.75
70.00	HEALTH NET INC	1,871.00	2,129.40
550.00	HEWLETT-PACKARD CO	18,239.20	14,168.00
80.00	INGERSOLL-RAND PLC	3,658.04	2,437.60
250.00	JOHNSON & JOHNSON	15,631.87	16,395.00
300.00	JPMORGAN CHASE & CO	12,292.06	9,975.00
350.00	KROGER CO	7,567.24	8,477.00
105.00	LAM RESEARCH CORP	4,711.47	3,887.10
105.00	LEAR CORP	4,974.18	4,179.00



## THE HAVEN FOUNDATION

PAR VALUE SHARES/UNITS	ASSETS	BOOK VALUE	MARKET VALUE
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST (CONT.)		
	CORPORATE STOCKS - COMMON (CONT.)		
65.00	LORILLARD INC	7,294.24	7,410.00
130.00	LOWE'S COS INC	3,260.89	3,299.40
165.00	LYONDELLBASELL INDU-CL A	6,085.83	5,360.85
350.00	MARATHON OIL CORP	8,037.04	10,244.50
250.00	MARATHON PETROLEUM CORP	9,130.89	8,322.50
60.00	MCGRAW-HILL COMPANIES INC	2,537.70	2,698.20
700.00	MICRON TECHNOLOGY INC	3,951.67	4,403.00
115.00	MOODY'S CORP	4,126.79	3,873.20
250.00	MORGAN STANLEY	4,113.13	3,782.50
130.00	NEWELL RUBBERMAID INC	1,793.82	2,099.50
65.00	NORTHROP GRUMMAN CORP	3,816.49	3,801.20
250.00	NV ENERGY INC	3,598.74	4,087.50
3.00	NVR INC	2,220.63	2,058.00
1000.00	PFIZER INC	17,626.00	21,640.00
145.00	TIME WARNER CABLE	9,281.98	9,217.65
165.00	TRANSOCEAN LTD	9,079.28	6,334.35
140.00	TRAVELERS COS INC/THE	7,640.33	8,283.80
95.00	TRW AUTOMOTIVE HOLDINGS CORP	3,986.09	3,097.00
195.00	TYSON FOODS INC-CL A	3,820.43	4,024.80
190.00	UNITEDHEALTH GROUP INC	9,079.93	9,629.20
155.00	VIACOM INC-CLASS B	6,613.10	7,038.55
165.00	WELLPOINT INC	11,456.64	10,931.25
12553.00	TOTAL CORPORATE STOCKS - COMMON	368,454.70	350,932.10
	REGISTERED INVESTMENT COMPANY SHARES		
23590.407	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INV T FD II CL I	209,912.00	188,487.35
1267.336	BERNSTEIN EMERGING MARKETS PORTFOLIO	40,902.69	30,707.55
105273.321	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	1,432,916.45	1,459,088.23
16355.671	BERNSTEIN INTERNATIONAL PORTFOLIO	253,650.00	202,973.88
119939.996	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	1,424,950.00	1,426,086.55
266426.731	TOTAL REGISTERED INVESTMENT COMPANY SHARES	3,362,331.14	3,307,343.56
	TOTAL GENERAL INVESTMENTS	3,730,785.84	3,658,275.66

THE HAVEN FOUNDATION

PAR VALUE SHARES/UNITS	ASSETS	BOOK VALUE	MARKET VALUE
	-----	-----	-----
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST		
	=====		
	CORPORATE STOCKS - COMMON		
	-----		
55.00	ACCENTURE PLC-CL A	2,750.28	2,927.65
100.00	ALLERGAN INC	7,149.65	8,774.00
40.00	AMAZON.COM INC	7,039.16	6,924.00
73.00	ANADARKO PETROLEUM CORP	5,635.21	5,572.09
70.00	APPLE INC	22,586.00	28,350.00
80.00	BOEING CO/THE	5,265.05	5,868.00
60.00	BORGWARNER INC	4,511.93	3,824.40
225.00	BROADCOM CORP-CL A	9,361.02	6,606.00
250.00	CBRE GROUP INC	4,257.74	3,805.00
40.00	CELGENE CORP	2,279.56	2,704.00
100.00	CITRIX SYSTEMS INC	7,032.55	6,072.00
364.00	COMCAST CORP-CL A	8,502.24	8,630.44
155.00	COVIDIEN PLC	7,756.52	6,976.55
225.00	DANAHER CORP	10,497.10	10,584.00
85.00	DOLLAR GENERAL CORP	3,053.81	3,496.90
170.00	DOW CHEMICAL	5,819.78	4,889.20
350.00	EMC CORP/MASS	8,009.21	7,539.00
80.00	EOG RESOURCES INC	7,617.72	7,880.80
13.00	ESTEE LAUDER COMPANIES-CL A	1,194.41	1,460.16
115.00	EXPRESS SCRIPTS INC	6,385.72	5,139.35
65.00	FLOWERVE CORPORAION	7,489.04	6,455.80
120.00	FMC TECHNOLOGIES INC	5,204.11	6,267.60
190.00	GENERAL MILLS INC	7,322.76	7,677.90
60.00	GILEAD SCIENCES INC	2,230.51	2,455.80
25.00	GOLDMAN SACHS GROUP INC	4,231.97	2,260.75

THE HAVEN FOUNDATION

PAR VALUE SHARES/UNITS	ASSETS	BOOK VALUE	MARKET VALUE
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST (CONT.)		
	CORPORATE STOCKS - COMMON (CONT.)		
25.00	GOODRICH CORP	2,196.41	3,092.50
30.00	GOOGLE INC-CL A	17,841.89	19,377.00
75.00	HARLEY DAVIDSON INC	2,870.56	2,915.25
40.00	HERSHEY CO/THE	2,407.07	2,471.20
90.00	ILLUMINA INC	2,568.49	2,743.20
120.00	INTUIT INC	5,730.99	6,310.80
150.00	JOHNSON CONTROLS INC	5,833.66	4,689.00
190.00	JPMORGAN CHASE & CO	7,830.91	6,317.50
20.00	LAS VEGAS SANDS CORP	809.34	854.60
135.00	LIMITED BRANDS INC	4,476.84	5,447.25
500.00	MARVELL TECHNOLOGY GROUP LTD	8,184.07	6,925.00
105.00	METLIFE INC	4,430.50	3,273.90
130.00	MONSANTO CO	8,714.28	9,109.10
90.00	NOBLE ENERGY INC	7,584.16	8,495.10
375.00	ORACLE CORP	11,507.35	9,618.75
40.00	PEPSICO INC	2,517.59	2,654.00
35.00	PERRIGO INC	3,294.36	3,405.50
90.00	POTASH CORP OF SASKATCHEWAN	4,654.71	3,715.20
40.00	PRECISION CASTPARTS CORP	6,198.01	6,591.60
35.00	PROCTER & GAMBLE CO	2,184.41	2,334.85
45.00	PVH CORP	3,173.40	3,172.05
225.00	QUALCOMM INC	12,242.15	12,307.50
70.00	ROCKWELL AUTOMATION INC	5,197.50	5,135.90
17.00	SALESFORCE.COM INC	1,920.34	1,724.82
185.00	SCHLUMBERGER LTD	14,991.57	12,637.35
160.00	STARBUCKS CORP	5,140.80	7,361.60
250.00	THE WALT DISNEY CO.	9,235.94	9,375.00
160.00	UNITED PARCEL SERVICE-CL B	11,524.81	11,710.40
20.00	VF CORP	2,213.03	2,539.80
35.00	VISA INC - CLASS A SHRS	2,998.71	3,553.55
60.00	WELLS FARGO & COMPANY	1,839.22	1,653.60
6652.00	TOTAL CORPORATE STOCKS - COMMON	345,496.12	344,654.26
	TOTAL ASSETS		

Total Assets  
Rounded - 11.5c

4,076,281.96

2,181.04

4,078,463.00

4,002,929.92

3,809.08

4,006,829.00

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

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

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

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HAVEN FOUNDATION	<input checked="" type="checkbox"/> 20-4356938
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O MP & S LLP, 622 THIRD AVE., NO. 7TH FL	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10017	

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

☐ 0 ☐ 4

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

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

MARK LEVENFUS C/O MARKS PANETH

• The books are in the care of ☒ 622 THIRD AVENUE - NEW YORK, NY 10017

Telephone No. ☒ 212-503-8800

FAX No. ☐

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

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

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

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

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,583.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	4,000.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature ☐

Title ☐ CPA

Date ☐