



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

2011

Department of the Treasury
Internal Revenue Service

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

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

DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION
2644 CAPITOL TRAIL STE 300 DEPT 657
NEWARK, DE 19711A Employer identification number
20-5339152B Telephone number (see the instructions)
302-286-0200C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 1,903,898. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	140.	140.		
	4 Dividends and interest from securities	43,420.	43,420.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	107,473.			
	b Gross sales price for all assets on line 6a	536,636.			
	7 Capital gain net income (from Part IV, line 2)		107,473.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	151,033.	151,033.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	2,900.			
	c Other prof fees (attach sch) SEE ST 2	12,701.	12,701.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,180.			
	22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	27.				
24 Total operating and administrative expenses. Add lines 13 through 23	20,808.	12,701.			
25 Contributions, gifts, grants paid PART XV	92,820.			92,820.	
26 Total expenses and disbursements. Add lines 24 and 25	113,628.	12,701.	0.	92,820.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	37,405.				
b Net investment income (if negative, enter -0-)		138,332.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	56,373.	57,804.	57,804.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,501,273.	1,537,247.	1,846,094.
	c Investments — corporate bonds (attach schedule)			
	LIABILITIES	11 Investments — land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,557,646.	1,595,051.	1,903,898.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,557,646.	1,595,051.	
	30 Total net assets or fund balances (see instructions)	1,557,646.	1,595,051.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,557,646.	1,595,051.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,557,646.
2 Enter amount from Part I, line 27a	2	37,405.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,595,051.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,595,051.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 4				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	107,473.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	94,823.	2,012,532.	0.047116
2009	88,920.	1,826,601.	0.048681
2008	69,521.	1,997,511.	0.034804
2007	96,838.	2,150,989.	0.045020
2006			

2 Total of line 1, column (d)	2	0.175621
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043905
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,973,317.
5 Multiply line 4 by line 3	5	86,638.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,383.
7 Add lines 5 and 6	7	88,021.
8 Enter qualifying distributions from Part XII, line 4	8	92,820.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,383.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,383.
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	1,383.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,518.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,518.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	135.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>FRANKLIN MONTGOMERY, ESQ.</u> Telephone no <u>302-286-0200</u> Located at <u>2644 CAPITOL TRAIL, SUITE 300 NEWARK DE</u> ZIP + 4 <u>19711</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	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
1 a 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 <input type="checkbox"/>	1 b	N/A
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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2011)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MAX HABERNICKEL, III 250 JOHNS ISLAND DRIVE VERO BEACH, FL 32963	DIRECTOR 5.00	0.	0.	0.
GAEL HABERNICKEL 250 JOHNS ISLAND DRIVE VERO BEACH, FL 32963	DIRECTOR 5.00	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

BAA

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	1,946,279.
b Average of monthly cash balances	1b	57,089.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,003,368.
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	2,003,368.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,051.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,973,317.
6 Minimum investment return. Enter 5% of line 5	6	98,666.

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

1 Minimum investment return from Part X, line 6		1	98,666.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,383.	
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	1,383.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	97,283.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	97,283.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	97,283.	

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	92,820.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	92,820.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,383.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,437.

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

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				97,283.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			40,570.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 92,820.				
a Applied to 2010, but not more than line 2a			40,570.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				52,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				45,033.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a 'Assets' alternative test – enter

- (1) Value of all assets.

- (2) Value of assets qualifying under section 4942(i)(3)(B)(i)

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter.

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 5

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

NONE

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

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

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

SEE STATEMENT 6

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 7				
Total			3a	92,820.
b Approved for future payment				
Total			3b	

2011

FEDERAL STATEMENTS

PAGE 1

CLIENT 30730

DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

20-5339152

5/11/12

01 14PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 2,900.			
TOTAL	\$ 2,900.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 12,701.	\$ 12,701.		
TOTAL	\$ 12,701.	\$ 12,701.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 27.			
TOTAL	\$ 27.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	25000 BARC BREN SPX 9/29/1	PURCHASED	VARIOUS	9/29/2011
2	20000 CS SPX NOTE 5/02/11	PURCHASED	4/01/2010	1/11/2011
3	1517.99 DODGE & COX INT'L STOCK	PURCHASED	VARIOUS	VARIOUS
4	2024.29 EATON VANCE MUT FDS TR GLOBAL MACRO	PURCHASED	VARIOUS	12/06/2011
5	844. ISHARES BARCLAY TIPS BOND FUND	PURCHASED	VARIOUS	7/29/2011
6	806.02 IVY GLOBAL NATURAL RESOURCE	PURCHASED	VARIOUS	12/06/2011
7	2011.67 JPM ASIA EQUITY FD - SEL FUND 1134	PURCHASED	VARIOUS	10/18/2011
8	3305.01 JPM TR I INFL MANAGED BD - SEL 2.19%	PURCHASED	VARIOUS	10/25/2011
9	1371.33 JPM TREASURY & AGENCY FUND	PURCHASED	VARIOUS	11/11/2011
10	11335 MANNING AND NAPIER FUND INC WORLD OPP	PURCHASED	VARIOUS	9/23/2011
11	415 SPDR S&P 500 ETF TRUST	PURCHASED	VARIOUS	4/14/2011
12	800 VANGUARD MSCI EMERGING MARKETS	PURCHASED	VARIOUS	11/25/2011

2011

FEDERAL STATEMENTS

PAGE 2

CLIENT 30730

DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

20-5339152

5/11/12

01.14PM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
13	LONG TERM CAP GAIN DISTRIBUTIONS	PURCHASED	1/01/2010	12/31/2011
14	20000 GS EAFE NOTE 4/25/2011	PURCHASED	6/01/2010	4/25/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	27,253.		25,000.	2,253.				\$ 2,253.
2	21,400.		20,000.	1,400.				1,400.
3	42,500.		29,312.	13,188.				13,188.
4	20,000.		20,823.	-823.				-823.
5	95,948.		85,347.	10,601.				10,601.
6	15,000.		9,414.	5,586.				5,586.
7	60,612.		55,000.	5,612.				5,612.
8	35,000.		35,397.	-397.				-397.
9	13,535.		13,988.	-453.				-453.
10	83,527.		62,000.	21,527.				21,527.
11	54,339.		34,698.	19,641.				19,641.
12	30,325.		18,184.	12,141.				12,141.
13	17,197.		0.	17,197.				17,197.
14	20,000.		20,000.	0.				0.
TOTAL								\$ 107,473.

STATEMENT 5
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORSMAX HABERNICKEL, III
GAEL HABERNICKELSTATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

FORM AND CONTENT:

DUKE AND GAEL HABERNICKEL
2644 CAPITOL TRAIL, SUITE 300, DEPT 657
NEWARK, DE 19711
302-286-0200APPLICATIONS FOR GRANTS TO THE ORGANIZATION MUST BE IN
WRITING THROUGH 501(C)(3) ORGANIZATIONS AND PUBLIC
CHARITIES. GRANTS ARE ONLY DISTRIBUTED TO PUBLIC
CHARITIES, NOT TO INDIVIDUALS.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

THE ORGANIZATION SEEKS TO PROVIDE GRANTS TO SUPPORT
501(C)(3) PUBLIC CHARITY-GRANTS TO HOSPITALS, THE ARTS,
EDUCATION, LAND PRESERVATION, LIBRARIES AND RELIGIOUS
INSTITUTIONS. THE AWARDS ARE MADE TO ORGANIZATIONS SUCH
AS HOSPITALS, UNIVERSITIES, AND RELIGIOUS INSTITUTIONS AND
OTHER 501(C)(3) ORGANIZATIONS REGARDLESS OF GEOGRAPHIC
AREA WITHIN THE UNITED STATES OF AMERICA.

2011

FEDERAL STATEMENTS

PAGE 3

CLIENT 30730

DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

20-5339152

5/11/12

01 14PM

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MCKEE BOTANICAL GARDEN 350 US HIGHWAY 1 VERO BEACH, FL 32962	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	\$ 2,000.
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DRIVE VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	8,980.
JOHN'S ISLAND FOUNDATION 6001 HIGHWAY A1A INDIAN RIVER SHORES, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	4,000.
NEXT STAGE RIVERSIDE THEATRE 3250 RIVERSIDE PARK DR VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	5,000.
RIDGEWOOD PUBLIC LIBRARY FOUNDATION 125 NORTH MAPLE AVENUE RIDGEWOOD, NJ 07450	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	5,840.
ST ELIZABETHS CHURCH 169 FAIRMOUNT ROAD RIDGEWOOD, NJ 07450	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,500.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
INDIAN RIVER LAND TRUST 80 ROYAL PALM POINTE, STE 301 VERO BEACH, FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	5,000.
INDIAN RIVER MEDICAL CTR FOUNDATION 1000 36TH STREET VERO BEACH, FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	35,000.
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVE VERO BEACH, FL 32967	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	8,500.
LYNDHURST 635 SOUTH BROADWAY TARRYTOWN, NY 10591	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.

2011

FEDERAL STATEMENTS

PAGE 4

CLIENT 30730

DUKE AND GAEL HABERNICKEL CHARITABLE
FOUNDATION

20-5339152

5/11/12

01 14PM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SALVATION ARMY 2655 5TH ST, SW VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	\$ 1,000.
JOHN'S ISLAND COMMUNITY SERVICES 6001 NORTH A1A STE 8133 INDIAN RIVER SHORES, FL	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,000.
BOYS AND GIRLS CLUB OF IRC PO BOX 643068 VERO BEACH, FL 32964	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
VALLEY HOSPITAL AUXILLARY 223 N VAN DIEN AVENUE RIDGEWOOD, NJ 07450	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,000.
ENVIRONMENTAL LEARNING CENTER 255 LIVE OAK DRIVE VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
THE LEARNING ALLIANCE P O BOX 643446 VERO BEACH, FL 32964	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	5,000.
THE MONTCLAIR KIMBERLEY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
ONE WEST 54TH STREET FOUNDATION ONE WEST 54TH STREET NEW YORK, NY 10019	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
METROPOLITAN MUSEUM OF NY 1000 5TH AVENUE NEW YORK, NY 10028	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.

TOTAL \$ 92,820.

Duke and Gael Habernickel Foundation
December 31, 2011
20-5339152
Attachment to Part II, Line 10b

14752 748 JPMorgan US Equity Fund	97,000	146,052
245 Ishares Russell 2000 Index Fund	11,094	18,069
7768 586 Managers AMG Funds-Timesquare	67,000	102,623
4111 052 Professionally Managed Portfolios	77,000	105,366
1692 78 Dodge & Cox International Stock	32,688	49,497
4502 199 Ivy Global Natural Resources	52,586	78,158
4302 902 Matthews Pacific Tiger Fund- CL1	46,000	87,424
4288 826 Nuveen NWQ Value Opportunities	87,000	130,552
600 SPDR Gold Trust	54,620	91,194
550 Vanguard Emerging Market ETF	12,502	21,016
4432 624 JPMorgan International Currency	50,000	48,005
8690 883 JPMorgan Strategic Income	100,000	98,468
14152 122 JPMorgan High Yield Bond Fund	90,000	107,839
12614 939 JPMorgan Short Duration	135,096	138,134
9906 61 Vanguard Fixed Income Secs F	90,744	98,967
3309 067 Dreyfus/Laurel FDS TR	50,000	43,547
5243 152 Eaton Vance Mut Funds Tr	54,109	51,488
20000 Barc Bren SPX 1/25/12	20,000	19,950
30000 DB Bren SPX 10/11/12	30,000	31,755
30000 HSBC Bren SPX 10/31/12	30,000	30,783
25000 HSBC Ren SPX 3/12/12	25,000	23,658
30000 JPM Cont Buff EQ SPX 12/10/12	30,000	31,746
2303 086 JPM Large Cap Growth Fd - Sel	50,000	49,424
20000 JPM Bren EAFE 10/11/12	20,000	21,008
20000 JPM Bren EAFE 10/17/12	20,000	19,416
20000 DB Bren EEM 10/31/12	20,000	19,620
15000 DB Bren Brent Crude 10/17/2012	15,000	15,293
4295 42 Eaton Vance Mut Funds Tr	40,000	40,459
5565 21 JPM Tr I Infl Managed BD - Sel	59,603	58,323
5412 72 Blackrock High Yield Bond	40,000	40,000
15000 Barc 93% PPN BRIC Basket 9/26/13	15,094	14,457
15000 Barc 95% PPN CMIT Basket 11/18/13	15,043	13,803

Total	1,537,179	1,846,094
-------	-----------	-----------