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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 _____

THE JUDITH & EDWIN COHEN FOUNDATION
C/O ESSERMAN & PELTER LLP
141 WASHINGTON AVENUE
ENDICOTT, NY 13760G 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
► \$ 1,650,000. (Part I, column (d) must be on cash basis)

A Employer identification number
22-2470111

B Telephone number (see the instructions)
607-748-7408

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

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	29,188.	29,188.	29,188.	
	4 Dividends and interest from securities	21,538.	21,538.	21,538.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV line 2)				
	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)				
ADMINISTRATIVE AND EXPENSES	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	50,726.	50,726.	50,726.	
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	20.			20.
	b Accounting fees (attach sch) SEE ST 2	1,500.		1,500.	1,500.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	3,299.	699.	2,624.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	545.	296.	546.	496.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,364.	995.	4,670.	2,016.
	25 Contributions, gifts, grants paid PART XV	77,500.			77,500.
	26 Total expenses and disbursements. Add lines 24 and 25	82,864.	995.	4,670.	79,516.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-32,138.			
	b Net investment income (if negative, enter -0-)		49,731.		
	c Adjusted net income (if negative enter -0-)			46,056.	

SCANNED SEP 16 2009

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	1 Cash – non-interest-bearing			
	2	2 Savings and temporary cash investments	481,832.	597,715.	605,602.
	3	3 Accounts receivable			
		Less allowance for doubtful accounts			
	4	4 Pledges receivable			
		Less allowance for doubtful accounts			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	7 Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule) STATEMENT 5	229,717.	201,657.	201,394.
	c	c Investments – corporate bonds (attach schedule) STATEMENT 6	443,056.	311,481.	344,723.
	11	11 Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule) STATEMENT 7	570,657.	582,271.	498,281.	
14	14 Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	15 Other assets (describe ►)				
16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,725,262.	1,693,124.	1,650,000.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ►)			
	23	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input checked="" type="checkbox"/>		
	24	24 Unrestricted	1,725,262.	1,693,124.	
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input type="checkbox"/>		
	27	27 Capital stock, trust principal, or current funds			
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see instructions)	1,725,262.	1,693,124.	
	31	31 Total liabilities and net assets/fund balances (see instructions)	1,725,262.	1,693,124.	

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	1,725,262.
2	Enter amount from Part I, line 27a	2	-32,138.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,693,124.
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	1,693,124.

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)
1a	N/A			
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				(i) 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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	83,634.	1,676,775.	0.049878
2009	86,203.	1,572,294.	0.054826
2008	81,812.	1,733,038.	0.047207
2007	68,142.	1,777,980.	0.038326
2006	45,257.	1,393,582.	0.032475

2 Total of line 1, column (d) 2 0.222712

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 0.044542

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1,717,727.

5 Multiply line 4 by line 3 5 76,511.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 497.

7 Add lines 5 and 6 7 77,008.

8 Enter qualifying distributions from Part XII, line 4 8 79,516.

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 instrs)		1	497.
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		
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	497.
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	497.
6	Credits/Payments		
a	2011 estimated tax pmts 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	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
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 SEE STATEMENT 8	9	3,158.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	Refunded

Part VII-A | Statements Regarding Activities

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?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1b		X	
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c		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?	Yes	No
2		X	
If 'Yes,' attach a detailed description of the activities			
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	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
If 'Yes,' attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	No
6		X	
• 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	NY	
8b	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	Yes	No
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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10		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?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>JEROME H BIGNOLI CPA</u> Telephone no ► <u>607-748-7408</u> Located at ► <u>141 WASHINGTON AVENUE ENDICOTT NY</u> ZIP + 4 ► <u>13760</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	N/A	► <u>15</u> 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?	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►		16	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 ► <u>□</u>	1b	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?	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? If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u>		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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	<input type="checkbox"/>				
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	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
If 'Yes,' attach the statement required by <i>Regulations section 53 4945-5(d)</i>					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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
ROBERT GINSBURG 5413 SPINDRIFT PLACE COLUMBIA, MD 21045-2254	TRUSTEE 10.00	0.	0.	0.
WALTER HELLMAN 2451 SE CLOVER COURT HILLSBORO, OR 97123	TRUSTEE 10.00	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

1

1

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

Form 990-BE (2011)

BAA

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	1,100,041.
1b	643,844.
1c	
1d	1,743,885.
1e	0.
2	0.
3	1,743,885.
4	26,158.
5	1,717,727.
6	85,886.

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

1	85,886.
2a	497.
2b	
2c	497.
3	85,389.
4	
5	85,389.
6	
7	85,389.

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

1a	79,516.
1b	
2	
3a	
3b	
4	79,516.
5	497.
6	79,019.

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				85,389.
2 Undistributed income, if any, as of the end of 2011			76,424.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____, 20____				
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 ► \$ 79,516.			76,424.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				3,092.
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				82,297.
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				

BAA

Form 990-PF (2011)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 4942(j)(5)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a.				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test – enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test – enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV | Supplementary Information (Complete this part only if the 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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 9				
Total			► 3a	77,500.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					29,188.
3 Interest on savings and temporary cash investments					21,538.
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					50,726.
13 Total Add line 12, columns (b), (d), and (e)					50,726.

(See worksheet in line 13 instructions to verify calculations)

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL NOTICE	\$ 20.			\$ 20.
TOTAL	<u>\$ 20.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 20.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	\$ 1,500.		\$ 1,500.	\$ 1,500.
TOTAL	<u>\$ 1,500.</u>	<u>\$ 0.</u>	<u>\$ 1,500.</u>	<u>\$ 1,500.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FOREIGN TAXES	\$ 24.	\$ 24.	\$ 24.	
INVESTMENT INCOME TAXES	3,275.	675.	2,600.	
TOTAL	<u>\$ 3,299.</u>	<u>\$ 699.</u>	<u>\$ 2,624.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT HANDLING FEES	\$ 50.	\$ 50.	\$ 50.	
NYS FILING FEE	250.		250.	250.
ROUNDING	-1.			
TRUSTEE EXPENSES	246.	246.	246.	246.
TOTAL	<u>\$ 545.</u>	<u>\$ 296.</u>	<u>\$ 546.</u>	<u>\$ 496.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
400SH GENERAL ELEC CAP CORP	COST	\$ 9,681.	\$ 10,396.
400SH MERCK & CO INC	COST	12,697.	15,080.
1000SH NUVEEN FLOATING RATE INC FD	COST	6,489.	10,860.
2500SH ABERDEEN ASIA PAC INC FD	COST	16,270.	18,325.
1500SH ABERDEEN GL INC FD	COST	17,908.	20,850.
400SH AMERICAN WTR WRKS	COST	8,174.	12,744.
600SH INTEL CORP	COST	13,653.	14,550.
900SH GENERAL ELECTRIC CO	COST	22,356.	16,119.
500SH BLACKSTONE/GSO	COST	8,844.	9,180.
500SH CAMPBELL SOUP CO	COST	16,953.	16,620.
200SH DIAMOND OFFSHORE DRILLING	COST	11,415.	11,052.
400SH ISHARES SILVER	COST	15,983.	10,776.
500SH MICROSOFT CORP	COST	12,479.	12,980.
400SH NEWMONT MINING	COST	26,053.	24,004.
14SH VARIOUS OPTIONS	COST	2,702.	-2,142.
	TOTAL	\$ 201,657.	\$ 201,394.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
85K ISRAEL ST U S GOVT GTD NTS	COST	\$ 49,113.	\$ 78,074.
55K SLM CORP FR 5.0%	COST	48,515.	55,000.
55K SLM CORP BONDS 5.0%	COST	54,317.	52,924.
40K INT'L PAPER 5.85%	COST	39,121.	41,040.
20K HOUSEHOLD FINANCE 5.7752%	COST	19,979.	20,319.
50K BARCLAYS BANK 4.25%	COST	50,004.	49,339.
15K MORGAN STANLEY DW 5%	COST	15,004.	13,468.
10K BANK OF AMERICA 4.875%	COST	10,133.	10,064.
15K HSBC FIN CORP 6.0%	COST	15,665.	15,307.
10K SLM CORP FLT RT	COST	9,630.	9,188.
	TOTAL	\$ 311,481.	\$ 344,723.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
5151.229SH FIDELITY BALANCED	COST	\$ 103,209.	\$ 93,701.
6892.006SH FIDELITY SM CAP GR	COST	107,449.	102,760.
2500.226SH SPARTAN INTL IND INV	COST	113,477.	74,382.
2131.835SH SPARTAN 500 IND INV	COST	109,332.	94,845.
2888.093SH SPARTAN EXT MKT INDX INV	COST	113,642.	102,412.
2178.968SH LEIGH BALDWIN TOT RET	COST	19,279.	17,737.
	TOTAL OTHER PUBLICLY TRADED SECURITIES	\$ 566,388.	\$ 485,837.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES

400SH POTLACH CORP	COST	\$ 15,883.	\$ 12,444.
	TOTAL OTHER SECURITIES	\$ 15,883.	\$ 12,444.
	TOTAL	\$ 582,271.	\$ 498,281.

STATEMENT 8
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE	\$ 497.
	2,536.
	37.
	88.
	TOTAL \$ 3,158.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
REPORTER GROUP 500 CLUBHOUSE ROAD VESTAL, NY 13850	N/A	N/A	FOR ENHANCED COMMUNICATIONS OF PUBLISHER OF 5 JEWISH NON-PROFIT COMMUNITY NEWSPAPERS	\$ 3,800.
JEWISH FAMILY SERVICES 500 CLUBHOUSE ROAD VESTAL, NY 13850	N/A	N/A	FOR NEEDY FINANCIAL/SOCIAL SUPPORT SERVICES	2,200.
SYRACUSE CANCER RESEARCH 600 E GENESSEE STREET SYRACUSE, NY 13202	N/A	N/A	FOR ANTI-CANCER THERAPY/RESEARCH	1,000.
TEMPLE KOL SHALOM P O BOX 5034 EL DORADO HILLS, CA 95762	N/A	N/A	FOR EDUCATION AND OUTREACH ACTIVITIES AS REFERRED BY KAYE KRAMER (COHEN), DAUGHTER OF FOUNDATION'S FOUNDERS	2,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PARTNERS IN HEALTH 800 BOYLSTON STREET 47TH FL BOSTON, MA 02199	N/A	N/A	FOR WORLD HEALTH AND POVERTY AID	\$ 5,000.
JEWISH FAMILY & CHILD SERVICES 1130 SW MORRISON ST #316 PORTLAND, OR 97205	N/A	N/A	TO SUPPORT HOME HEALTH LIFELINE PROGRAM	11,000.
OREGON FOOD BANK P O BOX 55370 PORTLAND, OR 97238	N/A	N/A	FOR FOOD FOR NEEDY	3,000.
AUTISM SPEAKS 2 PARK AVENUE 11TH FLOOR NEW YORK, NY 10016	N/A	N/A	FOR RESEARCH, EDUCATION & ASSISTANCE TO COUNTER AUTISM & ITS EFFECTS.	4,000.
CENTRAL SCHOLARSHIP BUREAU 1700 REISTERTOWN ROAD BALTIMORE, MD 21208	N/A	N/A	FOR NON-INTEREST LOANS OR SCHOLARSHIPS TO WORTHY STUDENTS	9,000.
JEWS FOR JUDAISM 3506 GWYNNBROOK AVE STE 223 OWINGS MILLS, MD 21117	N/A	N/A	FOR JUDAISM ADVOCACY & EDUCATION	2,600.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	N/A	N/A	FOR RESEARCH, EDUCATION AND HANDS-ON ACTIVITY TO CLEAN CHESAPEAKE BAY AND ITS WATERSHED	4,000.
OREGON CENTER FOR PUBLIC POLICY 204 N FIRST SUITE C PO BOX 7 SILVERTON, OR 97381	N/A	N/A	FOR ELDERLY ADVOCACY	2,500.
MARYLAND PLANNED PARENTHOOD 330 NORTH HOWARD STREET BALTIMORE, MD 21201	N/A	N/A	FOR FAMILY PLANNING AND HEALTH ADVICE	900.
WESTCHESTER JEWISH COMMUNITY SVCS 845 NORTH BROADWAY WHITE PLAINS, NY 10603	N/A	N/A	FOR IN-HOME SERVICES FOR THE ELDERLY	3,000.

STATEMENT 9 (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
HOUSTON JEWISH COMMUNITY FOUNDATION 5603 SOUTH BRAESWOOD HOUSTON, TX 77096	N/A	N/A	FOR SCHOLARSHIP AID FOR AUTISM AND AUSBERGERS STUDY AS REFERRED BY KAYE KRAMER (COHEN), DAUGHTER OF FOUNDATION'S FOUNDERS	\$ 1,000.
KOL SHALOM, CHJ 1509 S W SUNSET BLVD SUITE 2H PORTLAND, OR 97239	N/A	N/A	FOR KOL SHALOM'S CHJ ACTIVITIES	4,000.
A ROOM TO HEAL INC P O BOX 503 VESTAL, NY 13850	N/A	N/A	FOR HEALING HOMELIKE ENVIRONMENT	1,300.
NEIGHBOR RIDE 8950 ROUTE 108, SUITE 115 COLUMBIA, MD 21045	N/A	N/A	FOR ELDERLY TRANSPORTATION SERVICES	1,500.
JEWISH EMERGENCY NETWORK 10630 LITTLE PATUXENT PKWY STE 400 COLUMBIA, MD 21044	N/A	N/A	FOR AD HOC EMERGENCY ASSISTANCE	1,000.
ESSENTIAL HEALTH CLINIC 266 WEST MAIN ST HILLSBORO, OR 97123	N/A	N/A	HEALTH ASSISTANCE FOR UNINSURED	2,000.
YWCA DELAWARE 100 W 10TH STREET SUITE 515 WILMINGTON, DE 19801	N/A	N/A	FOR SUPPORT OF INDEPENDENT LIVING OF NEEDY WOMEN AS REFERRED BY DEB COHEN, DAUGHTER OF FOUNDATION'S FOUNDERS.	4,000.
JEWISH FEDERATION OF BROOME COUNTY 500 CLUBHOUSE RD VESTAL, NY 13850	N/A	N/A	TO EXPAND COMMUNITY FACILITY USE	1,200.
COMMODORE LEVY JEWISH CHAPEL 326 FIRST STREET ANNAPOLIS, MD 21403	N/A	N/A	FOR RELIGIOUS EDUCATION AND OUTREACH	4,500.

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RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CHESAPEAKE BAY TRUST 60 WEST ST, STE 405 ANNAPOLIS, MD 21401	N/A	N/A	EDUCATION AND RESTORATION	\$ 2,000.
BIPOLAR INSIGHTS 897 UNION STREET PLACERVILLE, CA 95667	N/A	N/A	FOR BIPOLEAR RESEARCH AS REFERRED BY KAYE KRAMER (COHEN), DAUGHTER OF FOUNDATION'S FOUNDERS	1,000.
				TOTAL \$ <u>77,500.</u>

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OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

FROM EARNINGS-INTEREST

TOTAL \$ 29,188.
\$ 29,188.

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

FROM EARNINGS-DIVIDENDS
CAPITAL DISTRIBUTIONS

\$ 17,622.
3,916.
TOTAL \$ 21,538.

BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS

MONEY MARKETS

\$ 409,536.

MONEY MARKETS-O/S CHECKS

-14,960.

DEPOSIT CERTIFICATES

200,997.

OPTIONS CASH

2,142.

TOTAL \$ 597,715.

FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS

ACCRUED INTEREST

\$ 2,298.

MONEY MARKETS

396,718.

DEPOSIT CERTIFICATES

206,586.

TOTAL \$ 605,602.