



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

, and ending

Name of foundation THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION		A Employer identification number 22-2620908
Number and street (or P.O. box number if mail is not delivered to street address) 300 FRANK W. BURR BLVD., BLDG EAST	Room/suite 7TH FL	B Telephone number 201-928-1880
City or town, state, and ZIP code TEANECK, NJ 07666		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 213,960,415. (Part I, column (d) must be on cash basis.)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		283,723.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,345,591.	1,345,591.		STATEMENT 1
4 Dividends and interest from securities		1,224,867.	1,224,867.		STATEMENT 2
5a Gross rents		<37,445.>	<37,445.>		STATEMENT 3
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,768,844.			
b Gross sales price for all assets on line 6a		72,589,542.			
7 Capital gain net income (from Part IV, line 2)			2,768,844.		
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		<264,287.>	<264,287.>		STATEMENT 4
12 Total. Add lines 1 through 11		5,321,293.	5,037,570.		
13 Compensation of officers, directors, trustees, etc.		558,750.	68,488.		490,262.
14 Other employee salaries and wages		498,103.	119,545.		378,558.
15 Pension plans, employee benefits		133,896.	32,135.		101,761.
16a Legal fees STMT 5		55,625.	0.		55,625.
b Accounting fees STMT 6		68,515.	16,444.		52,071.
c Other professional fees STMT 7		1,111,465.	616,586.		494,879.
17 Interest					
18 Taxes STMT 8		232,080.	14,838.		46,987.
19 Depreciation and depletion		9,857.	0.		
20 Occupancy		167,705.	40,249.		127,456.
21 Travel, conferences, and meetings		91,340.	0.		91,340.
22 Printing and publications					
23 Other expenses STMT 9		93,518.	14,581.		78,937.
24 Total operating and administrative expenses. Add lines 13 through 23		3,020,854.	922,866.		1,917,876.
25 Contributions, gifts, grants paid		12,485,108.			14,326,074.
26 Total expenses and disbursements. Add lines 24 and 25		15,505,962.	922,866.		16,243,950.
27 Subtract line 26 from line 12		<10,184,669.>			
a Excess of revenue over expenses and disbursements			4,114,704.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

22-2620908

Page 2

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	8,231,770.	4,440,989.	4,440,989.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 12,298,113. Less allowance for doubtful accounts ▶	13,128,700.	12,298,113.	12,298,113.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	22,885,174.	31,469,953.	31,469,953.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	193,993,041.	165,479,114.	165,479,114.
14 Land, buildings, and equipment basis ▶ 239,029. Less accumulated depreciation STMT 13 ▶ 219,129.	4,389.	19,900.	19,900.	
15 Other assets (describe ▶ OTHER ASSETS)	930,463.	252,346.	252,346.	
16 Total assets (to be completed by all filers)	239,173,537.	213,960,415.	213,960,415.	
Liabilities	17 Accounts payable and accrued expenses	143,136.	147,355.	
	18 Grants payable	26,541,208.	24,702,167.	
	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)	26,684,344.	24,849,522.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	199,360,493.	176,812,780.	
	25 Temporarily restricted	13,128,700.	12,298,113.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	212,489,193.	189,110,893.		
31 Total liabilities and net assets/fund balances	239,173,537.	213,960,415.		

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	212,489,193.
2 Enter amount from Part I, line 27a	2	<10,184,669.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	4,910,238.
4 Add lines 1, 2, and 3	4	207,214,762.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	18,103,869.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	189,110,893.

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 MUTUAL FUNDS - PUBLICLY TRADED	P		
b COMMON STOCKS - PUBLICLY TRADED	P		
c FIXED INCOME - PUBLICLY TRADED	P		
d LIMITED PARTNERSHIPS (SCHEDULE A)	P		
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 9,922,477.		9,000,000.	922,477.
b 4,501,730.		3,936,678.	565,052.
c 56,369,353.		56,884,020.	<514,667.>
d 1,795,982.			1,795,982.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			922,477.
b			565,052.
c			<514,667.>
d			1,795,982.
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	2,768,844.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	15,722,843.	242,126,349.	.064937
2009	22,610,722.	213,853,070.	.105730
2008	25,777,460.	244,612,159.	.105381
2007	16,622,618.	286,214,355.	.058078
2006	21,027,640.	170,687,411.	.123194

2 Total of line 1, column (d)	2	.457320
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	.091464
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	214,842,772.
5 Multiply line 4 by line 3	5	19,650,379.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,147.
7 Add lines 5 and 6	7	19,691,526.
8 Enter qualifying distributions from Part XII, line 4	8	16,243,950.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	82,294.
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	82,294.
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	82,294.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	93,563.
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	93,563.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,269.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax	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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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) ☐ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>RUSSELLBERRIEFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>ADAM HIRSCH</u> Telephone no ► <u>201-928-1880</u> Located at ► <u>300 FRANK W. BURR BLVD., BLDG. EAST, TEANECK, NJ</u> ZIP+4 ► <u>07666-6704</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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	X
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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

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

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

6b

X

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

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 14		558,750.	47,735.	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
NAOMI SHANK - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	PROGRAM DIRECTOR 40.00	174,190.	27,062.	0.
JOANN TORTORICI - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ	ACCT MANAGER 40.00	71,789.	17,776.	0.
SUSANA AREVALO - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	EXEC. ASST. TO CEO & GRANT DEPT. 40.00	54,154.	20,937.	0.
SUSAN COKE - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	GRANT ADMINISTRATOR 40.00	59,860.	11,990.	0.
MARIANNE VIAUD - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666	ACCOUNTING ASSOCIATE 40.00	59,922.	9,036.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANAP, LTD	PHILANTHROPIC	
HOSHAYA, MP HAMOVIL, ISRAEL	CONSULTING	272,477.
BARCLAYS - 200 PARK AVENUE, 4TH FLOOR, NEW YORK, NY 10166	INVESTMENT MANAGEMENT SERVICES	149,036.
YACKTMAN ASSET MANAGEMENT - 6300 BRIDGEPOINT PARKWAY BUILIDN ONE, SUITE 320, AUSTIN, TX	INVESTMENT MANAGEMENT SERVICES	121,801.
MARKS PANETH & SHRON		
622 THIRD AVENUE, NEW YORK, NY 10017	ACCOUNTING SERVICES	68,000.
CAMBRIDGE ASSOCIATES, LLC	PERFORMANCE	
PO BOX 83232, CHICAGO, IL 60691-0232	REPORTING AND INVEST	58,125.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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	87,212,696.
b	Average of monthly cash balances	1b	3,035,523.
c	Fair market value of all other assets	1c	127,866,270.
d	Total (add lines 1a, b, and c)	1d	218,114,489.
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	218,114,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,271,717.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	214,842,772.
6	Minimum investment return. Enter 5% of line 5	6	10,742,139.

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	10,742,139.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	82,294.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	82,294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,659,845.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,659,845.
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	10,659,845.

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	16,243,950.
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	16,243,950.
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	16,243,950.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				10,659,845.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	12,633,718.			
b From 2007	2,579,680.			
c From 2008	13,632,078.			
d From 2009	11,996,972.			
e From 2010	3,709,972.			
f Total of lines 3a through e	44,552,420.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 16,243,950.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				10,659,845.
e Remaining amount distributed out of corpus	5,584,105.			
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	50,136,525.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	12,633,718.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	37,502,807.			
10 Analysis of line 9				
a Excess from 2007	2,579,680.			
b Excess from 2008	13,632,078.			
c Excess from 2009	11,996,972.			
d Excess from 2010	3,709,972.			
e Excess from 2011	5,584,105.			

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

N/A

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

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

☐ 4942(1)(3) or ☐ 4942(1)(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**

- 3** Subtract line 2d from line 2c
Complete 3a, b, or c for the
alternative test relied upon

- (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**

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

- 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

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

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				
ADLER APHASIA CENTER 60 WEST HUNTER AVENUE MAYWOOD, NJ 07607-1006	NONE	501(C)(3)	CHARITABLE	11,000.
AMERICAN FRIENDS OF BEIT HATFUTSOT 39 BROADWAY, SUITE 1510 NEW YORK, NY 10006	NONE	501(C)(3)	CHARITABLE	10,000.
AMERICAN FRIENDS OF BEIT MORASHA PO BOX 940459 ROCKAWAY PARK, NY 11694-0459	NONE	501(C)(3)	CHARITABLE	25,000.
AMERICAN FRIENDS OF LEKET ISRAEL PO BOX 22029 TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	5,000.
AMERICAN FRIENDS OF THE ISRAEL DEMOCRACY 1266 WEST PACES FERRY ROAD SUITE 615 ATLANTA, GA 30327	NONE	501(C)(3)	CHARITABLE	10,000.
Total SEE CONTINUATION SHEET(S)			3a	14,326,074.
b Approved for future payment				
AMERICAN FRIENDS OF YAHAD IN UNUM 25 WEST 45TH STREET, SUITE 1405 NEW YORK, NY 10036	NONE	501(C)(3)	CHARITABLE	200,000.
ARNOLD GOLD FOUNDATION 619 PALISADE AVE. ENGLEWOOD CLIFFS, NJ 07632	NONE	501(C)(3)	CHARITABLE	400,000.
AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112	NONE	501(C)(3)	CHARITABLE	3,489,662.
Total SEE CONTINUATION SHEET(S)			3b	25,603,908.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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.


Signature of officer or trustee

Date _____

► **PRESIDENT**

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN

ROBERT R. LYONS

Am. 12

11/9/12

P00227472

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 RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**Employer identification number**

22-2620908

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 THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION	Employer identification number 22-2620908
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE RUSSELL BERRIE 2002A TRUST 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	\$ 283,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

Employer identification number

22-2620908

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 THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION	Employer identification number 22-2620908
--	---

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

(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

(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

(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

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

'22-2620908

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
AMERICAN FRIENDS OF NATAL 590 FIFTH AVE-19TH FL NEW YORK, NY 10036-4702	NONE	501(C)(3)	CHARITABLE	10,000.
AMERICAN FRIENDS OF RE'UT INSTITUTE 9100 WILSHIRE BLVD. SUITE 400W BEVERLY HILLS, CA 90212	NONE	501(C)(3)	CHARITABLE	115,000.
AMERICAN FRIENDS OF YAHAD IN UNUM 25 WEST 45TH STREET, SUITE 1405 NEW YORK, NY 10036-4702	NONE	501(C)(3)	CHARITABLE	100,000.
AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	134,000.
AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112	NONE	501(C)(3)	CHARITABLE	320,339.
CENTER FOR ASSESSMENT AND POLICY DEVELOPMENT 1622 RIVERSIDE DRIVE TRENTON, NJ 08618	NONE	501(C)(3)	CHARITABLE	23,673.
ARNOLD GOLD FOUNDATION 619 PALISADE AVE. ENGLEWOOD CLIFFS, NJ 07632	NONE	501(C)(3)	CHARITABLE	200,000.
ARTIS, CONTEMPORARY ISRAELI ART FUND 368 BROADWAY, #301 NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	10,000.
BEN PORAT YOSEF, INC. E243 FRISCH COURT PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	1,800.
BERGEN COUNTY Y, A JEWISH COMMUNITY CENTER 605 PASCACK ROAD WASHINGTON TOWNSHIP, NJ 07676	NONE	501(C)(3)	CHARITABLE	75,000.
Total from continuation sheets				14,265,074.

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
BERGEN PERFORMING ARTS CENTER, INC. 30 N VAN BRUNT ST ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
BERGEN VOLUNTEER MEDICAL INITIATIVE 241 MOORE STREET SUITE 101 HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	5,150.
CAUCUS EDUCATIONAL CORPORATION INC. 75 MIDLAND AVE MONTCLAIR, NJ 07042-2915	NONE	501(C)(3)	CHARITABLE	112,500.
CENTER FOR FOOD ACTION IN NEW JERSEY 192A WEST DEMAREST AVENUE ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	100,000.
CENTER FOR INTER-RELIGIOUS UNDERSTANDING 254 W 31ST STREET 7TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	205,000.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	2,280,000.
DOWNTOWN ARTS DEVELOPMENT 143 VARICK ST NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	10,000.
EMBASSY OF THE UNITED STATES OF AMERICA TO THE HOLY SEE VITTORIO VENETO 121 ROMA, ITALY 00187	NONE	501(C)(3)	CHARITABLE	5,000.
ELISABETH MORROW SCHOOL 435 LYDECKER STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	260,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
FOUNDATION FOR JEWISH CULTURE P.O. BOX 489 NEW YORK, NY 10011	NONE	501(C)(3)	CHARITABLE	160,000.
FRIENDS OF BEZALEL ACADEMY ARTS AND DESIGN, INC. 370 LEXINGTON AVENUE SUITE 1612 NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	2,500.
FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	10,000.
FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE NW SUITE 813 WASHINGTON, DC 20008	NONE	501(C)(3)	CHARITABLE	40,000.
GILDA'S CLUB OF NORTHERN NEW JERSEY 575 MAIN STREET HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	750.
HILLEL: FOUNDATION JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	NONE	501(C)(3)	CHARITABLE	33,333.
HOLY NAME HEALTH CARE FOUNDATION 718 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	10,000.
HOPE FOR HEROISM SOUTH HANFORD STREET, SUITE 207 SEATTLE, WA 98134	NONE	501(C)(3)	CHARITABLE	10,000.
INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	1,134,270.
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 CONNECTICUT AVENUE NW NO. 341 WASHINGTON, DC 20015	NONE	501(C)(3)	CHARITABLE	350,001.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
ISRAEL PROJECT 2020 K STREET, NW WASHINGTON, DC 20006	NONE	501(C)(3)	CHARITABLE	1,000.
JCC ON THE PALISADES 411 EAST CLINTON AVENUE TENAFLY, NJ 07670	NONE	501(C)(3)	CHARITABLE	43,000.
JERUSALEM FOUNDATION INC. 420 LEXINGTON AVE. #1645 NEW YORK, NY 10170	NONE	501(C)(3)	CHARITABLE	50,000.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	48,000.
JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	1,121,432.
JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	55,000.
JEWISH HOME FOUNDATION OF NORTH JERSEY 41 ROOSEVELT BLVD N. CALDWELL, NJ 07006-4125	NONE	501(C)(3)	CHARITABLE	150,000.
KBY CONGREGATIONS TOGETHER PO BOX 23170 BROOKLYN, NY 11202	NONE	501(C)(3)	CHARITABLE	5,000.
AGUDELO, HERNAN 211 LONGVIEW ROAD UNION, NJ 07083	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	35,000.
BRAUCH, DEAN 47 MARY STREET NORTH Haledon, NJ 07508	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
CARISI, CATHERINE 47 AVENUE A LODI, NJ 07644	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	50,000.
DUNLAP-REUBEN, GAIL 9 BARBERRY LANE CONVENT STATION, NJ 07961	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	2,500.
FIEDLER, JANE 519 SAGAMORE AVENUE TEANECK, NJ 07666	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
GEOGHEGAN, JANE 317 STEPHAN AVENUE TOMS RIVER, NJ 08753	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	25,000.
KOSCH, KRISTIN 7 FRANKLIN STREET MAHWAH, NJ 07430	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
MA, KYE-EUN 20 PALMER AVENUE TENAFLY, NJ 07670	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
MCKIRDY, LAURA 72 ROXITICUS ROAD FAR HILLS, NJ 07931	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	2,500.
MCNAMARA, SHANNON 35 SPRING HOUSE LANE BASKING RIDGE, NJ 07920	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
OPPENHEIMER, GARY 24 CLOVER ROAD NEWFOUNDLAND, NJ 07435	NONE	INDIVIDUAL	MAKING A DIFFERENCE AWARD (CHARITABLE)	5,000.
RAMAPO COLLEGE FOUNDATION 505 RAMAPO ROAD RAMAPO, NJ 07430	NONE	501(C)(3)	MAKING A DIFFERENCE AWARD (CHARITABLE)	31,523.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
MANHATTAN JEWISH EXPERIENCE SYNAGOGUE 131 WEST 86TH STREET NEW YORK, NY 10024	NONE	501(C)(3)	CHARITABLE	5,000.
METROPOLITAN OPERA 64TH STREET AND BROADWAY NEW YORK, NY 10023	NONE	501(C)(3)	CHARITABLE	66,666.
MIDDLE EAST MEDIA AND RESEARCH INSTITUTE 1500 WALNUT ST SUITE 1050 PHILADELPHIA, PA 19102	NONE	501(C)(3)	CHARITABLE	50,000.
NETIVOT SHALOM INC. 811 PALISADE AVENUE TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	1,800.
NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021	NONE	501(C)(3)	CHARITABLE	715,000.
NEW ISRAEL FUND 1625 K STREET N W SUITE 500 WASHINGTON, DC 20006	NONE	501(C)(3)	CHARITABLE	45,000.
NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE	2,000,000.
PROJECT EZRAH NEEDS 95 CEDAR LANE SUITE 12 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	37,500.
RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY ROAD RAMAPO, NJ 07430-1680	NONE	501(C)(3)	CHARITABLE	150,000.
RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281	NONE	501(C)(3)	CHARITABLE	100,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
SHALOM HARTMAN INSTITUTE 11 GEDALYAHU ALON JERUSALEM, ISRAEL	NONE	FOREIGN GRANTEE	CHARITABLE	2,400,000.
SISTERS, SERVANTS OF THE IMMACULATE HEART 1140 KING ROAD IMMACULATA, PA 19345-0200	NONE	501(C)(3)	CHARITABLE	5,000.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE	501(C)(3)	CHARITABLE	5,000.
TENZIN GYATSO INSTITUTE FOR WISDOM & COMPASSION PO BOX 239 BERNE, NY 12023	NONE	501(C)(3)	CHARITABLE	5,000.
VOLUNTEER CENTER OF BERGEN COUNTY 64 PASSAIC ST. HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	4,500.
WILLIAM PATERSON UNIVERSITY FOUNDATION 300 POMPTON ROAD WAYNE, NJ 07470	NONE	501(C)(3)	CHARITABLE	161,202.
WNYC RADIO 160 VARICK ST NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	20,000.
AMERICA-ISRAEL CULTURAL FOUNDATION, INC. 1140 BROADWAY, SUITE 304 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	5,000.
AMERICAN CANCER SOCIETY, INC. 2600 US HWY ONE NORTH BRUNSWICK, NJ 08902	NONE	501(C)(3)	CHARITABLE	1,000.
AMERICAN FRIENDS OF ASSAF HAROFEH MEDICAL CENTER ROCKY MOUNTAIN CHAPTER 2696 SOUTH COLORADO BLVD., SUITE 450 DENVER, CO 80222	NONE	501(C)(3)	CHARITABLE	10,000.
Total from continuation sheets				

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
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 5TH AVENUE, SUITE 2540 NEW YORK, NY 10110-0002	NONE	501(C)(3)	CHARITABLE	100,000.
AMERICAN JEWISH COMMITTEE P.O. BOX 705 NEW YORK, NY 10150	NONE	501(C)(3)	CHARITABLE	10,000.
AMERICAN PARDES FOUNDATIONS, INC. 5 WEST 37TH STREET, SUITE 802 NEW YORK, NY 10018-0000	NONE	501(C)(3)	CHARITABLE	10,000.
ARTIS CONTEMPORARY ISRAELI ART FUND, INC. 368 BROADWAY, #301 NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	10,000.
ARTWORKS, THE NAOMI COHAIN FOUNDATION 96 ENGLE STREET, SUITE 120 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	10,000.
CENTER FOR INTERRELIGIOUS UNDERSTANDING, INC. 492-C CEDAR LANE PMB 127 TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	5,000.
EDIBLE SCHOOLYARD NEW YORK 350 AVENUE X BROOKLYN, NY 11223	NONE	501(C)(3)	CHARITABLE	25,000.
ENCOUNTER PROGRAMS INCORPORATED 25 BROADWAY, 17TH FLOOR NEW YORK, NY 10004	NONE	501(C)(3)	CHARITABLE	10,000.
FOOD BANK FOR NEW YORK CITY 39 BROADWAY, 10TH FLOOR NEW YORK, NY 10006	NONE	501(C)(3)	CHARITABLE	15,000.
FRIENDS OF BEZALEL ACADEMY OF ARTS AND DESIGN, INC. 370 LEXINGTON AVENUE, SUITE 1612 NEW YORK, NY 10006	NONE	501(C)(3)	CHARITABLE	50,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
FRIENDS OF ISRAEL SPORTS CENTER FOR THE DISABLED 718 ARCH STREET, STE. 102 SOUTH PHILADELPHIA, PA 19106	NONE	501(C)(3)	CHARITABLE	35,000.
FRIENDS OF OFANIM 308 LANCASTER AVENUE, SUITE 110 WYNNWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	40,000.
GILDA'S CLUB OF NORTHERN NEW JERSEY 575 MAIN STREET HACKENSACK, NJ 07601	NONE	501(C)(3)	CHARITABLE	15,000.
GOLDA OCH ACADEMY, INC. 1418 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052-1313	NONE	501(C)(3)	CHARITABLE	60,000.
INTERNATIONAL SEPHARDIC EDUCATION FOUNDATION 135 WEST 29TH STREET SUITE 303 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	20,000.
JCC ON THE PALISADES 411 EAST CLINTON AVENUE TENAFLY, NJ 07670	NONE	501(C)(3)	CHARITABLE	52,635.
JERUSALEM FOUNDATION INC. 420 LEXINGTON AVE. #1645 NEW YORK, NY 10170	NONE	501(C)(3)	CHARITABLE	10,000.
JESPY HOUSE 102 PROSPECT STREET SOUTH ORANGE, NJ 07079	NONE	501(C)(3)	CHARITABLE	10,000.
JEWISH COMMUNITY CENTER OF METROWEST INC. 760 NORTHFIELD AVENUE WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	67,500.
JEWISH COMMUNITY CENTERS ASSOCIATION OF NORTH AMERICA 520 EIGHTH AVE., 4TH FL. NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	22,500.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
JEWISH COMMUNITY PROJECT OF LOWER MANHATTAN 146 DUANE STREET NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	10,000.
JEWISH EDUCATION SERVICE OF NORTH AMERICA, INC. 318 WEST 39TH STREET, 5TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	5,000.
JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	501(C)(3)	CHARITABLE	42,000.
JEWISH HERITAGE PROGRAMS 4037 PINE STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	CHARITABLE	25,000.
JEWISH HOME FOUNDATION OF NORTH JERSEY, INC. 10 LINK DRIVE ROCKLEIGH, NJ 07647	NONE	501(C)(3)	CHARITABLE	50,000.
JEWISH SERVICE FOR THE DEVELOPMENTALLY DISABLED OF METROWEST, INC. 395 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	15,000.
KEREN-OR, INC. 350 SEVENTH AVENUE, SUITE 701 NEW YORK, NY 10001-5013	NONE	501(C)(3)	CHARITABLE	10,000.
LEHIGH UNIVERSITY DEVELOPMENT OFFICE 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015-3086	NONE	501(C)(3)	CHARITABLE	50,000.
LENOX HILL BIKUR CHOLIM, INC. 131 EAST 78TH STREET, SUITE A NEW YORK, NY 10021	NONE	501(C)(3)	CHARITABLE	5,000.
LIVING ARCHIVES, INC. 262 WEST 91ST STREET NEW YORK, NY 10024-1125	NONE	501(C)(3)	CHARITABLE	35,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

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
LOUIS AUGUST JONAS FOUNDATION 152 MADISON AVENUE, SUITE 2400 NEW YORK, NY 10016	NONE	501(C)(3)	CHARITABLE	2,500.
MUSIC FOR THE EARTH INC. PO BOX 1740 LITCHFIELD, CT 06759	NONE	501(C)(3)	CHARITABLE	10,000.
NAOMI BERRIE DIABETES CENTER AT COLUMBIA UNIVERSITY MEDICAL CENTER 1150 ST. NICHOLAS AVENUE NEW YORK, NY 10032	NONE	501(C)(3)	CHARITABLE	5,000.
NEW ISRAEL FUND 2100 M STREET, NW SUITE 619 WASHINGTON, DC 20037	NONE	501(C)(3)	CHARITABLE	10,000.
SERVICES FOR CHILDREN WITH HIDDEN INTELLIGENCE 812 E. COUNTRY LINE ROAD LAKEWOOD, NJ 08701	NONE	501(C)(3)	CHARITABLE	10,000.
SHALOM HARTMAN INSTITUTE OF NORTH AMERICA 1 PENN PLAZA, STE 1606 NEW YORK, NY 10119-1606	NONE	501(C)(3)	CHARITABLE	10,000.
SUMMER SEARCH 90 BROAD STREET, SUITE 202 NEW YORK, NY 10004	NONE	501(C)(3)	CHARITABLE	10,000.
SUMMER STAGE AT LEONIA 311 OAKDENE AVENUE LEONIA, NJ 07605	NONE	501(C)(3)	CHARITABLE	1,000.
TANENBAUM CENTER FOR INTERRELIGIOUS UNDERSTANDING 254 W 31ST STREET 7TH FLOOR NEW YORK, NY 10001-2813	NONE	501(C)(3)	CHARITABLE	20,000.
THE ARNOLD GOLD FOUNDATION 619 E. PALISADE AVENUE, 1ST FLOOR ENGLEWOOD CLIFFS, NJ 07632	NONE	501(C)(3)	CHARITABLE	91,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

22-2620908

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BROTHERHOOD SYNAGOGUE 28 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	5,000.
THE PHILANTHROPIC INITIATIVE 160 FEDERAL STREET FLOOR 10 BOSTON, MA 02110	NONE	501(C)(3)	CHARITABLE	50,000.
TRICHOTILLOMANIA LEARNING CENTER 207 MCPHERSON ST., STE H SANTA CRUZ, CA 95060-5863	NONE	501(C)(3)	CHARITABLE	5,000.
VILLAGE ACADEMIES, INC. 15 PENN PLAZA, #15 NEW YORK, NY 10001	NONE	501(C)(3)	CHARITABLE	10,000.
VILLAGE COMMUNITY SCHOOL 272 WEST 10TH STREET NEW YORK, NY 10014	NONE	501(C)(3)	CHARITABLE	25,000.
Total from continuation sheets				

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

'22-2620908

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
BAR ILAN UNIVERSITY RAMAT-GAN ISRAEL 52900	NONE	FOREIGN GRANTEE	CHARITABLE	2,500,000.
CENTER FOR ASSESSMENT AND POLICY DEVELOPMENT 1622 RIVERSIDE DRIVE TRENTON, NJ 08618	NONE	501(C)(3)	CHARITABLE	47,347.
FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	108,600.
FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE NW SUITE 813 WASHINGTON, DC 20008	NONE	501(C)(3)	CHARITABLE	60,000.
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	501(C)(3)	CHARITABLE	7,250,000.
ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	1,250,000.
INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	CHARITABLE	1,614,810.
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 CONNECTICUT AVENUE NW NO. 341 WASHINGTON, DC 20015	NONE	501(C)(3)	CHARITABLE	466,665.
JEWISH COMMUNITY PROJECT OF LOWER MANHATTAN 146 DUANE STREET NEW YORK, NY 10013	NONE	501(C)(3)	CHARITABLE	40,000.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	73,000.
Total from continuation sheets				21,514,246.

THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION

'22-2620908

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
PROJECT EZRAH NEEDS 95 CEDAR LANE SUITE 12 ENGLEWOOD, NJ 07631	NONE	501(C)(3)	CHARITABLE	37,500.
FREINDS OF OFANIM 308 LANCASTER AVENUE, SUITE 110 WYNNEWOOD, PA 19096	NONE	501(C)(3)	CHARITABLE	40,000.
RIVERVIEW SCHOOL 551 ROUTE 6A EAST SANDWICH, MA 02537	NONE	501(C)(3)	CHARITABLE	35,000.
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK, NJ 07666	NONE	501(C)(3)	CHARITABLE	31,250.
UNITED JEWISH COMMUNITIES OF METROWEST 760 NORTHFIELD AVENUE WEST ORANGE, NJ 07052	NONE	501(C)(3)	CHARITABLE	20,000.
SOCIETY OF THE THIRD STREET 235 EAST 11TH STREET NEW YORK, NY 10003	NONE	501(C)(3)	CHARITABLE	8,000.
NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021	NONE	501(C)(3)	CHARITABLE	1,497,500.
RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281	NONE	501(C)(3)	CHARITABLE	125,000.
SHALOM HARTMAN INSTITUTE 11 GEDALYAHU ALON JERUSALEM, ISRAEL	NONE	501(C)(3)	CHARITABLE	4,250,000.
NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE	1,000,000.
Total from continuation sheets				

22-2620908

3 Grants and Contributions Approved for Future Payment (Continuation)

Total from continuation sheets

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

SOURCE	AMOUNT
INTEREST-BEARING CASH	1,345,591.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,345,591.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAY'S	419,448.	0.	419,448.
LEGG MASON	61,367.	0.	61,367.
LONGLEAF PARTNERS	146,323.	0.	146,323.
PARTNERSHIPS	309,146.	0.	309,146.
PECAUT & COMPANY	93,336.	0.	93,336.
YACKTMAN	195,247.	0.	195,247.
TOTAL TO FM 990-PF, PART I, LN 4	1,224,867.	0.	1,224,867.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME/LOSS FROM PARTNERSHIPS	1	186,008.
RENTAL INCOME/LOSS FROM PARTNERSHIPS	2	<223,453.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<37,445.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (SCHEDULE B)	<264,287.>	<264,287.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<264,287.>	<264,287.>	

FORM 990-PF	LEGAL FEES	STATEMENT	5
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	55,625.	0.		55,625.
TO FM 990-PF, PG 1, LN 16A	55,625.	0.		55,625.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	68,515.	16,444.		52,071.
TO FORM 990-PF, PG 1, LN 16B	68,515.	16,444.		52,071.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	486,618.	486,618.		0.
CONSULTANTS	624,847.	129,968.		494,879.
TO FORM 990-PF, PG 1, LN 16C	1,111,465.	616,586.		494,879.

FORM 990-PF	TAXES	STATEMENT	8
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	170,255.	0.		0.
PAYROLL TAXES	61,825.	14,838.		46,987.
TO FORM 990-PF, PG 1, LN 18	232,080.	14,838.		46,987.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	32,767.	0.		32,767.	
OFFICE EXPENSE	22,486.	5,397.		17,089.	
TELEPHONE	15,665.	3,760.		11,905.	
MISCELLANEOUS	22,600.	5,424.		17,176.	
TO FORM 990-PF, PG 1, LN 23	93,518.	14,581.		78,937.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
CHANGE IN VALUE OF CHARITABLE LEAD UNITRUST RECONCILIATION FROM FINANCIALS TO FORM K-1'S FOR PARTNERSHIPS		213,145. 4,697,093.	
TOTAL TO FORM 990-PF, PART III, LINE 3		4,910,238.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
YACKTMAN ASSET MANAGEMENT (SCHEDULE C)	8,747,544.	8,747,544.	
BARCLAY'S WEALTH (SCHEDULE D)	9,231,491.	9,231,491.	
PECAUT & COMPANY (SCHEDULE E)	5,457,108.	5,457,108.	
BARCLAY'S WEALTH RACHLIN (SCHEDULE F)	8,033,810.	8,033,810.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,469,953.	31,469,953.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONGLEAF PARTNERS	FMV	8,245,364.	8,245,364.
LEGG MASON	FMV	7,991,143.	7,991,143.
ROYCE FUNDS	FMV	6,180,635.	6,180,635.
STATE OF ISRAEL JUBILEE BONDS	FMV	200,000.	200,000.
LOGAN CIRCLE	FMV	27,566,061.	27,566,061.
TPG - AXON PARTNERS	FMV	951,953.	951,953.
AXIOM INTERNATIONAL	FMV	8,155,777.	8,155,777.
VARDE INVESTMENT PARTNERS	FMV	7,612,777.	7,612,777.
BRAHMAN PARTNERS II	FMV	16,351,560.	16,351,560.
ONE EAST PARTNERS	FMV	809,167.	809,167.
OCH-ZIFF OVERSEAS FUND II	FMV	9,829,690.	9,829,690.
RIVA RIDGE OVERSEAS FUND II	FMV	9,839,711.	9,839,711.
YORK SELECT TRUST	FMV	8,798,419.	8,798,419.
CANYON VALUE REALIZATION FUND	FMV	9,594,694.	9,594,694.
WESLEY CAPITAL	FMV	6,770,729.	6,770,729.
GSO CAPITAL SOLUTIONS OVERSEAS	FMV	3,211,478.	3,211,478.
VPARTNERS III	FMV	1,082,329.	1,082,329.
JVP MEDIA V	FMV	1,907,744.	1,907,744.
GOLDMAN SACHS VINTAGE FUND II	FMV	793,046.	793,046.
IRVING PLACE CAPITAL	FMV	248,984.	248,984.
SHELTER VENTURE FUND	FMV	335,969.	335,969.
CERBERUS ASIA PARTNERS	FMV	145,750.	145,750.
MULTI FAMILY INVESTMENT II	FMV	133,502.	133,502.
ENTREPRENEURIAL II	FMV	65,506.	65,506.
ENTREPRENEURIAL III	FMV	501,138.	501,138.
ENTREPRENEURIAL IV	FMV	449,680.	449,680.
PRIVATE EQUITY PARTNERS XIV	FMV	294,756.	294,756.
MONTAUK SECURITY BUYOUT	FMV	275,249.	275,249.
KRG/GREENBRIAR PARTNERS	FMV	337,554.	337,554.
PRIVATE EQUITY PARTNERS XVIII	FMV	948,198.	948,198.
DISTRESSED OPPORTUNITIES	FMV	43,455.	43,455.
STRUCTURED PRODUCTS III	FMV	352,522.	352,522.
MILLENIUM	FMV	9,715,254.	9,715,254.
MEJOR ANGORA LLC	COST	905,637.	905,637.
MEJOR DONRUSS LLC	COST	141,148.	141,148.
EDMUNDS HOLDING COMPANY	COST	222,175.	222,175.
REDOX PHARMACEUTICAL CORP	COST	68,400.	68,400.
YORK EUROPEAN OPPURTUNITIES	COST	4,651,881.	4,651,881.
SHANNON RIVER PARTNERS	COST	2,986,006.	2,986,006.
V3 REALTY PARTNERS	COST	4,786,651.	4,786,651.
JVP OPPURTUNITIES FUND	COST	1,977,422.	1,977,422.
TOTAL TO FORM 990-PF, PART II, LINE 13		165,479,114.	165,479,114.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	239,029.	219,129.	19,900.
TOTAL TO FM 990-PF, PART II, LN 14	239,029.	219,129.	19,900.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANGELICA BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	PRESIDENT/TRUSTEE 20.00	0.	0.	0.
SCOTT BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	VICE PRESIDENT 10.00	0.	0.	0.
MYRON ROSNER C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	SECRETARY 15.00	0.	0.	0.
STEPHEN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TREASURER 10.00	0.	0.	0.
NORMAN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TRUSTEE 5.00	0.	0.	0.
ILAN KAUFTHAL C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666	TRUSTEE 5.00	0.	0.	0.

RUTH SALZMAN	CEO			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	40.00	356,000.	11,000.	0.
TEANECK, NJ 07666				

ADAM HIRSCH	CFO			
C/O THE RUSS BERRIE FD., 300 FRANK				
W. BURR BLVD., BLDG EAST	40.00	202,750.	36,735.	0.
TEANECK, NJ 07666				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

558,750.	47,735.	0.
----------	---------	----

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NON PROFIT CORPORATION

EIN: 22-2620909

SCHEDULE A - CAPITAL GAIN ON LIMITED PARTNERSHIPS

PART IV 1D

Name	
High Rise Institutional Partners, L P.	\$ 1,017,649
GS Special Opportunities	(7,603)
Cerberus Asia Partners, L P	14,022
Nustar GP Holdings, LLC	169
JVP Media V L P.	136,565
Enterprise Products Partners, L P	324
Williams Partners L.P.	22
CMS Entrepreneurial Real Estate Fund II Q-LP	(6,277)
CMS Multifamily Investment Fund II Q-LP	13,553
CMS Entrepreneurial Real Estate Fund III-Q LP	(37,236)
CMS Entrepreneurial Real Estate Fund IV-Q LP	3,974
CMS Private Equity Partners XIV, L P	(18,840)
CMS/Motauk Secondary Buyout Fund LP	32,883
CMS/KRG/Greenbriar Partners, L P	(61,552)
CMS Private Equity Partners XVIII, L P	(30,509)
CMS Distressed Opportunities Fund, L.P.	537,190
Shelter Venture Fund, L P	10,400
Vpartners III (Cayman) Fund, LP	96,492
Irving Place Captial Fund II, LP	94,756
	<u>\$ 1,795,982</u>

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NON PROFIT CORPORATION

EIN: 22-2620909

SCHEDULE B - OTHER INCOME

PART IV 1D

Name.

High Rise Institutional Partners, L P	
GS Special Opportunities	\$ (2,679)
Axiom International Equity Fund II	318,172
Cerberus Asia Partners, L P.	(3,434)
Nustar GP Holdings, LLC	(30,933)
EL Paso Pipeline Partners, L P	(28,301)
Enterprise Products Partners, L P.	(65,958)
Inergy, L P.	(31,877)
Energy Transfer Equity, L P.	(83,129)
Cedar Fair LP	(39,057)
Western Gas Partners, LP	(15,791)
Alliance Holdings GP, L P.	(9,490)
BlueKnight Energy Partners, L P	(28,368)
DCP Midstream Partner, LP	(6,444)
Williams Partners L P.	(31,210)
Spectra Energy Partner, LP	(34,961)
Penn Virginia Resource Partners LP	(24,471)
Regency Energy Partners, LP	(81,381)
The Grand Company LP	(36)
CMS Entrepreneurial Real Estate Fund II Q-LP	(284)
CMS Entrepreneurial Real Estate Fund III-Q LP	(11,603)
CMS Entrepreneurial Real Estate Fund IV-Q LP	(163)
CMS Private Equity Partners XIV, L P.	(14,563)
CMS/Motauk Secondary Buyout Fund LP	(2)
CMS Private Equity Partners XVIII, L P	(3,390)
CMS Distressed Opportunities Fund, L P	(15,565)
Shelter Venture Fund, L P	(3,418)
Vpartners III (Cayman) Fund, LP	26
Irving Place Captial Fund II, LP	(15,977)
	<u>\$ (264,287)</u>

SCHEDULE C



CONFIDENTIAL

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-11 to Dec-31-11 | Page 24 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (96.85%)																				
Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Dividend		Market Value		Total Value		Est. Ann Income		Unrealized Asset		Unrealized Currency		Total Unrealized Gain/(Loss)
		USD	Nom Ccy	USD	Nom Ccy	Nom Ccy/As of Date	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy	% Total Assets	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy	
Common Stock																				
APOLLO GROUP INC CL A	3.500	40 0432		140,151.43		53.87		0.00		188,545.00		188,545.00		0.00		48,393.57		0.00		48,393.57
Ticker/CUSIP AP01/037604105																				
Sector K																				
Nominal Currency USD																				
AVON PRODUCTS INC	8.000	19 6279		157,023.80		17.47		0.00		139,760.00		139,760.00		7,360.00		(17,263.80)		0.00		(17,263.80)
Ticker/CUSIP AVP/054303102																				
Yield 5.27% Sector B																				
Nominal Currency USD																				
BANCORP INC DEL	20,000	6.4168		128,337.00		7.23		0.00		144,600.00		144,600.00		0.00		16,263.00		0.00		16,263.00
Ticker/CUSIP IBBK/05969A105																				
Sector D																				
Nominal Currency USD																				
BECTON DICKINSON & CO	1,500	76 2682		114,402.41		74.72		0.00		112,080.00		112,080.00		2,700.00		(2,322.41)		0.00		(2,322.41)
Ticker/CUSIP BDV/075887109																				
Yield 2.41% Sector F																				
Nominal Currency USD																				
C R BARD INC NEW JERSEY	3,000	84 1532		252,459.83		85.50		0.00		256,500.00		256,500.00		2,280.00		4,040.17		0.00		4,040.17
Ticker/CUSIP BCR/067383109																				
Yield 89% Sector F																				
Nominal Currency USD																				
CISCO SYS INC	27,000	17 3833		469,350.05		18.08		0.00		488,160.00		488,160.00		6,480.00		18,809.95		0.00		18,809.95
Ticker/CUSIP CSC0/17775R102																				
Yield 1.33% Sector L																				
Nominal Currency USD																				

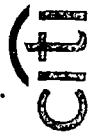
Equity Sector Key

- A Consumer Discretionary
- B Information Technology
- C Financials
- D Healthcare
- E Industrials
- F Consumer Staples
- G Energy
- H Materials
- I Telecommunications
- J Utilities
- K Other

- L Foreign Equities
- M Government Bonds
- N Fixed Income
- O Cash
- P Other
- Q Total

1/s

SCHEDULE E



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-11 to Dec-31-11 | Page 25 of 120

POSITION DETAILS

Reference Currency USD

Investment Positions - Principal

Equities (96.85%)

Description	Nominal Quantity	Avg Unit Cost	Total Cost	Market Price	Acc Dividend	Market Value	Total Value USD	Est Ann Income	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
CLOHOX COMPANY DT Ticker/CUSIP CLX/189054109	2,500	64.5498	161,374.50	66.56 Dec-30-11	0.00	166,400.00	166,400.00	6,000.00	5,025.50	0.00	5,025.50
Yield 3.61% Sector B Nominal Currency USD							1.84				
COCA-COLA CO Ticker/CUSIP KO/191216100	5,200	46.6271	242,461.13	69.97 Dec-30-11	0.00	363,844.00	363,844.00	9,776.00	121,382.87	0.00	121,382.87
Yield 2.69% Sector B Nominal Currency USD							4.02				
COMCAST CORP CL A SPL Ticker/CUSIP CMCSK/20030N200	10,000	13.8226	138,226.00	23.56 Dec-30-11	1.125.00	235,600.00	235,725.00	4,500.00	97,374.00	0.00	97,374.00
Yield 1.91% Sector A Nominal Currency USD							2.62				
CONOCOPHILLIPS Ticker/CUSIP COP/20825C104	7,000	43.8605	307,024.00	72.87 Dec-30-11	0.00	510,090.00	510,090.00	18,180.00	203,066.00	0.00	203,066.00
Yield 3.62% Sector C Nominal Currency USD							5.64				
CORNING INC Ticker/CUSIP GLW/219350105	8,000	15.0926	120,741.40	12.98 Dec-30-11	0.00	103,840.00	103,840.00	2,400.00	(16,901.40)	0.00	(16,901.40)
Yield 2.31% Sector I Nominal Currency USD							1.15				
H & R BLOCK INC Ticker/CUSIP HRB/093671105	13,000	14.0251	182,326.95	16.33 Dec-30-11	2,600.00	212,290.00	214,890.00	10,400.00	29,963.05	0.00	29,963.05
Yield 4.9% Sector D Nominal Currency USD							7.37				

Equity Sector Key:

A Consumer Discretionary
H Information TechnologyB Consumer Staples
I MaterialsC Energy
J Financials - ForeignD Financials
K OtherE Foreign Equities
L TelecommunicationsF Healthcare
M Utilities

G Industrials

2/5



SCHEDULE C

THE RUSSELL BERRIE FOUNDATION/YACKTMAN Preferred Custody Account | 25D049013768 | Statement Period Dec-01-11 to Dec-31-11 | Page 26 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal															
Equities (96.85%)															
Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Dividend		Market Value		Est Ann Income		Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
		USD	Nom Ccy	USD	Nom Ccy	Nom Ccy	USD	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy		
Common Stock															
HEWLETT PACKARD CO	7,000	36.5838		256,086.60		75.76		840.00		180,320.00		3,360.00		0.00	(75,766.60)
Ticker/CUSIP HPQ/428736103						Dec-30-11						2.00			
Yield 1.86% Sector H															
Nominal Currency USD															
JOHNSON & JOHNSON	5,500	62.4677		343,572.50		65.58		0.00		360,690.00		12,540.00		0.00	17,117.50
Ticker/CUSIP JNJ/478160104						Dec-30-11						3.99			
Yield 3.48% Sector F															
Nominal Currency USD															
MICROSOFT CORP	22,000	22.8085		501,787.72		25.95		0.00		571,120.00		17,600.00		0.00	69,332.28
Ticker/CUSIP MSFT/594918104						Dec-30-11						6.31			
Yield 3.08% Sector H															
Nominal Currency USD															
NEWS CORP CLASS A NEW	60,000	8.5124		510,749.50		17.84		0.00		1,070,400.00		11,400.00		0.00	559,650.50
Ticker/CUSIP NWSA/65248E104						Dec-30-11						11.83			
Yield 1.07% Sector A															
Nominal Currency USD															
PEPSICO INC	13,000	61.2525		796,282.56		66.35		6,695.00		862,550.00		26,780.00		0.00	66,267.44
Ticker/CUSIP PEP/713448108						Dec-30-11						9.61			
Yield 3.1% Sector B															
Nominal Currency USD															
PFIZER INC	17,000	14.2077		241,531.20		21.64		0.00		367,880.00		14,960.00		0.00	176,348.80
Ticker/CUSIP PFE/717081103						Dec-30-11						4.07			
Yield 4.07% Sector F															
Nominal Currency USD															

Equity Sector Key

- A Consumer Discretionary
- H Information Technology
- 99% 31/02/2013 127

B Consumer Staples

C Energy

D Financials

E Healthcare

F Industrials

G Technology

H Utilities

I Other

J Global

K Cash

L Debt

M Equity

N Total

O Net

P Gross

Q Net

3/5



Go to Table Back

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-11 to Dec-31-11 | Page 27 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal												
Equities (96.85%)												
Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc Dividend		Market Value		Total Unrealized Gain/(Loss)
		USD	Nom Ccy	USD	Nom Ccy	Nom Ccy/As of Date	USD	Nom Ccy	USD	Nom Ccy	% Total Assets	
Common Stock												
PROCTER & GAMBLE CO Ticker/CUSIP PG/742718109 Yield 3.15% Sector B Nominal Currency USD	12,000	60.4435	725,322.00	66.71 Dec-30-11	0.00	800,520.00	800,520.00	25,200.00	75,198.00	0.00	75,198.00	
RESEARCH IN MOTION LTD-CAD Ticker/CUSIP RIMM/760975102 Sector L Nominal Currency USD	7,000	21.8144	152,701.16	14.50 Dec-30-11	0.00	101,500.00	101,500.00	0.00	(51,201.16)	0.00	(51,201.16)	
RESOURCE AMERICA INC NEW CI A Ticker/CUSIP REXI/761195205 Yield 2.58% Sector D Nominal Currency USD	16,000	6.3826	102,122.00	4.66 Dec-30-11	0.00	74,560.00	74,560.00	1,920.00	(27,562.00)	0.00	(27,562.00)	
STRYKER CORP Ticker/CUSIP SYK/863667101 Yield 1.71% Sector F Nominal Currency USD	3,500	44.135	154,472.54	49.71 Dec-30-11	743.75	173,985.00	174,728.75	2,975.00	19,512.46	0.00	19,512.46	
SYSCO CORP Ticker/CUSIP SYV/871829107 Yield 3.68% Sector A Nominal Currency USD	11,000	29.0956	320,067.72	29.33 Dec-30-11	0.00	322,630.00	322,630.00	11,880.00	2,567.28	0.00	2,567.28	
TOTAL SYSTEM SERVICES INC Ticker/CUSIP TSS/891906109 Yield 2.05% Sector A Nominal Currency USD	4,000	14.5508	58,203.20	19.56 Dec-30-11	400.00	78,240.00	78,640.00	1,600.00	20,036.80	0.00	20,036.80	

Equity Sector Key:
 A Corporate Director
 B Consumer Staples
 C Energy
 D Financials
 E Foreign Equities
 F Health Care
 G Industrials
 H Information Technology
 I Materials
 J Miscellaneous
 K Other
 L Telecommunication Services
 M Utilities

4/5

THE RUSSELL BERRIE FOUNDATION/YACHTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-11 to Dec-31-11 | Page 28 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal $r_{(X)}^{\text{Investment}}$ (11/1/03)

Equities (96.85%)

Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc Dividend		Market Value		Total Value USD		Est Ann Income		Unrealized Asset		Unrealized Currency		Total Unrealized Gain/(Loss)
		USD	Norm Ccy	USD	Norm Ccy	As of Date	Norm Ccy	USD	Norm Ccy	% Total Assets	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy	USD	Norm Ccy		
Common Stock																				
UNITEDHEALTH GROUP INC Ticker/CUSIP UNH/91324P102 Yield 1.28% Sector F Nominal Currency USD	4,500	22.4558		101,051.15		50.68 Dec-30-11		0.00		228,060.00		228,060.00		2,925.00		177,008.85		0.00	127,008.85	
VIACOM INC NEW CLASS B Ticker/CUSIP VIAB/92553P201 Yield 2.7% Sector A Nominal Currency USD	10,000	14.5397		145,397.00		45.41 Dec-30-11		2.00		454,100.00		456,600.00		10,000.00		308,703.00		0.00	308,703.00	
WAL-MART STORES INC Ticker/CUSIP WMT/931142103 Yield 2.44% Sector B Nominal Currency USD	3,000	54.4797		163,439.10		59.76 Dec-30-11		1.095		179,280.00		180,375.00		4,380.00		15,840.90		0.00	15,840.90	
Total Equities				6,986,659.45				15,998.75		8,747,544.00		8,763,542.75		217,896.00		1,760,884.55		0.00	1,760,884.55	

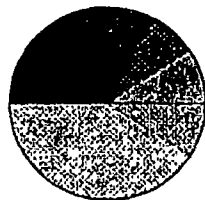
Equity Sector Key:

[illegible]

Equities

Common stock by industry sector

	Market value long	% of common stock Dec 31
Energy	\$ 2,411,639.71	26.1%
Materials	660,260.40	7.2
Industrials		
Consumer Discretionary	709,289.00	7.7
Consumer Staples		
Healthcare	859,180.00	9.3
Financials	840,771.00	9.1
Information Tech	3,750,351.00	40.6
Telecom Services		
Utilities		
Unclassified		
Total	\$ 9,231,491.11	



Industry sector values provided by Standard & Poor's.

Equities indices

	Dec. 30	12/29/10	11/20	12/30
DJIA	12217.56	12188.45	12082.90	11977.36
% change	1.43			
S&P 500	1257.60	1253.41	1241.40	1229.38
% change	0.85			
NIKKEI	11871.81	11766.26	11700	11600

World indices

	Dec. 30	12/29/10	11/20	12/30
DJIA	12217.56	12188.45	12082.90	11977.36
% change	1.43			
S&P 500	1257.60	1253.41	1241.40	1229.38
% change	0.85			
NIKKEI	11871.81	11766.26	11700	11600

1/3

HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, "*" appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding. Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Barclays Capital Equity Research. Clients may access Barclays Capital research at www.barclayswealthamericas.com or by calling 1-800-253-4626. A complete description of Barclays Capital ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
***ACCENTURE PLC IRELAND (ACN)	6,500	\$ 29.00	\$ 188,480.18	\$ 53.230	\$ 345,995.00	\$ 157,514.82	2.507	8,775.00	In cash account Barclays: 2-E/NEU
ABBOTT LABORATORIES (ABT)	10,000	47.10	471,012.00	56.230	562,300.00	91,288.00	3.408	19,200.00	In cash account Barclays: 2-E/POS
ACTIVISION BLIZZARD INC (ATVI)	45,000	10.97	493,836.06	12.320	554,400.00	60,563.94	1.341	7,425.00	In cash account Barclays: 2-E/POS
AON CORP (AON)	10,000	42.06	420,559.70	46.800	468,000.00	47,440.30	1.280	6,000.00	In cash account Barclays: 2-E/POS
BAXTER INTERNATIONAL INC (BAX)	6,000	50.89	305,360.40	49.480	296,880.00	-8,480.40	2.691	8,040.00	In cash account Barclays: 2-E/NEU
***CENOVUS ENERGY INC (CVE)	2,500	20.62	51,552.71	33.272	83,181.71	31,628.99	2.446	1,990.00	In cash account Barclays: 1-O/NEU Shares denominated in Canadian Dollar - CAD
CORNING INC (GLW)	64,000	13.30	851,361.70	12.980	830,720.00	-20,641.70	2.299	19,200.00	In cash account Barclays: 1-O/NEU
EOG RES INC (EOG)	3,000	93.88	281,642.40	98.510	295,530.00	13,887.60	0.653	1,920.00	In cash account Barclays: 1-O/NEU
INTEL CORP (INTC)	23,000	20.67	475,414.60	24.250	557,750.00	82,335.40	3.422	19,320.00	In cash account Barclays: 1-O/POS
INTERNATIONAL BUSINESS MACHINES CORP	3,700	77.17	285,511.24	183.880	680,356.00	394,844.76	1.611	11,100.00	In cash account Barclays: 2-E/POS
***METHANEX CORP (MEOH)	11,400	10.59	120,688.38	22.935	261,468.40	140,780.01	3.086	7,752.00	In cash account Shares denominated in Canadian Dollar - CAD
OCCIDENTAL PETE CORP (OXY)	8,540	35.20	300,637.48	93.700	800,198.00	499,560.52	1.963	15,713.60	In cash account Barclays: 2-E/NEU
ORACLE CORP (ORCL)	15,200	19.54	297,022.90	25.650	389,880.00	92,857.10	0.930	3,648.00	In cash account Barclays: 1-O/POS
PACKAGING CORP AMER (PKG)	15,800	15.35	242,601.10	25.240	398,792.00	156,190.90	3.191	12,640.00	In cash account Barclays: 2-E/NEU
PIONEER NATURAL RESOURCES CO (PXD)	8,500	31.65	269,052.71	89.480	760,580.00	491,527.29	0.090	680.00	In cash account Barclays: 2-E/NEU

2/3



592-01336

SCHEDULE D

RUSSELL BERRIE FOUNDATION
December 1 - December 31, 2011

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
SYMANTEC CORPORATION (SYMC)	25,000	16.42	410,545.01	15.650	391,250.00	- 19,295.01			In cash account
THE TRAVELERS COMPANIES INC (TRV)	6,300	43.46	273,789.75	59.170	372,771.00	98,981.25	2.748	10,332.00	Barclays 2-EPOS In cash account
VIACOM INC (VIA)	13,300	18.55	246,659.14	53.330	709,289.00	462,629.86	1.899	13,300.00	Barclays 1-OPOS In cash account
CL A									Barclays 1-O/NEU In cash account
Total USD Common stocks					\$ 8,759,343.11	\$ 2,773,613.63		\$ 167,035.60	

Master limited partnerships	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
MUSTAR GP HOLDINGS LLC (NSH)	14,200	\$ 20.09	\$ 285,252.44	\$ 33.250	\$ 472,150.00	\$ 186,897.56	6.011	28,116.00	In cash account
UNITS RPSGT LTD LBLTY COINT									

Total Equities					\$ 9,231,491.11	\$ 2,960,511.19		\$ 195,151.60	
----------------	--	--	--	--	-----------------	-----------------	--	---------------	--

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long-term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents, and other.

Cash balance					Value	
CASH ACCOUNT					\$ 8,034.91	

Cash Investments	Quantity				Market value	
INSURED NETWORK DEPOSIT	484,259.14				Accrued income	Comment
FDIC INSURED UP TO APPLICABLE LIMITS					\$ 484,259.14	

Total Cash, cash equivalents & other					Market value (USD)	
					Accrued income (USD)	
					\$ 492,294.05	
					\$ 0.00	
					\$ 492,294.05	

SCHEDULE E

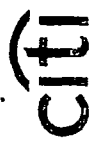


POSITION DETAILS

Investment Positions - Principal													
Cash & Short Term Investments (0.63%)													
Description	Nominal Quantity	Avg Unit Cost USD	Total Cost USD	Market Price Nom Ccy/As of Date	Accrued Int USD	Market Value USD	Total Value USD	Est Ann Income USD	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)		
		Nom Ccy	Nom Ccy		Nom Ccy	Nom Ccy	% Total Assets	Nom Ccy	Nom Ccy				
Short Term Investments													
CITIBANK MDA	35,516.85	1.00	35,516.85	1.00	2.39	35,516.85	35,519.24	28.41	0.00	0.00	0.00		
CUSIP 9903CST76 Yield 08%							0.63						
Nominal Currency USD													
Total Cash & Short Term Investments													
			35,516.85		2.39	35,516.85	35,519.24	28.41	0.00	0.00	0.00		
Equities (97.56%)													
Description	Nominal Quantity	Avg Unit Cost USD	Total Cost USD	Market Price Nom Ccy/As of Date	Acc Dividend USD	Market Value USD	Total Value USD	Est Ann Income USD	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)		
		Nom Ccy	Nom Ccy		Nom Ccy	Nom Ccy	% Total Assets	Nom Ccy	Nom Ccy				
Common Stock													
AMERICAN EXPRESS CO	5,000	48.6957	243,478.85	47.17	0.00	235,850.00	235,850.00	3,600.00	(7,628.85)	0.00	(7,628.85)		
Ticker/CUSIP AXP/025816109				Dec-30-11			4.21						
Yield 1.53% Sector D													
Nominal Currency USD													
ATWOOD OCEANICS INC	4,500	26.8149	120,667.10	39.79	0.00	179,055.00	179,055.00	0.00	58,387.90	0.00	58,387.90		
Ticker/CUSIP ATW/050095108				Dec-30-11			3.20						
Sector C													
Nominal Currency USD													
BERKSHIRE HATHAWAY INC CL B	6,750	57.7627	389,898.25	76.30	0.00	515,025.00	515,025.00	0.00	125,126.75	0.00	125,126.75		
Ticker/CUSIP BRKB/084670707				Dec-30-11			9.20						
Sector D													
Nominal Currency USD													

Equity Sector Key													
A	Consumer Discretionary	B	Communication	C	Energy	D	Financials	E	Foreign Equities	F	Health Care	G	Industrials
H	Information Technology	I	Materials	J	Metals & Minerals	K	Other	L	Real Estate	M	Utilities		
442526/025816109													

1/5



SCHEDULE ~~BY~~ E

Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT Preferred Custody Account | 25D049004768 | Statement Period Dec-01-11 to Dec-31-11 | Page 15 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal (continued)													
Equities (97.56%)													
Description	Nominal Quantity	Avg Unit Cost USD	Market Price USD	Acc Dividend USD	Market Value USD	Total Value USD	Est Ann Income USD	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)			
		Nom Ccy	Nom Ccy/As of Date	Nom Ccy	Nom Ccy	% Total Assets	Nom Ccy	Nom Ccy					
Common Stock													
COCA-COLA CO	4,500	43.085	69.97	0.00	314,865.00	314,865.00	8,460.00	120,982.12	0.00	120,982.12			
Yield 2.69% Sector B													
Nominal Currency USD													
EL PASO CORP	5,000	11.2522	26.57	50.00	132,850.00	132,900.00	200.00	76,588.66	0.00	76,588.66			
Yield 15% Sector M													
Nominal Currency USD													
INTL BUSINESS MACHINES CORP	1,000	189.6599	183.88	0.00	183,880.00	183,880.00	3,000.00	(5,789.95)	0.00	(5,789.95)			
Yield 1.63% Sector H													
Nominal Currency USD													
ION GEOPHYSICAL CORP	15,000	6.9103	6.13	0.00	91,950.00	91,950.00	0.00	(11,705.25)	0.00	(11,705.25)			
Yield 3.48% Sector F													
Nominal Currency USD													
JOHNSON & JOHNSON	3,500	57.4184	65.58	0.00	229,530.00	229,530.00	7,980.00	28,565.50	0.00	28,565.50			
Yield 3.48% Sector F													
Nominal Currency USD													
KRAFT FOODS INC CLASS A	7,500	30.782	37.36	2,175.00	280,200.00	282,375.00	8,700.00	49,334.30	0.00	49,334.30			
Yield 3.1% Sector B													
Nominal Currency USD													

2/5

Equity Sector Key:
A Consumer Discretionary
B Consumer Staples
C Energy
D Financials
E Foreign Equities
F Health Care
G Industrials
H Information Technology
I Materials
J Miscellaneous - Foreign
K Other
L Telecommunication Services
M Utilities
N Financials



SCHEDULE E

Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25DU4900 \$768 | Statement Period Dec-01-11 to Dec-31-11 | Page 16 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (97.56%)

Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc Dividend		Market Value		Total Value		Est Ann Income		Unrealized Asset		Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
		USD	Nom Ccy	USD	Nom Ccy	As of Date	Nom Ccy/As of Date	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy	USD	Nom Ccy		
Common Stock																			
LEUCADIA NATIONAL CORP	10,000	18.1889	181,889.16	22.74	0.00	227,400.00	2,500.00	227,400.00	45,510.84	0.00	0.00	45,510.84	0.00	0.00	45,510.84	0.00	0.00	45,510.84	45,510.84
LEUCADIA NATIONAL CORP				Dec-30-11															
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			
LEUCADIA NATIONAL CORP																			

Equity Sector Key:

- A Consumer discretionary
- H Information Technology
- I Healthcare
- I Materials
- I Consumer Staples
- I Energy
- I Miscellaneous - Foreign
- D Financials
- D Industrials
- I Foreign Equities
- I Telecommunications Services
- F Health Care
- F Industrials
- I Utilities

3/5

POSITION DETAILS

Investment Positions - Principal (continued)											
Equities (97.56%)											
Description	Normal Quantity	Avg Unit Cost USD	Total Cost USD	Market Price Nom Ccy/ As of Date	Acc Dividend USD	Market Value USD	Total Value USD % Total Assets	Est Ann Income USD	Unrealized Asset Gain/(Loss) USD	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)
Common Stock											
PANHANDLE OIL & GAS INC	7,000	19.4167	135,917.40	32.81 Dec-30-11	0.00	229,670.00	229,670.00	1,960.00	93,752.60	0.00	93,752.60
Tricker/CUSIP : PHX/698477106							4.10				
Yield 85% Sector C											
Nominal Currency USD											
PEPSICO INC	1,000	64.6545	64,654.55	66.35 Dec-30-11	515.00	66,350.00	66,865.00	2,060.00	1,695.45	0.00	1,695.45
Tricker/CUSIP : PEP/713448108							1.19				
Yield 3.1% Sector B											
Nominal Currency USD											
PRICE SMART INC	5,000	8.4422	42,211.36	69.59 Dec-30-11	0.00	347,950.00	347,950.00	3,000.00	305,738.64	0.00	305,738.64
Tricker/CUSIP : PSM/741511109							6.22				
Yield 86% Sector B											
Nominal Currency USD											
PROCTER & GAMBLE CO	2,000	59.0849	118,169.95	66.71 Dec-30-11	0.00	133,420.00	133,420.00	4,200.00	15,250.05	0.00	15,250.05
Tricker/CUSIP : PG/742718109							2.38				
Yield 3.15% Sector B											
Nominal Currency USD											
ROSETTA RESOURCES INC	2,250	18.4245	41,455.19	43.50 Dec-30-11	0.00	97,875.00	97,875.00	0.00	56,419.81	0.00	56,419.81
Tricker/CUSIP : ROSE/777779307							1.75				
Sector C											
Nominal Currency USD											
SAN JUAN BASIN ROYALTY TRUST	7,000	17.4913	122,439.25	22.76 Dec-30-11	1,043.13	159,320.00	160,363.13	12,516.00	36,880.75	0.00	36,880.75
Tricker/CUSIP : SJT/798241105							2.86				
Yield 7.86% Sector D											
Nominal Currency USD											

4/5

Equity Sector Key:
 A Consumer Discretionary
 B Consumer Staples
 C Energy
 D Financials
 E Foreign Equities
 F Health Care
 G Industrials
 H Information Technology
 I Materials
 J Miscellaneous - Foreign
 K Other
 L Telecommunications
 M Utilities

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-11 to Dec-31-11 | Page 18 of 120

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal																			
Equities (97.56%)																			
Description	Nominal Quantity	Avg Unit Cost		Total Cost		Market Price		Acc Dividend		Market Value		Total Value USD % Total Assets	Est Ann Income USD Nom Ccy	Unrealized Asset Gain/(Loss) USD Nom Ccy	Unrealized Currency Gain/(Loss)	Total Unrealized Gain/(Loss)			
		USD Nom Ccy		USD Nom Ccy		Nom Ccy/As of Date	USD Nom Ccy	USD Nom Ccy	USD Nom Ccy										
Common Stock																			
SUBSEA 7 SA-SPON ADR	6,000	22.7992		136,795.40		18.61		0.00		111,660.00		0.00		(25,135.40)	0.00	(25,135.40)			
Ticker/CUSIP SUBCY/R64323100													1.99						
Sector C																			
Conv Ratio 1:1																			
Nominal Currency USD																			
US BANCORP DEL NEW	5,000	19.9616		99,808.45		27.05		625.00		135,250.00		2,500.00		35,441.55	0.00	35,441.55			
Ticker/CUSIP USB/902973304													2.43						
Yield 1.85% Sector D																			
Nominal Currency USD																			
USG CORPORATION NEW	5,500	44.0017		242,009.45		10.16		0.00		55,880.00		0.00		(186,129.45)	0.00	(186,129.45)			
Ticker/CUSIP USG/903293405													1.00						
Sector I																			
Nominal Currency USD																			
VERISK ANALYTICS INC CL A	6,000	30.1466		180,879.90		40.13		0.00		240,780.00		0.00		59,900.10	0.00	59,900.10			
Ticker/CUSIP VRSK/92345Y105													4.30						
Sector H																			
Nominal Currency USD																			
WELLS FARGO & CO NEW	7,700	33.6039		258,750.45		27.56		0.00		212,212.00		3,696.00		(46,538.45)	0.00	(46,538.45)			
Ticker/CUSIP WFC/949746101													3.79						
Yield 1.74% Sector D																			
Nominal Currency USD																			
WHITE MOUNTAINS INSURANCE	600	341.8292		205,097.56		453.46		0.00		272,076.00		600.00		66,978.44	0.00	66,978.44			
Ticker/CUSIP WTM/G9618E107													4.86						
Yield 22% Sector D																			
Nominal Currency USD																			
Total Equities												4,419,477.69	4,408.13	5,457,108.00	5,461,516.13	90,324.50	1,037,630.31	0.00	1,037,630.31

Equity Sector Key

A Consumer Discretionary
H Information Technology
00026/P022081339

B Consumer Staples
I Chemicals

C Energy
I Miscellaneous

D Financials
K Other

F Foreign Equities
I Foreign Income from Securities

F Health Care
M Healthcare

G Industrials

5/5

SCHEDULE F

HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, ** appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding
Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

Your statement contains research ratings for companies covered by Barclays Capital Equity Research. Clients may access Barclays Capital research at www.barclayswealthamericas.com or by calling 1-800-253-4626 A complete description of Barclays Capital ratings may be found on Page 2 of your statement

Note: Trade price may include any applicable local taxes and fees

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
ONEOK INC NEW (OKE)	2,400	\$ 66.75	\$ 160,200.00	\$ 86.690	\$ 208,056.00	\$ 47,856.00	2.584	5,376.00	In cash account Barclays: 1-O/NEU
WILLIAMS COMPANIES INC (WMB)	6,500	31.04	201,763.85	33.020	214,630.00	12,866.15	3.072	6,500.00	In cash account Barclays: RS/NEU
Total USD Common stocks					\$ 422,686.00	\$ 60,722.15		\$ 11,876.00	
Preferred stock (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
BLUEKNIGHT ENERGY PARTNERS L P (BKEPP) L L C SERIES A PREFERRED UNITS	10,824	\$ 6.50	\$ 70,356.00	\$ 7.500	\$ 81,180.00	\$ 10,824.00			In cash account
Master limited partnerships	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
***TEEKAY OFFSHORE PARTNERS LP (TOO)	9,000	\$ 28.04	\$ 252,399.60	\$ 26.600	\$ 239,400.00	-\$ 12,999.60	7.508	18,000.00	In cash account Barclays: 2-E/NEU
ALLIANCE HLDGS GP L P (AHGP) COM UNITS REPSTG LTD PARTNER INT	11,000	48.69	535,622.70	51.980	571,780.00	36,157.30	4.665	26,840.00	In cash account Barclays: 1-O/POS
BLUEKNIGHT ENERGY PARTNERS LP (BKEP) L L C	20,000	7.55	151,030.60	6.530	130,600.00	- 20,430.60			In cash account Barclays: 3-U/NEU
CEDAR FAIR LP-DEP RCPTS REPSTG (FUN) UNITS LTD PARTNERSHIP INT	26,000	19.08	496,203.40	21.500	559,000.00	62,796.60	12.903	72,800.00	In cash account
EL PASO PIPELINE PARTNERS L P (EPB) COM UNIT LTD PARTNERSHIP INT	15,000	35.21	528,102.40	34.620	519,300.00	- 8,802.40	5.663	29,400.00	In cash account Barclays: RS/NEU
ENERGY TRANSFER EQUITY L P (ETE) COM UNIT LTD PARTNERSHIP	20,600	41.09	846,421.44	40.580	835,948.00	- 10,473.44	6.127	51,500.00	In cash account Barclays: RS/NEU
ENTERPRISE PRODUCTS PARTNERS (EPD) LP	15,000	40.84	612,652.60	46.380	695,700.00	83,047.40	5.304	36,750.00	In cash account Barclays: 1-O/NEU
ENERGY L P (NRGY) UNIT LTD PARTNERSHIP INT	21,000	35.52	746,015.00	24.420	512,820.00	- 233,195.00	11.605	59,220.00	In cash account Barclays: RS/NEU

1/2





592-99001

SCHEDULE F

THE RUSSELL BERRIE

December 1 - December 31, 2011

page 8 of 15

Equities

Master limited partnerships	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
NUSTAR GP HOLDINGS LLC (NSH)	18,000	36.87	663,681.20	33.250	598,500.00	- 65,181.20	6.011	35,640.00	In cash account
UNITS RPSTG LTD LBLTY COINT									
PENN VA RESOURCE PARTNERS L P (PVR)	24,000	25.97	623,227.52	25.530	612,720.00	- 10,507.52	7.831	48,000.00	In cash account
COM UNIT REPTG LTD PARTNERSHIP									Barclays: 2-E/POS
REGENCY ENERGY PARTNERS (RGP)	24,000	25.30	607,234.60	24.860	596,640.00	- 10,594.60	7.392	43,680.00	In cash account
LP									Barclays: 1-O/NEU
SPECTRA ENERGY PARTNERS LP (SEP)	15,600	33.01	514,929.04	31.960	498,576.00	- 16,353.04	5.903	29,328.00	In cash account
									Barclays: 1-O/NEU
WESTERN GAS PARTNERS LP (WES)	15,000	35.41	531,127.30	41.270	619,050.00	87,922.70	4.090	25,200.00	In cash account
COM UNIT REPSTG LTD PARTNER									Barclays: 1-O/NEU
WILLIAMS PARTNERS L P (WVPZ)	9,000	51.04	459,376.90	59.990	539,910.00	80,533.10	4.937	26,910.00	In cash account
COM UNIT LTD PARTNERSHIP INT									Barclays: RS/NEU
Total USD Master limited partnerships					\$ 7,529,944.00	- \$ 38,080.30		\$ 503,268.00	
Total Equities					\$ 8,033,810.00	\$ 33,465.85		\$ 515,144.00	

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long-term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents, and other.

Cash investments	Quantity	Market value	Comment
INSURED NETWORK DEPOSIT	60,798.06	Accrued income	
FDIC INSURED UP TO APPLICABLE LIMITS		\$ 60,798.06	
Total Cash, cash equivalents & other		Market value (USD)	
		Accrued income (USD)	
		\$ 60,798.06	
		\$ 0.00	
		\$ 60,798.06	

2/2

THE RUSSEL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620909

2011 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

Shalom Hartman Institute – Be’eri Initiative

Amount and Date of Grants Paid

3/15/2011	\$ 600,000
6/16/2011	\$ 400,000
9/28/2011	\$1,000,000

The Purpose of the Grant

The Be’eri program, which pioneers a new model for secular Jewish pluralism, works with select schools in Israel to empower educators, students, and parents to serve as change agents active in transforming Jewish studies from a marginal discipline into a cornerstone of secular Israeli education.

Dates reports were received from the Grantee

1/3/2011	Be’eri Program: for quarter ending 11/30/10; a comparison of budgeted vs. actual sources & uses of funds statement including monthly cash flow projections for 12 months rolling forward.
1/6/2011	Be’eri Program: a detailed report that summarizes educational achievements; and progress on benchmarks, operational, staffing and administrative issues.
1/6/2011	Be’eri Program: quarterly status report (ending 11/30/10) on fundraising including a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
2/9/2011	Organization: a projected sources and uses operating budget for the ensuing calendar year (2011).
2/9/2011	Organization: a detailed end of year (2010) financial report that summarizes quarterly actual & uses operating budget; report on fundraising, earned income, indirect income & in-kind contributions from public & private sources.

THE RUSSEL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620909

2011 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

- 3/30/2011 Be'eri Program: for quarter ending 2/28/11; a comparison of budgeted vs. actual sources & uses of funds statement including monthly cash flow projections for 12 months rolling forward.
- 3/30/2011 Be'eri Program: a quarterly status report (period ending 2/28/11) on fundraising including a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
- 5/2/2011 Organization: quarterly comparison of budgeted vs actual sources and uses of funds statement for the quarter ending 3/31/11, including updated monthly cash flow projections for 12 months rolling forward.
- 5/2/2011 Organization: quarterly status report (period ending 3/31/11) on fundraising including a list of pledged contributions, list of collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public and private sources.
- 7/5/2011 Be'eri Program: quarterly report (period ending 5/31/11), including a list of pledged contributions, collected pledges showing donor name & amount, earned income, indirect income, in-kind contributions from public & private sources.
- 7/5/2011 Be'eri Program: for quarter ending 5/31/11; a comparison of budgeted vs. actual sources & uses of funds statement including monthly cash flow projections for 12 months rolling forward.
- 8/1/2011 Be'eri Program: a detailed end of fiscal year financial report that summarizes quarterly actual sources & uses of Be'eri funds and status on fundraising, earned income, indirect income, in-kind contributions from public & private sources showing actual revenue & expenses for 10 months from Sept 1 - June 30 and projecting revenues & expenses for 2 months from July 1-Aug 31.
- 8/23/2011 Organization: quarterly comparison of budgeted vs actual sources and uses of funds statement for the quarter ending 6/30/11, including updated monthly cash flow projections for 12 months rolling forward.

THE RUSSEL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620909

2011 FORM 990-PF

PART VII-B, LINE 5C ATTACHMENT

8/23/2011	Organization: quarterly status report (6/30/11) on fundraising including a list of pledged contributions, collected pledges, earned income, indirect income, in-kind contributions from public & private sources.
8/1/2011	Be'eri Program: a final comprehensive report for the five year program from 9/1/2006 to 6/30/2011.
10/3/2011	Be'eri Program: for quarter ending 8/31/2011, a status report on fundraising including a list of pledged contributions, earned income, indirect income, and in-kind contributions from public & private sources.
10/3/2011	Be'eri Program: for quarter ending 8/31/2011, an updated monthly cash flow projection for 12 months rolling forward.
10/3/2011	Be'eri Program: for quarter ending 8/31/2011, a budgeted vs. actual sources and uses of funds statement.
1/2/2012	Be'eri Program: the consultant evaluator's final annual written report to the Foundation.
12/1/2011	Organization: annual audited financial statements for fiscal year 2010.
12/1/2011	Shalom Hartman Institute of North America – 2010 IRS 990 Form.
12/1/2011	Shalom Hartman Institute of North America – annual audited financial statements for fiscal year 2010.

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

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 RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION	☒ 22-2620908
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	300 FRANK W. BURR BLVD., BLDG EAST, NO. 7TH FL	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	TEANECK, NJ 07666	

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

04

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.

ADAM HIRSCH - 300 FRANK W. BURR BLVD., BLDG. EAST -

- The books are in the care of **TEANECK, NJ 07666-6704**

Telephone No. **201-928-1880**

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

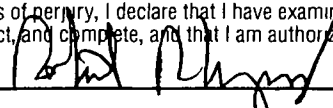
7 State in detail why you need the extension

INFORMATION REQUESTED FROM THIRD PARTIES IN ORDER TO COMPLETE THE RETURN IS NOT AVAILABLE.

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	\$	176,985.
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	\$	19,949.
c Balance due. 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	\$	157,036.

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 **6/9/12**

Form 8868 (Rev 1-2012)