Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE RESOURCE FOUNDATION, INC.

A Employer identification number: 22-2870501

Number and street (or P O box number if mail is not delivered to street address): C/O A. J. SIGNORILE 10 PARK AVENUE

Room/suite:

B Telephone number: (212)683-9280

City or town, state, and ZIP code: NEW YORK, NY 10016

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: [X] 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) ▶$ 9,614,717.

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

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

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))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
	4	Dividends and interest from securities	249,091.	249,091.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	265,153.			
	b	Gross sales price for all assets on line 6a 5,910,021.				
	7	Capital gain net income (from Part IV, line 2)		265,153.		
	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	-3,264.	-3,264.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	511,012.	511,012.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages	18,000.	4,500.		13,500.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	64,790.	53,540.		11,250.
	17	Interest				
	18	Taxes STMT 5	12,391.	7,260.		631.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	431.	156.		275.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,612.	65,456.		25,656.
	25	Contributions, gifts, grants paid	589,968.			589,968.
	26	**Total expenses and disbursements.** Add lines 24 and 25	685,580.	65,456.		615,624.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-174,568.			
	b	**Net investment income** (if negative, enter -0-)		445,556.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	51,408.	86,071.	86,071.
	2 Savings and temporary cash investments	400,261.	591,720.	591,720.
	3 Accounts receivable ▶ 3,534.			
	Less: allowance for doubtful accounts ▶	1,024.	3,534.	3,534.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		3,231.	3,231.
	10a Investments - U.S. and state government obligations STMT 7	273,900.	359,179.	396,510.
	b Investments - corporate stock STMT 8	8,164,563.	8,034,282.	8,358,663.
	c Investments - corporate bonds STMT 9	51,125.	103,250.	104,938.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	268,324.	85,615.	70,050.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,210,605.	9,266,882.	9,614,717.
Liabilities	17 Accounts payable and accrued expenses	8,363.	239,208.	
	18 Grants payable			
	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)	8,363.	239,208.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,202,242.	9,027,674.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	9,202,242.	9,027,674.	
	31 **Total liabilities and net assets/fund balances**	9,210,605.	9,266,882.	

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	9,202,242.
2 Enter amount from Part I, line 27a	2	-174,568.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,027,674.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,027,674.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,910,021.		5,644,868.	265,153.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				265,153.

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** 265,153.

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	255,533.	9,415,327.	.027140
2009	320,691.	8,764,639.	.036589
2008	406,090.	9,813,927.	.041379
2007	531,943.	10,549,296.	.050425
2006	380,667.	9,250,414.	.041151

2	**Total** of line 1, column (d)	2	.196684
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	.039337
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,743,742.
5	Multiply line 4 by line 3	5	383,290.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,456.
7	Add lines 5 and 6	7	387,746.
8	Enter qualifying distributions from Part XII, line 4	8	615,624.

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 ▶ [X] and enter 1% of Part I, line 27b		1	4,456.
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	4,456.
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	4,456.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 7,000.		
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	7,000.
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	2,544.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	2,544. **Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROY B. SIMPSON Telephone no. ▶ (212) 683-9280

Located at ▶ 50 VISTA DR., GREENWICH, CT ZIP+4 ▶ 06830

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) *Engage in the sale or exchange, or leasing of property with a disqualified person?* ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available *for the benefit or use of a disqualified person)?* ☒ Yes ☐ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROY B. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	CHMN/DIRECTOR 0.00	0.	0.	0.
EDITH J. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	PRES/DIRECTOR 0.00	0.	0.	0.
ROY B. SIMPSON, JR. 100 SPRINGHOUSE LANE NEWTOWN SQUARE, PA 19073	TREA/DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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	9,348,287.
b	Average of monthly cash balances	1b	542,449.
c	Fair market value of all other assets	1c	1,388.
d	**Total** (add lines 1a, b, and c)	1d	9,892,124.
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	9,892,124.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,382.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,743,742.
6	**Minimum investment return.** Enter 5% of line 5	6	487,187.

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	487,187.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 4,456.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	482,731.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	482,731.
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	482,731.

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	615,624.
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	615,624.
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	4,456.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	611,168.

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				482,731.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			169,792.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 615,624.				
a Applied to 2010, but not more than line 2a			169,792.	
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				445,832.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				36,899.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

SEE STATEMENT 11

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A S P C A 424 EAST 92ND STREET NEW YORK, NY 10128	N/A	PUBLIC	GENERAL PURPOSES	5,000.
ADOPT-A-DOG 849 LAKE AVENUE GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	5,250.
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902	N/A	PUBLIC	GENERAL PURPOSES	5,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	1,000.
AMOGERONE VOLUNTEER FIRE CO. NO. 1 P. O. BOX 121 GREENWICH, CT 06836	N/A	PUBLIC	GENERAL PURPOSES	500.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	589,968.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32.	
4 Dividends and interest from securities			14	249,091.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-3,264.	
8 Gain or (loss) from sales of assets other than inventory			18	265,153.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		511,012.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 511,012.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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: Roy B Simpson — Date: Dec 29, 2012 — Title: Chmn/Director

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 ☐ if self-employed	PTIN
A. J. SIGNORILE		DEC 26 2012		P01467129

Firm's name ▶ A. J. SIGNORILE & CO. — Firm's EIN ▶ 11-6194531

Firm's address ▶ 10 PARK AVENUE NEW YORK, N. Y. 10016 — Phone no. 212-683-9280

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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
ANBRYCE FOUNDATION 1650 TYSONS BLVD., STE 900 MCLEAN, VA 22102	N/A	PUBLIC	GENRAL PURPOSES	2,500.
BACKCOUNTRY JAZZ 15 E. PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	5,000.
BROOKLYN TECH ALUMNI FOUNDATION, INC. 29 FORT GREENE PLACE BROOKLYN, NY 11217	N/A	PUBLIC	GENERAL PURPOSES	5,000.
BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	7,580.
C.O.P. INC. PO BOX 1611 GREENWICH, CT 06836	N/A	PUBLIC	GENERAL PURPOSES	500.
CALL A RIDE OF GREENWICH INC. 37 LAFAYETTE PL., COLLYER CENTER GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	5,500.
CALLEN LORDE COMMUNITY HEALTH CENTER 356 WEST 10TH STREET NEW YORK, NY 10011	N/A	PUBLIC	GENERAL PURPOSES	1,000.
CANTER NEW ENGLAND P. O. BOX 3 WESTBOROUGH, MA 01581	N/A	PUBLIC	GENERAL PURPOSES	5,000.
CARE USA 151 ELLIS ST, NE ATLANTA, GA 30303	N/A	PUBLIC	GENERAL PURPOSES	1,000.
CENTER FOR NEW AMERICAN MEDIA 589 EIGHTH AVENUE NEW YORK, NY 10018	N/A	PUBLIC	GENERAL PURPOSES	1,000.
Total from continuation sheets				573,218.

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
CHILDREN'S CANCER & BLOOD FOUNDATION 333 EAST 38 STREET SUITE 830 NEW YORK, NY 10016	N/A	PUBLIC	GENERAL PURPOSES	2,000.
COALITION TO SALUTE AMERICAN HEROES 12 GODFREY PLACE WILTON, CT 06897	N/A	PUBLIC	GENRAL PURPOSES	500.
COMMON GROUND COMMITTEE 11 SURREY GLEN WILTON, CT 06897	N/A	PUBLIC	GENRAL PURPOSES	500.
CONNECTICUT FOOD BANK P. O. BOX 8686 NEW HAVEN, CT 06531	N/A	PUBLIC	GENERAL PURPOSES	20,500.
DEAFNESS RESEARCH FOUNDATION 363 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PUBLIC	GENRAL PURPOSES	10,000.
DELTA SOCIETY 875-124TH AVE, NE, SUITE 101 BELLEVUE, WA 98005	N/A	PUBLIC	GENERAL PURPOSES	500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	6,000.
ENGLISH SPEAKING UNION 144 EAST 39H STREET NEW YORK, NY 10016	N/A	PUBLIC	GENERAL PURPOSES	170.
ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY ROAD AMHERST, MA 01002	N/A	PUBLIC	GENERAL PURPOSES	5,000.
FAIRFIELD COUNTY COMMUNITY FOUNDATION 383 MAIN AVENUE NORWALK, CT 06851	N/A	PUBLIC	GENERAL PURPOSES	26,500.
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
FAMILY CENTERS, INC. 40 ARCH STREET GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	35,000.
FAMILY REENTRY INC. 9 MOTT AVENUE SUITE 104 NORWALK, CT 06850	N/A	PUBLIC	GENERAL PURPOSES	3,500.
FIRST CHURCH OF CHRIST SCIENTIST 11 PARK PLACE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	20,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	27,000.
FRIENDS OF ST. BARTHOLOMEW'S ANGICAN CHURCH, INC. C/O ANN C.W. GREEN, PO BOX 6199 FAIR HAVEN, NJ 07704	N/A	PUBLIC	SUPPORT OF JAMES WELLESLEY - WESLEY FUND	7,500.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN, NY 11238	N/A	PUBLIC	GENERAL PURPOSES	2,500.
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH ADULT DAY CARE, INC. 125 RIVER ROAD EXTENSION COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	20,500.
GREENWICH CHAPLAINCY SERVICES 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH CHAPTER - AMERICAN RED CROSS 99 INDIAN FIELD ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	11,000.
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
GREENWICH COUNCIL - BOY SCOUTS OF AMERICA 63 MASON STREET GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	500.
GREENWICH EMERGENCY MEDICAL SERVICES, INC. 1111 EAST PUTNAM AVENUE RIVERSIDE, CT 06878	N/A	PUBLIC	GENERAL PURPOSES	6,000.
GREENWICH GREEN & CLEAN 113 PEMBERWICK ROAD GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	1,000.
GREENWICH LAND TRUST, INC. 132 EAST PUTNAM AVE, 2 EAST STE D COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	11,000.
GREENWICH LIBRARY 101 W. PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	500.
GREENWICH RIDING AND TRAILS ASSOCIATION PO BOX 1403 GREENWICH, CT 06836	N/A	PUBLIC	GENRAL PURPOSES	500.
GREENWICH ROUNDATABLE PO BOX 4019 GREENWICH, CT 06831	N/A	PUBLIC	GENRAL PURPOSES	5,000.
GREENWICH TREE CONSERVANCY PO BOX 4215 GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	1,950.
HEALTHCARE CHAPLAINCY 513 EAST 62ND STREET, 4TH FLOOR NEW YORK, NY 10065	N/A	PUBLIC	GENERAL PURPOSES	1,000.
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
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE, NY 10570	N/A	PUBLIC	GENRAL PURPOSES	70.
KIDS IN CRISIS ONE SALEM STREET COS COB, CT 06807	N/A	PUBLIC	GENERAL PURPOSES	4,500.
LAUREL HOUSE 1616 WASHINGTON BLVD STAMFORD, CT 06902	N/A	PUBLIC	GENERAL PURPOSES	1,000.
LITERACY VOLUNTEERS 141 FRANKLIN STREET STAMFORD, CT 06901	N/A	PUBLIC	GENRAL PURPOSES	1,000.
MEALS-ON-WHEELS OF GREENWICH 89 MAPLE AVE. GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	5,500.
MEDIA MATTERS FOR AMERICA 445 MASS. AVE.NW, SUITE 600 WASHINGTON, DC 20001	N/A	PUBLIC	GENERAL PURPOSES	15,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A	PUBLIC	GENERAL PURPOSES	978.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A	PUBLIC	GENERAL PURPOSES	1,500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	N/A	PUBLIC	GENRAL PURPOSES	5,000.
NEIGHBOR TO NEIGHBOR 248 EAST PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENRAL PURPOSES	10,500.
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
NEW LIFE OF NYC INC. 87 COLUMBIA STREET, SUITE 13G NEW YORK, NY 10002	N/A	PUBLIC	GENERAL PURPOSES	920.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	GENRAL PURPOSES	40,000.
NORTH SHORE ANIMAL LEAGUE 25 DAVIS AVENUE PORT WASHINGTON, NY 11050	N/A	PUBLIC	GENRAL PURPOSES	100.
OPIN INC. - OUTREACH TO PETS IN NEED PO BOX 488 RIVERSIDE, CT 06878	N/A	PUBLIC	GENERAL PURPOSES	5,000.
OUR COMPANIONS - DOMESTIC ANIMAL SANCTUARY P. O. BOX 673 BLOOMFIELD, CT 06002	N/A	PUBLIC	GENERAL PURPOSES	2,000.
PAGL FOUNDATION, INC. PO BOX 4001 OLD LYME, CT 06371	N/A	PUBLIC	GENERAL PURPOSES	2,500.
PATHWAYS, INC. 175 MILBANK ROAD GREENWICH, CT 06830	N/A	PUBLIC	GENERAL PURPOSES	2,500.
PEGASUS THERAPEUTIC RIDING INC. 310 BEACH LAKE ROAD BREWSTER, NY 10509	N/A	PUBLIC	GENRAL PURPOSES	1,000.
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND 345 WHITNEY AVENUE NEW HAVEN, CT 06511	N/A	PUBLIC	GENRAL PURPOSES	12,400.
PUPPIES BEHIND BARS 10 EAST 40 STREET - 19TH FL NEW YORK, NY 10016	N/A	PUBLIC	GENERAL PURPOSES	16,000.
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
RUSSIAN ARTS FOUNDATION 1001 BRIDGEWAY #430 SAUSALITO, CA 94965	N/A	PUBLIC	GENERAL PURPOSES	1,000.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	PUBLIC	GENRAL PURPOSES	1,000.
SPECIAL OLYMPICS CONNECTICUT, INC. 2666 STATE STREET, SUITE 1 HAMDEN, CT 06517	N/A	PUBLIC	GENERAL PURPOSES	1,000.
ST. BARNABAS EPISCOPAL CHURCH 954 LAKE AVENUE GREENWICH, CT 06831	N/A	PUBLIC	GENERAL PURPOSES	25,500.
STARKEY HEARING FOUNDATION 6700 WASHINGTON AVENUE SOUTH EDEN PRAIRIE, MN 55344	N/A	PUBLIC	GENERAL PURPOSES	50,000.
STUDIO IN A SCHOOL ASSOCIATION 410 WEST 59TH STREET NEW YORK, NY 10019	N/A	PUBLIC	GENERAL PURPOSES	50,000.
THIRTEEN WNET 450 WEST 33RD STREET NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	10,000.
TRANSPORTATION ASSOCIATES OF GREENWICH 13 RIVERSIDE AVENUE RIVERSIDE, CT 06878	N/A	PUBLIC	GENRAL PURPOSES	5,250.
TRICKLE UP PROGRAM 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL PURPOSES	1,000.
VAUGHN COLLEGE OF AERONAUTICS AND TECHNOLOGY 86-01 23RD AVENUE FLUSHING, NY 11369	N/A	PUBLIC	WALTER HARTUNG SCHOLARSHIP FUND	25,000.
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
WNYC NEW YORK PUBLIC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A	PUBLIC	GENERAL PURPOSES	10,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, STE 300 JACKSONVILLE, FL 32256	N/A	PUBLIC	GENERAL PURPOSES	500.
YWCA GREENWICH 259 E. PUTNAM AVENUE GREENWICH, CT 06830	N/A	PUBLIC	GENRAL PURPOSES	2,300.
Total from continuation sheets				

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	630 SHS SPDR GOLD TRUST	P	02/19/10	01/06/11
b	1,000 SHS MCDONALDS CORP	P	04/08/10	01/12/11
c	25 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	01/26/11
d	1,000 SHS JOHNSON & JOHNSON COM	P	11/18/10	01/26/11
e	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	01/28/11
f	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/01/11
g	500 SHS ISHARES MSCI AUSTRALIA	P	03/29/10	02/03/11
h	770 SHS SPDR GOLD TRUST	P	02/19/10	02/03/11
i	750 SHS ISHARES MSCI BRAZIL	P	03/05/10	02/04/11
j	500 SHS ISHARES MSCI BRAZIL	P	03/29/10	02/04/11
k	2,270.6264 SHS PIMCO TOT RTN INSTL	P	07/01/10	02/04/11
l	5,751.6366 SHS PIMCO TOT RTN INSTL	P	06/24/10	02/04/11
m	500 SHS DANAHER CORP DEL COM	P	09/29/10	02/07/11
n	1,000 SHS DANAHER CORP DEL COM	P	03/29/10	02/07/11
o	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/09/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	84,019.		69,355.	14,664.
b	73,881.		68,786.	5,095.
c	616.		605.	11.
d	60,766.		63,956.	-3,190.
e	2,473.		2,418.	55.
f	2,457.		2,418.	39.
g	12,780.		12,119.	661.
h	101,260.		84,766.	16,494.
i	53,898.		53,890.	8.
j	35,932.		35,872.	60.
k	24,546.		25,545.	-999.
l	61,935.		64,418.	-2,483.
m	24,776.		20,325.	4,451.
n	49,552.		38,625.	10,927.
o	2,424.		2,418.	6.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				14,664.
b				5,095.
c				11.
d				-3,190.
e				55.
f				39.
g				661.
h				16,494.
i				8.
j				60.
k				-999.
l				-2,483.
m				4,451.
n				10,927.
o				6.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,000 SHS BRAZIL MID-CAP ETF	P	12/07/10	02/09/11
b	600 SHS BRAZIL MID-CAP ETF	P	10/05/10	02/09/11
c	9,075 SHS CHIMERA INV CORP COM	P	11/04/10	02/10/11
d	75 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/10/11
e	1,400 SHS BRAZIL MID-CAP ETF	P	10/05/10	02/10/11
f	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/11/11
g	50 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/14/11
h	2,600 SHS CHIMERA INV CORP COM	P	11/04/10	02/14/11
i	3,325 SHS CHIMERA INV CORP COM	P	11/04/10	02/15/11
j	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/15/11
k	100 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/16/11
l	125 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/17/11
m	150 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/18/11
n	300 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/22/11
o	174 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/23/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16,453.		18,667.	-2,214.
b	9,872.		11,148.	-1,276.
c	37,580.		36,547.	1,033.
d	1,832.		1,814.	18.
e	22,988.		26,012.	-3,024.
f	2,422.		2,418.	4.
g	1,211.		1,209.	2.
h	10,868.		10,471.	397.
i	13,898.		13,390.	508.
j	2,425.		2,418.	7.
k	2,405.		2,418.	-13.
l	2,995.		3,023.	-28.
m	3,619.		3,627.	-8.
n	7,211.		7,255.	-44.
o	4,178.		4,209.	-31.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,214.
b				-1,276.
c				1,033.
d				18.
e				-3,024.
f				4.
g				2.
h				397.
i				508.
j				7.
k				-13.
l				-28.
m				-8.
n				-44.
o				-31.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1 SHS PAA NAT GAS STOR LP LTD	P	07/19/10	02/28/11
b	149 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	02/28/11
c	200 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/01/11
d	25 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/02/11
e	200 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/03/11
f	50 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/07/11
g	100 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/08/11
h	25 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/09/11
i	175 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/21/11
j	200 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/22/11
k	175 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/23/11
l	125 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/24/11
m	76 SHS PAA NAT GAS STOR LP LTD	P	08/12/10	03/25/11
n	100 SHS CDN IMPER BK OF COMMERCE COM	P	02/28/11	03/29/11
o	150 SHS ROCKWELL AUTOMATION INC	P	09/29/10	04/19/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	24.		24.	0.
b	3,586.		3,604.	-18.
c	4,806.		4,836.	-30.
d	599.		604.	-5.
e	4,802.		4,836.	-34.
f	1,198.		1,209.	-11.
g	2,396.		2,418.	-22.
h	599.		605.	-6.
i	4,038.		4,232.	-194.
j	4,626.		4,836.	-210.
k	4,036.		4,232.	-196.
l	2,895.		3,023.	-128.
m	1,770.		1,836.	-66.
n	8,614.		8,460.	154.
o	13,684.		9,336.	4,348.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				-18.
c				-30.
d				-5.
e				-34.
f				-11.
g				-22.
h				-6.
i				-194.
j				-210.
k				-196.
l				-128.
m				-66.
n				154.
o				4,348.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 SHS CME GROUP INC COM	P	12/08/10	04/19/11
b	500 SHS CONOCOPHILLIPS COM	P	11/04/10	04/19/11
c	200 SHS ISHARES MSCI CANADA	P	03/29/10	04/19/11
d	150 SHS IBM COM	P	11/09/10	04/19/11
e	500 SHS SOUTHWEST ENER CO COM	P	02/03/11	04/19/11
f	5,000 SHS PROSHARES ULTRASHORT 20+ Y TR	P	12/08/10	04/19/11
g	4,257.292 SHS PIMCO TOT RTN INSTL	P	06/24/10	04/19/11
h	10,000 SHS PIMCO TOT RTN INSTL	P	04/26/10	04/19/11
i	9,199.632 SHS PIMCO TOT RTN INSTL	P	12/16/09	04/19/11
j	$10,000 NYC HSG BDS 2006A 6.42% DUE 11/1/27	P	07/15/10	05/01/11
k	500 SHS EATON CORP	P	01/12/11	05/02/11
l	100 SHS IBM COM	P	11/09/10	05/02/11
m	25 SHS GOOGLE INC CL A	P	12/07/10	05/02/11
n	10,000 SHS TCW TOT RTN BD FUND	P	06/24/10	05/02/11
o	10 SHS GOOGLE INC CL A	P	12/07/10	05/04/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	30,204.		32,227.	-2,023.
b	39,075.		30,700.	8,375.
c	6,612.		5,551.	1,061.
d	24,804.		21,946.	2,858.
e	19,930.		19,540.	390.
f	181,497.		195,312.	-13,815.
g	46,745.		47,682.	-937.
h	109,800.		110,800.	-1,000.
i	101,012.		100,000.	1,012.
j	10,000.		10,000.	0.
k	26,638.		26,364.	274.
l	17,228.		14,630.	2,598.
m	13,526.		14,754.	-1,228.
n	99,400.		101,400.	-2,000.
o	5,388.		5,902.	-514.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,023.
b				8,375.
c				1,061.
d				2,858.
e				390.
f				-13,815.
g				-937.
h				-1,000.
i				1,012.
j				0.
k				274.
l				2,598.
m				-1,228.
n				-2,000.
o				-514.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 SHS ENTERPRISE PRODS PTNRS L P	P	04/19/11	05/04/11
b	225 SHS ENTERPRISE PRODS PTNRS L P	P	04/06/10	05/04/11
c	25 SHS ENTERPRISE PRODS PTNRS L P	P	10/30/08	05/04/11
d	1,000 SHS ENBRIDGE ENER PTNRS L P COM	P	07/19/10	05/04/11
e	500 SHS ENBRIDGE ENER PTNRS L P COM	P	07/19/10	05/13/11
f	50 SHS APPLE INC COM	P	04/19/11	05/13/11
g	50 SHS CME GROUP INC COM	P	12/08/10	05/13/11
h	1,000 SHS CONOCOPHILLIPS COM	P	10/05/10	05/17/11
i	500 SHS ENBRIDGE ENER PTNRS L P COM	P	07/19/10	05/17/11
j	1,000 SHS ENBRIDGE ENER PTNRS L P COM	P	07/30/10	05/17/11
k	1,000 SHS ENBRIDGE INC	P	01/11/10	05/17/11
l	1,500 SHS FREEPORT-MCMORAN COPPER AND GOLD INC CL	P	11/04/10	05/17/11
m	100 SHS CDN IMPER BK OF COMMERCE COM	P	04/19/11	05/26/11
n	400 SHS CDN IMPER BK OF COMMERCE COM	P	02/28/11	05/26/11
o	500 SHS CDN IMPER BK OF COMMERCE COM	P	01/11/10	05/26/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20,217.		13,965.	6,252.
b	9,098.		6,284.	2,814.
c	1,011.		698.	313.
d	31,869.		24,870.	6,999.
e	15,559.		12,435.	3,124.
f	17,127.		16,688.	439.
g	14,677.		16,114.	-1,437.
h	70,999.		58,784.	12,215.
i	14,824.		12,435.	2,389.
j	29,649.		24,870.	4,779.
k	62,169.		45,506.	16,663.
l	69,401.		76,232.	-6,831.
m	8,284.		8,571.	-287.
n	33,137.		33,838.	-701.
o	41,421.		32,358.	9,063.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,252.
b				2,814.
c				313.
d				6,999.
e				3,124.
f				439.
g				-1,437.
h				12,215.
i				2,389.
j				4,779.
k				16,663.
l				-6,831.
m				-287.
n				-701.
o				9,063.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	250 SHS CME GROUP INC COM	P	12/07/10	05/26/11
b	15 SHS GOOGLE INC CL A	P	12/07/10	05/26/11
c	9.8619 SHS TCW TOT RTN BD FUND	P	06/24/10	06/10/11
d	7,544.3777 SHS TCW TOT RTN BD FUND	P	07/01/10	06/10/11
e	20,040.04 SHS TCW TOT RTN BD FUND	P	04/26/10	06/10/11
f	500 SHS ISHARES MSCI CANADA	P	03/29/10	06/17/11
g	2,000 SHS ISHARES MSCI CANADA	P	03/05/10	06/17/11
h	350 SHS NATURAL RES PTNRS L P UNIT L P	P	07/31/08	06/17/11
i	500 SHS VALE S A ADR	P	02/03/11	06/17/11
j	2,000 SHS VALE S A ADR	P	11/18/10	06/17/11
k	500 SHS ISHARES MSCI AUSTRALIA	P	03/29/10	06/17/11
l	2,000 SHS ISHARES MSCI AUSTRALIA	P	03/05/10	06/17/11
m	325 SHS ENTERPRISE PRODS PTNRS L P	P	10/30/08	06/17/11
n	25 SHS ENTERPRISE PRODS PTNRS L P	P	10/17/08	06/17/11
o	275 SHS NATURAL RES PTNRS L P UNIT L P	P	07/31/08	06/20/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	70,904.		78,498.	-7,594.
b	7,732.		8,853.	-1,121.
c	98.		100.	-2.
d	74,991.		76,500.	-1,509.
e	199,198.		200,200.	-1,002.
f	15,177.		13,880.	1,297.
g	60,709.		54,780.	5,929.
h	10,702.		10,644.	58.
i	14,843.		17,393.	-2,550.
j	59,373.		65,338.	-5,965.
k	12,723.		12,119.	604.
l	50,890.		47,193.	3,697.
m	13,113.		9,077.	4,036.
n	1,009.		698.	311.
o	8,455.		8,363.	92.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-7,594.
b				-1,121.
c				-2.
d				-1,509.
e				-1,002.
f				1,297.
g				5,929.
h				58.
i				-2,550.
j				-5,965.
k				604.
l				3,697.
m				4,036.
n				311.
o				92.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	125 SHS NATURAL RES PTNRS L P UNIT L P	P	07/30/08	06/20/11
b	100 SHS GOOGLE INC CL A	P	12/07/10	06/24/11
c	50 SHS GOOGLE INC CL A	P	04/19/11	06/24/11
d	900 SHS ENTERPRISE PRODS PTNRS L P	P	10/17/08	07/06/11
e	325 SHS NATURAL RES PTNRS L P UNIT L P	P	07/30/08	07/06/11
f	350 SHS NATURAL RES PTNRS L P UNIT L P	P	09/12/08	07/06/11
g	150 SHS NATURAL RES PTNRS L P UNIT L P	P	09/15/08	07/06/11
h	925 SHS NATURAL RES PTNRS L P UNIT L P	P	09/29/10	07/06/11
i	500 SHS IBM COM	P	11/02/10	07/14/11
j	500 SHS ABBOTT LABS COM	P	07/06/11	07/15/11
k	500 SHS QUALCOMM INC COM	P	07/06/11	08/05/11
l	1,500 SHS QUALCOMM INC COM	P	02/03/11	08/05/11
m	1,250 SHS NETAPP INC COM	P	02/03/11	08/05/11
n	500 SHS MKT VECTORS ETF TR AGRIBUS ETF	P	07/06/11	08/08/11
o	1,500 SHS MKT VECTORS ETF TR AGRIBUS ETF	P	10/07/10	08/08/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,843.		3,801.	42.
b	47,548.		59,017.	-11,469.
c	23,774.		26,181.	-2,407.
d	38,654.		25,137.	13,517.
e	10,853.		9,884.	969.
f	11,688.		10,644.	1,044.
g	5,009.		4,562.	447.
h	30,889.		28,129.	2,760.
i	87,283.		72,083.	15,200.
j	26,400.		26,630.	-230.
k	25,031.		29,300.	-4,269.
l	75,092.		82,109.	-7,017.
m	51,445.		71,438.	-19,993.
n	23,620.		27,100.	-3,480.
o	70,860.		69,883.	977.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				42.
b				-11,469.
c				-2,407.
d				13,517.
e				969.
f				1,044.
g				447.
h				2,760.
i				15,200.
j				-230.
k				-4,269.
l				-7,017.
m				-19,993.
n				-3,480.
o				977.

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

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

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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	2,500 SHS LEUCADIA NATL CORP COM	P	02/04/11	08/08/11
b	1,500 SHS EATON CORP	P	01/12/11	09/23/11
c	500 SHS EATON CORP	P	05/17/11	09/23/11
d	750 SHS SPDR GOLD TRUST	P	07/14/11	09/23/11
e	2,000 SHS HARTFORD FIN SVCS GRP	P	02/28/11	09/23/11
f	500 SHS HARTFORD FIN SVCS GRP	P	05/17/11	09/23/11
g	500 SHS HARTFORD FIN SVCS GRP	P	04/19/11	09/23/11
h	1,000 SHS HARTFORD FIN SVCS GRP	P	07/06/11	09/23/11
i	3,500 SHS IVANHOE MINES LTD	P	09/29/10	09/23/11
j	525 SHS IVANHOE MINES LTD	P	01/24/11	09/23/11
k	3,000 SHS INVESCO MTGE CAP INC COM	P	06/22/11	09/23/11
l	50 SHS APPLE INC COM	P	09/06/11	09/23/11
m	10 SHS APPLE INC COM	P	08/09/11	09/23/11
n	750 SHS SPDR GOLD TRUST	P	07/14/11	09/26/11
o	$5,000 NYC HSG BDS 2006A 6.42% DUE 11/1/27	P	07/15/10	11/01/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	67,548.		83,345.	-15,797.
b	52,414.		79,092.	-26,678.
c	17,471.		25,345.	-7,874.
d	122,409.		115,846.	6,563.
e	32,218.		59,331.	-27,113.
f	8,055.		13,547.	-5,492.
g	8,055.		13,280.	-5,225.
h	16,109.		26,419.	-10,310.
i	54,858.		84,462.	-29,604.
j	8,229.		7,287.	942.
k	43,524.		63,321.	-19,797.
l	20,246.		18,852.	1,394.
m	4,049.		3,689.	360.
n	117,558.		115,846.	1,712.
o	5,000.		5,000.	0.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-15,797.
b				-26,678.
c				-7,874.
d				6,563.
e				-27,113.
f				-5,492.
g				-5,225.
h				-10,310.
i				-29,604.
j				942.
k				-19,797.
l				1,394.
m				360.
n				1,712.
o				0.

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	250 SHS APPLE INC COM	P	10/19/11	11/17/11
b	40 SHS APPLE INC COM	P	08/09/11	11/17/11
c	500 SHS PFIZER INC COM	P	05/17/11	11/17/11
d	1,000 SHS PFIZER INC COM	P	07/06/11	11/17/11
e	2,500 SHS PFIZER INC COM	P	05/04/11	11/17/11
f	7,500 SHS DOUBLELINE TOT RTN BD FUND	P	09/23/11	11/18/11
g	500 SHS HI-TECH PHARMACAL INC COM	P	09/06/11	12/21/11
h	1,175 SHS HI-TECH PHARMACAL INC COM	P	05/26/11	12/21/11
i	1,025 SHS HI-TECH PHARMACAL INC COM	P	05/26/11	12/22/11
j	1,025 SHS HI-TECH PHARMACAL INC COM	P	05/26/11	12/23/11
k	275 SHS HI-TECH PHARMACAL INC COM	P	05/26/11	12/27/11
l	BLACKSTONE GRP - K-1 LT CAP GAIN	P	VARIOUS	12/31/11
m	ENTERPRISE PROD.PTNR - K-1 LT CAP GAIN	P	VARIOUS	12/31/11
n	ENTERPRISE PROD.PTNR - K-1 1231 GAIN	P	VARIOUS	12/31/11
o	NAT RES PTRS - K-1 1231 GAIN	P	VARIOUS	12/31/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	94,487.		100,817.	-6,330.
b	15,118.		14,757.	361.
c	9,660.		10,580.	-920.
d	19,320.		20,850.	-1,530.
e	48,299.		51,516.	-3,217.
f	83,625.		84,750.	-1,125.
g	19,968.		14,588.	5,380.
h	46,924.		31,733.	15,191.
i	39,697.		27,682.	12,015.
j	39,136.		27,682.	11,454.
k	10,657.		7,427.	3,230.
l	199.			199.
m	259.			259.
n	5.			5.
o	2,067.			2,067.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-6,330.
b				361.
c				-920.
d				-1,530.
e				-3,217.
f				-1,125.
g				5,380.
h				15,191.
i				12,015.
j				11,454.
k				3,230.
l				199.
m				259.
n				5.
o				2,067.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 SHS EOG RESOURCES INC.	P	05/06/10	03/24/11
b	350 SHS VISA INC. CL A SHARES	P	09/06/11	11/15/11
c	50 SHS VISA INC. CL A SHARES	P	09/06/11	12/19/11
d	750 SHS WALGREEN CO	P	06/27/08	01/03/11
e	58 SHS WW GRAINGER INC.	P	02/15/08	01/05/11
f	400 SHS COSTCO WHOLESALE CORP.	P	06/08/06	02/04/11
g	350 SHS WALGREEN CO.	P	06/27/08	02/04/11
h	350 SHS WALGREEN CO.	P	06/27/08	02/11/11
i	200 SHS COSTCO WHOLESALE CORP.	P	06/08/06	02/15/11
j	150 SHS OCCIDENTAL PETROLEUM CORP.	P	11/21/08	02/22/11
k	400 SHS OCCIDENTAL PETROLEUM CORP.	P	VARIOUS	02/23/11
l	95 SHS W. W. GRAINGER INC.	P	VARIOUS	03/30/11
m	105 SHS W. W. GRAINGER INC.	P	01/17/08	03/31/11
n	131 SHS COSTCO WHOLESALE CORP.	P	06/08/06	04/08/11
o	300 SHS COCA COLA CO.	P	09/15/08	04/15/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,435.		10,184.	1,251.
b	33,210.		29,892.	3,318.
c	4,920.		4,270.	650.
d	29,481.		24,824.	4,657.
e	8,042.		4,351.	3,691.
f	29,567.		21,228.	8,339.
g	14,802.		11,585.	3,217.
h	14,800.		11,585.	3,215.
i	14,865.		10,614.	4,251.
j	15,349.		6,909.	8,440.
k	41,658.		18,290.	23,368.
l	13,098.		7,099.	5,999.
m	14,429.		7,822.	6,607.
n	10,086.		6,952.	3,134.
o	20,426.		16,581.	3,845.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,251.
b				3,318.
c				650.
d				4,657.
e				3,691.
f				8,339.
g				3,217.
h				3,215.
i				4,251.
j				8,440.
k				23,368.
l				5,999.
m				6,607.
n				3,134.
o				3,845.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	169 SHS COSTCO WHOLESALE CORP.	P	06/08/06	04/15/11
b	180 SHS W. W. GRAINGER INC.	P	01/17/08	04/18/11
c	112 SHS W. W. GRAINGER INC.	P	01/17/08	04/19/11
d	300 SHS COSTCO WHOLESALE CORP.	P	VARIOUS	05/10/11
e	150 SHS NOVARTIS AG A D R	P	10/02/07	05/31/11
f	1,200 SHS NESTLE SA SPON A D R	P	03/28/06	06/01/11
g	450 SHS WALGREEN CO.	P	VARIOUS	07/20/11
h	1,300 SHS WALGREEN CO.	P	VARIOUS	08/11/11
i	62,680.81 SHS BBH BROAD MKT FIXED	P	VARIOUS	09/06/11
j	300 SHS COCA COLA CO.	P	VARIOUS	09/19/11
k	297 SHS COCA COLA CO.	P	VARIOUS	10/17/11
l	403 SHS COCA COLA CO.	P	VARIOUS	10/18/11
m	235 SHS COSTCO WHOLESALE CORP.	P	05/12/09	10/27/11
n	15,488.867 SHS BBH BROAD MKT FIXED	P	06/15/07	11/16/11
o	500 SHS LIBERTY GLOBAL INC.	P	08/04/06	11/28/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,981.		8,969.	4,012.
b	26,334.		13,409.	12,925.
c	16,382.		8,343.	8,039.
d	24,735.		14,937.	9,798.
e	9,598.		8,236.	1,362.
f	77,686.		35,140.	42,546.
g	18,872.		14,650.	4,222.
h	44,620.		35,982.	8,638.
i	650,000.		626,076.	23,924.
j	21,108.		15,935.	5,173.
k	19,926.		15,263.	4,663.
l	26,969.		17,442.	9,527.
m	20,061.		10,931.	9,130.
n	160,000.		153,804.	6,196.
o	19,607.		11,250.	8,357.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,012.
b				12,925.
c				8,039.
d				9,798.
e				1,362.
f				42,546.
g				4,222.
h				8,638.
i				23,924.
j				5,173.
k				4,663.
l				9,527.
m				9,130.
n				6,196.
o				8,357.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	300 SHS CHUBB CORP.	P	VARIOUS	11/29/11
b	400 SHS LIBERTY GLOBAL INC.	P	08/04/06	11/29/11
c	265 SHS COSTCO WHOLESALE CORP.	P	VARIOUS	11/30/11
d	400 SHS LIBERTY GLOBAL INC.	P	VARIOUS	11/30/11
e	248 SHS LIBERTY GLOBAL INC.	P	07/31/06	12/05/11
f	752 SHS LIBERTY GLOBAL INC.	P	VARIOUS	12/06/11
g	16,542.597 SHS BBH INTL EQUITY FUND	P	VARIOUS	12/08/11
h	150 SHS VISA INC. CL A	P	12/07/10	12/19/11
i	300 SHS EOG RESOURCES INC.	P	VARIOUS	12/22/11
j	CLASS ACTION LITIG-RENAISSANCERE	P	VARIOUS	01/25/11
k	CLASS ACTION LITIG-QWEST	P	VARIOUS	06/30/11
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,482.		16,419.	3,063.
b	15,515.		9,000.	6,515.
c	22,523.		9,384.	13,139.
d	15,638.		8,870.	6,768.
e	9,936.		5,419.	4,517.
f	29,874.		16,213.	13,661.
g	200,000.		235,148.	-35,148.
h	14,761.		11,664.	3,097.
i	29,495.		28,931.	564.
j	83.			83.
k	27.			27.
l	28,324.			28,324.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,063.
b				6,515.
c				13,139.
d				6,768.
e				4,517.
f				13,661.
g				-35,148.
h				3,097.
i				564.
j				83.
k				27.
l				28,324.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	265,153.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
BBH MONEY MARKET FUND	31.
INTERNAL REVENUE SERVICE	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABORATORIES	1,920.	0.	1,920.
AMETEK INC	90.	0.	90.
AUTOMATIC DATA PROCESSING	2,088.	0.	2,088.
BAXTER INTERNATIONAL INC.	3,023.	0.	3,023.
BBH BROAD MKT FD CL N	37,662.	5,588.	32,074.
BBH INTL EQUITY FD C LN	10,850.	0.	10,850.
BECTON DICKINSON & CO	215.	0.	215.
BLACKSTONE GROUP LP	123.	0.	123.
BRISTOL MYERS SQUIBB	2,805.	0.	2,805.
CANADIAN IMPERIAL BANK OF COMMERCE	1,350.	0.	1,350.
CHIMERA INVESTMENT CORP.	2,550.	0.	2,550.
CHUBB CORP.	3,311.	0.	3,311.
CME GROUP INC.	560.	0.	560.
COCA-COLA CO.	1,551.	0.	1,551.
COMCAST CORP - CL A	2,773.	0.	2,773.
COMCAST CORP. CLA	619.	0.	619.
CONOCO PHILLIPS	990.	0.	990.
COSTCO WHOLESALE CORP.	570.	0.	570.
CROWN CASTLE INT'L 9% DUE 01-15-15	4,500.	0.	4,500.
DANAHER CORP.	30.	0.	30.
DENTSPLY INT'L INC.	470.	0.	470.
DIAGEO PLC SPONS ADR	4,469.	0.	4,469.
DOUBLELINE TOTAL RETURN BD FD	36,646.	0.	36,646.
EATON CORP	1,870.	0.	1,870.
ECOLAB INC.	814.	0.	814.
ENBRIDGE ENERGY PTNRS LP	2.	0.	2.
ENBRIDGE INC.	1,005.	0.	1,005.
ENTERPRISE PRODS PTNRS	8.	0.	8.
EOG RESOURCES INC.	627.	0.	627.
FREEPORT MCMORAN COPPER & GOLD	1,500.	0.	1,500.
GENERAL MILLS INC.	152.	0.	152.
GLOBAL X BRAZIL MID CAP	755.	0.	755.
GRAINGER (W.W.) INC	266.	0.	266.
HARTFORD FINANCIAL SVCES	700.	0.	700.
I B M CORP.	863.	0.	863.
INVESCO MORTGAGE CAPITAL	2,400.	0.	2,400.
ISHARES MSCI BRAZIL INDEX FUND	248.	0.	248.
JOHNSON & JOHNSON	2,954.	0.	2,954.
KRAFT FOODS INC CL A	1,595.	0.	1,595.
LYONDELL BASELL INDS, NY	17,425.	0.	17,425.
MFA FINANCIAL INC	7,372.	0.	7,372.
MICROSOFT CORP	1,196.	0.	1,196.
MOSAIC CO/THE-WI	200.	0.	200.
NESTLE SA SPONS ADR	7,289.	0.	7,289.
NOVARTIS AG SPON ADR	5,081.	0.	5,081.

NYC HSG DEV 6.42%, 11-1-27	4,173.	0.	4,173.
NYS MUNIC BOND BANK	5,622.	0.	5,622.
OCCIDENTAL PETROLEUM	1,755.	0.	1,755.
PEPSICO INC	1,642.	0.	1,642.
PEPSICO INC	773.	0.	773.
PFIZER INC	2,100.	0.	2,100.
PIMCO INC. FD	119.	0.	119.
PIMCO TOTAL RETURN FUND	4,024.	0.	4,024.
PROGRESSIVE CORP, OHIO	2,013.	0.	2,013.
QUALCOMM INC	607.	0.	607.
ROCKWELL AUTOMATION INC.	1,816.	0.	1,816.
SNAP ON INC	425.	0.	425.
STAR GAS PARTNERS LP	1,615.	0.	1,615.
T. ROWE PRICE NEW ASIA FUND	24,748.	22,687.	2,061.
TARGET CORP	1,110.	0.	1,110.
TCW TOTAL RETURN BD FD-I	9,788.	0.	9,788.
US BANCORP	2,242.	0.	2,242.
VALE SA ADR	1,346.	0.	1,346.
VANGUARD HIGH YIELD CORP-INV	380.	0.	380.
VISA INC - CL A	1,027.	0.	1,027.
WAL-MART STORES	3,703.	0.	3,703.
WALGREEN CO	613.	0.	613.
WASTE MANAGEMENT	6,154.	0.	6,154.
WELLS FARGO & CO NEW	1,343.	0.	1,343.
WILL, IL, CCSD, TXBL, 5.6%, 10/1/17	5,600.	0.	5,600.
WINDSTREAM CORP	2,500.	0.	2,500.
WISDOMTREE ASIA LOCAL DEBT	3,157.	0.	3,157.
WISDOMTREE EMERG MKTS EQUITY INC.	4,555.	0.	4,555.
WISDOMTREE EMERG MKTS LOCAL DEBT FD	8,295.	49.	8,246.
XEROX CORP	683.	0.	683.
TOTAL TO FM 990-PF, PART I, LN 4	277,415.	28,324.	249,091.

THE RESOURCE FOUNDATION, INC. 22-2870501

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP L.P.	1,100.	1,100.	
ENTERPRISE PRODUCTS PARTNERS	-1,915.	-1,915.	
NATURAL RESOURCE PTNRS L.P.	257.	257.	
ENBRIDGE ENERGY PARTNERS, LP	-1,480.	-1,480.	
PAA NATURAL GAS STORAGE, LP	-1,226.	-1,226.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,264.	-3,264.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	47,485.	47,485.		0.
CUSTODY FEES	2,305.	2,305.		0.
CONSULTANT SERVICES	15,000.	3,750.		11,250.
TO FORM 990-PF, PG 1, LN 16C	64,790.	53,540.		11,250.

THE RESOURCE FOUNDATION, INC. 22-2870501

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U. S. EXCISE TAX	4,500.	0.		0.
TAXES WITHHELD AT SOURCE	7,049.	7,049.		0.
PAYROLL TAXES	842.	211.		631.
TO FORM 990-PF, PG 1, LN 18	12,391.	7,260.		631.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	102.	13.		89.
ADR FEES	117.	117.		0.
OFFICE SUPPLIES	212.	26.		186.
TO FORM 990-PF, PG 1, LN 23	431.	156.		275.

THE RESOURCE FOUNDATION, INC. 22-2870501

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
$100,000 NYS MUN BD BK 6.636, 4-1-25		X	100,000.	119,539.
$100,000 WILL, IL, CCSD, TXBL, 5.6%, 10/1/17		X	103,900.	117,308.
$55,000 NYC HSG DEV 6.42 11-1-27		X	55,000.	59,652.
$100,000 RI HSG & MTG AMT 4.9%		X	100,279.	100,011.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			359,179.	396,510.
TOTAL TO FORM 990-PF, PART II, LINE 10A			359,179.	396,510.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
850 SHS. EOG RESOURCES INC.	75,889.	83,733.
1,500 SHS. ROCKWELL AUTOMATION	99,919.	110,055.
1,200 SHS. ECOLAB INC.	47,997.	69,372.
1,350 SHS. JOHNSON & JOHNSON	84,312.	88,533.
1,100 SHS. OCCIDENTAL PETROLEUM	51,628.	103,070.
1,400 SHS. VISA INC. - CL A	103,459.	142,142.
1,450 SHS. AUTOMATIC DATA PROCESSING	57,957.	78,315.
1,800 SHS. DIAGEO PLC - SPONS ADR	108,683.	157,356.
2,350 SHS. MICROSOFT CORP.	54,078.	61,006.
2,500 SHS. SOUTHWESTERN ENERGY	91,508.	79,850.
4,000 SHS. WISDOM TREE EMRG MKTS LOCAL	207,143.	194,560.
2,000 SHS. WISDOMTREE EMG MKTS EQ INC.	102,067.	102,540.
1,850 SHS. CHUBB CORP.	91,561.	128,057.
2,550 SHS. NOVARTIS AG-ADR	138,707.	145,783.
2,850 SHS. BAXTER INTL INC.	138,003.	141,018.
3,300 SHS. EBAY INC	58,569.	100,089.
2,500 SHS. DENTSPLY INTL INC	69,960.	87,475.
2,750 SHS. WAL-MART STORES	126,789.	164,340.
2,700 SHS. BERKSHIRE HATHAWAY - CL B	158,979.	206,010.
141,098 SHS. BBH BROAD MKT FD-CL N	1,402,165.	1,449,081.
58,887 SHS. DOUBLELINE TOT RET BD FD	636,955.	649,519.
400 SHS. APPLE INC.	133,282.	162,000.
2,950 SHS. NESTLE SA SPONS ADR	103,058.	170,244.
13,799 SHS. PIMCO TOTAL RETURN FUND	150,000.	150,000.
28,953 SHS BBH INTL EQUITY FD CL N	355,499.	339,907.
4,525 SHS. WASTE MANAGEMENT	147,224.	148,013.
6,300 SHS. US BANCORP	141,588.	170,415.
5,800 SHS. PROGRESSIVE CORP OHIO	102,828.	113,158.
5,150 SHS. DELL INC	129,884.	75,345.
5,750 SHS. LIBERTY MEDIA INTERACTIVE A	105,309.	93,236.
6,900 SHS. COMCAST CORP-CL A	174,827.	163,599.
9,100 SHS. MFA FINANCIAL INC.	69,959.	61,152.
925 SHS. PEPSICO INC.	48,842.	61,374.
1,500 SHS. ANHEUSER-BUSCH	77,203.	91,485.
750 SHS. BECTON DICKINSON CO.	56,966.	56,040.
1,250 SHS. GENERAL MILLS INC	48,377.	50,513.
850 SHS. HENRY SCHEIN INC	54,186.	54,765.
2,050 SHS. TARGET CORP	101,168.	105,001.
11,905 SHS. T. ROWE PRICE NEW ASIA FUND	200,000.	165,596.
3,950 SHS. WELLS FARGO & CO	116,589.	108,862.
35,125 SHS. VANGUARD HIGH YIELD CORP.	197,400.	199,859.
4,000 SHS. WISDOM TREE ASIA LOCAL DEBT	207,000.	200,360.
1,250 SHS. SNAP ON INC.	68,467.	63,275.
3,000 SHS. KRAFT FOODS INC - A	101,484.	112,080.
1,500 SHS. PEPSICO INC	93,876.	99,525.
2,000 SHS. ABBOTT LABORATORIES	100,625.	112,460.
3,500 SHS. BRISTOL MYERS SQUIBB	93,364.	123,340.

4,000 SHS. COMCAST CORP - A	99,464.	94,840.
2,500 SHS. CROWN CASTLE INTL	105,947.	112,000.
5,000 SHS. WINDSTREAM CORP	66,225.	58,700.
1,500 SHS. AMETEK INC	60,897.	63,150.
5,000 SHS. FINISAR CORP	150,848.	83,725.
12,500 SHS. XEROX CORP	123,138.	99,500.
2,000 SHS SOUTHWESTERN ENERGY	80,503.	63,880.
1,500 SHS. MOSAIC CO/THE - WI	112,955.	75,645.
3,500 SHS. LYONDELL BASELL INDS-CL A	148,972.	113,715.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,034,282.	8,358,663.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$50,000 CROWN CASTLE INTL 9% 1-15-15	51,125.	54,188.
$50,000 STAR GAS PTNRS 8.875%, 12/1/17	52,125.	50,750.
TOTAL TO FORM 990-PF, PART II, LINE 10C	103,250.	104,938.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
5,000 SHS. BLACKSTONE GROUP, LP	FMV	85,615.	70,050.
TOTAL TO FORM 990-PF, PART II, LINE 13		85,615.	70,050.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 11

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROY B. SIMPSON
EDITH J. SIMPSON
ROY B. SIMPSON, JR.