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
LIPPES FAMILY CHARITABLE FOUNDATION
C/O GERALD S. LIPPES

A Employer identification number
22-3019880

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
665 MAIN STREET, SUITE 300

B Telephone number
(716)853-5100

City or town, state, and ZIP code
BUFFALO, NY 14203

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)* ▶$ 1,520,641.

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))

| | | (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 | | | | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 56,673. | 56,673. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 491. | | | |
| | b Gross sales price for all assets on line 6a 733,899. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 491. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 **Total.** Add lines 1 through 11 | 57,164. | 57,164. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 2 | 5,080. | 5,080. | 0. | 0. |
| | c Other professional fees | | | | |
| | 17 Interest | 41. | 41. | 0. | 0. |
| | 18 Taxes STMT 3 | 532. | 36. | 0. | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 4 | 2,424. | 2,424. | 0. | 0. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 8,077. | 7,581. | 0. | 0. |
| | 25 Contributions, gifts, grants paid | 260,450. | | | 260,450. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 268,527. | 7,581. | 0. | 260,450. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | -211,363. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 49,583. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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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 | 3,945. | 25,078. | 25,078. |
| | 2 | Savings and temporary cash investments | 70,248. | 132,529. | 132,529. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ 5,567. | | | |
| | | Less: allowance for doubtful accounts ▶ 0. | 0. | 5,567. | 5,567. |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | 824. | 824. |
| | 10a | Investments - U.S. and state government obligations STMT 5 | 780,709. | 617,571. | 633,054. |
| | b | Investments - corporate stock STMT 6 | 99,448. | 109,525. | 115,787. |
| | c | Investments - corporate bonds STMT 7 | 199,445. | 138,254. | 109,925. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 8 | 485,290. | 397,768. | 497,877. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers) | 1,639,085. | 1,427,116. | 1,520,641. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 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 ▶ ACCRUED EXPENSES ) | 606. | 0. | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 606. | 0. | |
| 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 ▶ [X] and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,638,479. | 1,427,116. | |
| | 30 | **Total net assets or fund balances** | 1,638,479. | 1,427,116. | |
| | 31 | **Total liabilities and net assets/fund balances** | 1,639,085. | 1,427,116. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,638,479. |
| 2 | Enter amount from Part I, line 27a | 2 | -211,363. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,427,116. |
| 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 | 1,427,116. |

## 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 | SALE OF SECURITIES - SEE ATTACHED | P | VARIOUS | 12/31/11 |
| b | SALE OF SECURITIES - SEE ATTACHED | P | 01/01/11 | 12/31/11 |
| 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 | 156,410. | | 159,093. | -2,683. |
| b | 577,489. | | 574,315. | 3,174. |
| c | | | | |
| d | | | | |
| e | | | | |

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 | | | | -2,683. |
| b | | | | 3,174. |
| c | | | | |
| d | | | | |
| e | | | | |

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | 491. |
| 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 | 152,815. | 1,843,321. | .082902 |
| 2009 | 194,764. | 1,712,883. | .113705 |
| 2008 | 211,926. | 1,895,428. | .111809 |
| 2007 | 306,422. | 2,308,359. | .132745 |
| 2006 | 274,477. | 2,532,521. | .108381 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | .549542 |
| 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 | .109908 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 1,637,068. |
| 5 Multiply line 4 by line 3 | 5 | 179,927. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 496. |
| 7 Add lines 5 and 6 | 7 | 180,423. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 260,450. |

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 | 496. |
| 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 | 496. |
| 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 | 496. |
| 6 Credits/Payments: | | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 1,320. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d | | | 7 | 1,320. |
| 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 | 824. |
| 11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ | 824. | **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) ▶ NY | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 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 |

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

| | | Line | 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 ▶ GERALD S. LIPPES Telephone no. ▶ (716) 853-5100
Located at ▶ 665 MAIN STREET, SUITE 300, BUFFALO, NY ZIP+4 ▶ 14203

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

| | | Line | 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.**

| | | | Line | 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)? | N/A | 1b | | |
| | 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** No: 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 |
|---|---|---|---|---|
| GERALD L. LIPPES<br>665 MAIN STREET, SUITE 300<br>BUFFALO, NY 14203 | CHAIRMAN<br>10.00 | 0. | 0. | 0. |
| TRACY G. LIPPES<br>665 MAIN STREET, SUITE 300<br>BUFFALO, NY 14203 | VICE PRES/SEC<br>1.00 | 0. | 0. | 0. |
| ADAM S. LIPPES<br>665 MAIN STREET, SUITE 300<br>BUFFALO, NY 14203 | VICE PRES<br>1.00 | 0. | 0. | 0. |
| DAVID F. LIPPES<br>665 MAIN STREET, SUITE 300<br>BUFFALO, NY 14203 | VICE PRES<br>1.00 | 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

## 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.<br>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 | 1,329,796. |
| b | Average of monthly cash balances | 1b | 82,724. |
| c | Fair market value of all other assets | 1c | 249,478. |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,661,998. |
| 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 | 1,661,998. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 24,930. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,637,068. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 81,853. |

## 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 | 81,853. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 — 2a: 496. | | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 496. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 81,357. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 81,357. |
| 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 | 81,357. |

## 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 | 260,450. |
| 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 | 260,450. |
| 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 | 496. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 259,954. |

**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 | | | | 81,357. |
| 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 150,317. | | | | |
| b From 2007 193,294. | | | | |
| c From 2008 118,741. | | | | |
| d From 2009 110,460. | | | | |
| e From 2010 61,935. | | | | |
| f **Total** of lines 3a through e | 634,747. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 260,450. | | | | |
| 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 | | | | 81,357. |
| e Remaining amount distributed out of corpus | 179,093. | | | |
| 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 | 813,840. | | | |
| 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 | 150,317. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | 663,523. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 193,294. | | | | |
| b Excess from 2008 118,741. | | | | |
| c Excess from 2009 110,460. | | | | |
| d Excess from 2010 61,935. | | | | |
| e Excess from 2011 179,093. | | | | |

## 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).)

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:

GERALD S. LIPPES, (716)853-5100
665 MAIN STREET SUITE 300, BUFFALO, NY 14203

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

WRITTEN

c Any submission deadlines:

NONE

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

NONE

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| SEE ATTACHED SCHEDULE | | | | 260,450. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 260,450. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

Form **990-PF** (2011)

123611 12-02-11

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 56,673. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 491. | |
| 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. | | 57,164. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 57,164.

(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). |
|---|---|
| | |

123621
12-02-11

**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 | Date 5/14/12 | Title CHAIRMAN

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 |
|---|---|---|---|---|
| DAVID R. BARRETT | David L. Barrett, CPA | 5/11/12 | | P00055875 |

Firm's name ▶ FREED MAXICK CPAS, P.C. — Firm's EIN ▶ 45-4051133

Firm's address ▶ 800 LIBERTY BLDG. 420 MAIN ST. BUFFALO, NY 14202-3508 — Phone no. 716-847-2651

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| INTEREST/DIVIDENDS | 56,673. | 0. | 56,673. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 56,673. | 0. | 56,673. |

FORM 990-PF ACCOUNTING FEES STATEMENT 2

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| | 5,080. | 5,080. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 5,080. | 5,080. | 0. | 0. |

FORM 990-PF TAXES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL | 496. | 0. | 0. | 0. |
| FOREIGN | 36. | 36. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 532. | 36. | 0. | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BANK CHARGES | 2,174. | 2,174. | 0. | 0. |
| NYS ATTORNEY GENERAL | 250. | 250. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 2,424. | 2,424. | 0. | 0. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| GOV. OBLIGATIONS | X | | 617,571. | 633,054. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 617,571. | 633,054. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 617,571. | 633,054. |

FORM 990-PF CORPORATE STOCK STATEMENT 6

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK | 109,525. | 115,787. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 109,525. | 115,787. |

FORM 990-PF CORPORATE BONDS STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE BONDS | 138,254. | 109,925. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 138,254. | 109,925. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| OTHER INVESTMENTS | COST | 397,768. | 497,877. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 397,768. | 497,877. |

**LIPPES FAMILY CHARITABLE FOUNDATION**
FEIN: 22-3019880
SUPPLEMENTAL SCHEDULE OF CONTRIBUTIONS PAID
ATTACHMENT TO 2011 FORM 990-PF, PART XV

| PAYEE | ADDRESS | PURPOSE | AMOUNT |
|---|---|---|---|
| Providence Alaska Palliative Care | Anchorage, AK | Charitable | 500 00 |
| Sarasota Opera | Florida | Charitable | 450 00 |
| Sarasota Orchestra | Sarasota, FL | Charitable | 590.00 |
| Albright-Knox Art Gallery | Buffalo, NY | Charitable | 1500 00 |
| Buffalo Philharmonic Orchestra | Buffalo, NY | Charitable | 1290 00 |
| Orchid? (GSL) | Florida | Charitable | 500 00 |
| Buffalo Philharmonic Orchestra | Buffalo, NY | Charitable | 10 00 |
| Sarasota Opera | Sarasota, FL | Charitable | 6,629 00 |
| Whitney Museum of American Art | New York | Charitable | 3,200 00 |
| Forest Lawn | Buffalo | Charitable | 498 50 |
| American Express (Whitney Museum of American Art Spring Meeting) | New York | Charitable | 3,450 30 |
| Tapeal PTA | NY | Charitable | 250 00 |
| Tapeal PTA | NY | Charitable | 250 00 |
| Williams World LTD (Whitney Museum of American Art Fall Meeting) | | Charitable | 4,000 00 |
| American Express (Whitney Museum of American Art Spring Meeting) | New York | Charitable | 2,591 82 |
| Central Synagogue | New York | Charitable | 2,650 00 |
| S&G I LLC (Whitney Museum of American Art Spring Meeting) | New York | Charitable | 12,951 35 |
| Albright-Knox Art Gallery | Buffalo | Charitable | 300 00 |
| Aspen Art Museum | Aspen | Charitable | 15,000 00 |
| American Express (Whitney Museum of American Art Fall Meeting) | New York | Charitable | 10,997 00 |
| Whitney Museum of American Art | New York | Charitable | 15,000 00 |
| Hospice Foundation of WNY | Buffalo | Charitable | 250 00 |
| American Express (Whitney Museum of American Art Fall Meeting) | New York | Charitable | 15,392 00 |
| Albright Knox Art Gallery (memory of Anne Haughton) | Buffalo | Charitable | 250 00 |
| Taptel PTA | Yakima, WA | Charitable | 250 00 |
| Taptel PTA | Yakima, WA | Charitable | 250 00 |
| Erie County Library | Buffalo | Charitable | 2,500 00 |
| University of Buffalo Foundation | Buffalo | Charitable | 10,000 00 |
| The Nichols School (#4 of 5) | Buffalo | Charitable | 2,000 00 |
| Metropolitan Museum of Art | Buffalo | Charitable | 1,200 00 |
| Roswell Park Alliance Foundation | Buffalo | Charitable | 250 00 |
| Miami Transplant Center | Miami, FL | Charitable | 2500 00 |
| Naples Botanical Garden | Naples, FL | Charitable | 250 00 |
| WNY Women's Fund | Buffalo | Charitable | 2,000 00 |
| The Hewitt School | NY | Charitable | 1,000 00 |
| Albright-Knox Art Gallery (Grachos – 3rd payment) | Buffalo | Charitable | 10,000 00 |
| VOID | | Charitable | 0 00 |
| Albright Knox Art Gallery | Buffalo | Charitable | 50,000 00 |
| Buffalo State College Foundation, Inc | Buffalo | Charitable | 1,500 00 |
| The Nichols School | Buffalo | Charitable | 1,000 00 |
| Burchfield-Penney Art Center (Jody) | Buffalo | Charitable | 500 00 |
| Museum of Modern Art | NY | Charitable | 1,000 00 |
| Burchfield-Penney Art Center (GSL) | Buffalo | Charitable | 500 00 |
| Elmwood Franklin School | Buffalo | Charitable | 1,000 00 |
| The Browning School | NY | Charitable | 1,000 00 |
| Buffalo Philharmonic Orchestra | Buffalo | Charitable | 1,500 00 |
| Hallwall's | Buffalo | Charitable | 250.00 |
| Temple Beth Zion | Buffalo | Charitable | 2,500 00 |
| Law Enforcement Foundation of WNY | Buffalo | Charitable | 2,000 00 |
| Roswell Park Alliance Foundation (Lele Fellowship – 2nd payment $14,000 of $40,000) | Buffalo | Charitable | 7,000 00 |
| Madison Square Park Conservancy | New York | Charitable | 60,000 00 |
| | | | $260,449 97 |

**LIPPES FAMILY CHARITABLE FOUNDATION**

*FEIN: 22-3019880*

ATTACHMENT TO FORM 990-PF, PAGE 3, PART IV

| | Date of Purchase | Date of Sale | quantity | Proceeds | Cost Basis | Gain/loss | |
|---|---|---|---|---|---|---|---|
| ABERDEEN ASIA-PACIFIC INCOME FD | 4/27/2011 | 10/14/2011 | 1,800 | 12,287 | 13,074 | (788) | S |
| FHLMC 3755 LA 4% 5/15/40 | 1/25/2011 | 10/31/2011 | 135,000 | 96,209 | 95,077 | 1,132 | S |
| FHLMC 3761 LA 4% 10/15/39 | 11/26/2010 | 10/31/2011 | 23,000 | 19,182 | 19,239 | (57) | S |
| FNMA 09-28 MZZ 4.5% 5/25/39 | 5/26/2010 | 1/25/2011 | 20,000 | 20,000 | 19,804 | 197 | S |
| JP MORGAN CHASE & CO | 1/24/2011 | 10/14/2011 | 100 | 3,228 | 4,535 | (1,307) | S |
| SUNCOR ENERGY INC | 7/8/2011 | 9/22/2011 | 104 | 3,032 | 4,253 | (1,221) | S |
| T ROWE PRICE NEW ERA | 12/17/2010 | 10/28/2011 | 2 | 97 | 76 | 21 | S |
| TEMPLETON EMERGING MARKETS SMALL | 12/10/2010 | 10/28/2011 | 239 | 2,375 | 3,035 | (660) | S |
| | | | | 156,410 | 159,093 | (2,683) | |

| | | | | | | |
|---|---|---|---|---|---|---|
| CISCO SYSTEMS INC | 10/16/2009 | 7/5/2011 | 250 | 3,883 | 5,927 | (2,043) |
| DANAHER CORP COM | 7/19/2010 | 11/1/2011 | 200 | 9,910 | 7,566 | 2,344 |
| DEVON ENERGY CORP NEW | 5/3/2010 | 12/12/2011 | 100 | 6,577 | 6,880 | (303) |
| DODGE & COX INT'L FUND | 1/9/2007 | 10/28/2011 | 115 | 3,834 | 5,019 | (1,184) |
| DODGE & COX INT'L FUND | 5/20/2008 | 10/28/2011 | 110 | 3,668 | 5,045 | (1,377) |
| EMC CORP (MASS) COM | 5/3/2010 | 10/27/2011 | 200 | 4,840 | 3,922 | 918 |
| FED. HIGH INCOME BOND | VARIOUS | 3/4/2011 | 3,876 | 29,980 | 29,018 | 962 |
| FEDEX CORP | 1/21/2004 | 10/14/2011 | 50 | 3,641 | 3,471 | 171 |
| FHLMC 2777 PP 5% 4/15/34 | 3/8/2010 | VARIOUS | 13,000 | 13,000 | 13,003 | (3) |
| FHLMC 2789 NZZ 5% 5/15/34 | 10/28/2010 | 11/18/2011 | 58,000 | 80,554 | 79,890 | 664 |
| FHLMC 3751 UU 4% 2/15/40 | 1/25/2011 | VARIOUS | 2,000 | 2,000 | 1,970 | 30 |
| FHLMC, 5%, DUE 12/15/34 | 12/29/04 | 8/15/2011 | 40,000 | 433 | 304 | 129 |
| FHR 2922 KC 5% 2/15/35 | 7/20/06 | 1/18/2011 | 25,000 | 626 | 231 | 395 |
| FHR 2927 XB 5% 9/15/34 | 6/25/2009 | 2/15/2011 | 30,000 | 2,004 | 2,007 | (4) |
| FHR 3015 HD 5% 8/15/35 | 9/18/07 | 1/18/2011 | 40,000 | 2,107 | 1,319 | 788 |
| FHR 3050 KA 5 5% 5/15/35 | 6/27/2006 | 3/15/2011 | 10,000 | 176 | (64) | 240 |
| FHR 3514 GA 5% 1/15/35 | 8/21/2009 | 9/15/2011 | 20,000 | 662 | 666 | (4) |
| FHR 5% 8/15/34 | 12/8/05 | 2/15/2011 | 75,000 | 369 | (702) | 1,071 |
| FHR 5% 01/15/35 | 8/23/05 | 2/15/2011 | 150,000 | 8,399 | 8,232 | 167 |
| FHR 5% 6/15/35 | 10/26/05 | 1/18/2011 | 100,000 | 1,590 | 1,118 | 472 |
| FNMA 10-13 NA 5% 3/25/40 | 2/23/2010 | 2/25/2011 | 20,000 | 3,976 | 3,979 | (4) |
| FNMA 10-61 LA 4 5% 6/25/40 | 6/16/2010 | 10/25/2011 | 25,000 | 2,479 | 2,482 | (3) |
| FNR 03-58 KG 4% 5/25/33 | 5/15/2009 | 2/25/2011 | 150,000 | 440 | 444 | (4) |
| FNR 05-79 HE 5% 05/25/35 | 8/25/05 | Feb-11 | 86,000 | 509 | 209 | 300 |
| GNR 09-45 WA 5% 3/20/38 | 7/27/2009 | 11/21/2011 | 30,000 | 1,011 | 1,014 | (4) |
| GNR 09-62 MA 5% 12/16/38 | 8/25/2009 | 1/18/2011 | 27,000 | 804 | 807 | (4) |
| GNR 09-66 WA 5% 10/20/38 | 8/25/2009 | 10/20/2011 | 50,000 | 472 | 475 | (4) |
| GNR 9-68 EA 5% 1/20/39 | 8/25/2009 | 12/20/2011 | 25,000 | 464 | 467 | (3) |
| GOLD CORP INC NEW COM | 9/2/2009 | 9/22/2011 | 150 | 7,690 | 5,558 | 2,132 |
| HEWLETT-PACKARD, CO | 5/6/2004 | 9/22/2011 | 100 | 2,271 | 2,028 | 243 |
| LORD ABBOTT DEB CLASS C | VARIOUS | 3/4/2011 | 3,727 | 29,980 | 29,899 | 81 |
| MOTOROLA INC | 5/22/2008 | 1/7/2011 | 108 | 3,451 | 1,109 | 2,341 |
| MOTOROLA INC | 5/1/2007 | 1/7/2011 | 25 | 959 | 449 | 510 |
| PAYCHEX INC | 6/9/2005 | 9/22/2011 | 100 | 2,670 | 3,027 | (357) |
| PROCTER & GAMBLE | 1/21/2004 | 12/12/2011 | 100 | 6,477 | 5,018 | 1,459 |
| SUNCOR ENERGY INC | 3/1/2004 | 9/22/2011 | 96 | 2,799 | 1,661 | 1,138 |
| T ROWE PRICE NEW ERA | 5/22/2008 | 10/28/2011 | 70 | 3,374 | 5,045 | (1,671) |
| T ROWE PRICE NEW ERA | 12/7/2010 | 10/28/2011 | 59 | 2,840 | 3,000 | (160) |
| TEVA PHARMACEUTICALS | 12/10/2009 | 10/14/2011 | 100 | 3,784 | 5,399 | (1,615) |
| THIRD AVENUE SMALL CAP VALUE | 2/28/2006 | 10/14/2011 | 100 | 2,012 | 2,569 | (557) |
| TRAVELERS COS INC COM | 1/24/2004 | 10/14/2011 | 100 | 5,081 | 4,225 | 856 |
| WAL MART | 11/17/2005 | 1/24/2011 | 75 | 4,162 | 3,715 | 447 |
| WELLS FARGO CAP IV GTD CAP SECS PFD 6 : | 1/9/2009 | 4/25/2011 | 500 | 12,500 | 12,285 | 215 |
| CMS OFFSHORE MANAGER SELECT | 2002 | 12/15/2011 | | 5,567 | 11,163 | (5,596) |
| Various Principal repayments | | | | 293,466 | 293,466 | - |
| | | | | 577,489 | 574,315 | 3,173 |