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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation ANDERSON-ROGERS FOUNDATION, INC.		A Employer identification number 22-3052390
Number and street (or P O box number if mail is not delivered to street address) 327 WEST 19TH STREET		B Telephone number 212-989-9331
City or town, state, and ZIP code NEW YORK, NY 10011		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,216,759.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,454,500.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,310.	5,310.		STATEMENT 1
4 Dividends and interest from securities		237,097.	237,097.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-235,001.			
b Gross sales price for all assets on line 6a		425,258.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		1,461.	1,461.		STATEMENT 3
12 Total. Add lines 1 through 11		3,463,367.	243,868.		
13 Compensation of officers, directors, trustees, etc.		22,500.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,500.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		11,800.	0.		0.
19 Depreciation and depletion		541.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		3,986.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		43,327.	0.		0.
25 Contributions, gifts, grants paid		324,150.			324,150.
26 Total expenses and disbursements. Add lines 24 and 25		367,477.	0.		324,150.
27 Subtract line 26 from line 12		3,095,890.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			243,868.		
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			
	2 Savings and temporary cash investments	1,379,791.	505,674.	505,674.
	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 ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	3,414,784.	7,710,321.	7,710,321.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 3,477.			
	Less accumulated depreciation STMT 8 ▶ 2,713.	1,305.	764.	764.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,795,880.	8,216,759.	8,216,759.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	1,804.	1,865.	
23 Total liabilities (add lines 17 through 22)	1,804.	1,865.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	4,794,076.	8,214,894.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	4,794,076.	8,214,894.		
31 Total liabilities and net assets/fund balances	4,795,880.	8,216,759.		

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	4,794,076.
2 Enter amount from Part I, line 27a	2	3,095,890.
3 Other increases not included in line 2 (itemize) ▶ FAIR MARKET VALUE ADJUSTMENTS	3	324,928.
4 Add lines 1, 2, and 3	4	8,214,894.
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	8,214,894.

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	1000 3M COMPANY	P	01/31/96	12/07/11
b	35000 EATON VANCE TAX MGD DIV EQ FD	P	06/25/07	12/07/11
c	2000 SPECTRA ENERGY CORP	P	02/02/07	12/08/11
d	CAPITAL GAINS DIVIDENDS			
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 80,011.		34,171.	45,840.
b 286,939.		573,732.	-286,793.
c 57,964.		52,356.	5,608.
d 344.			344.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			45,840.
b			-286,793.
c			5,608.
d			344.
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	-235,001.
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	384,035.	4,050,613.	.094809
2009	247,087.	3,264,222.	.075696
2008	268,591.	4,089,709.	.065675
2007	238,550.	4,800,852.	.049689
2006	284,148.	4,393,441.	.064676

2 Total of line 1, column (d)	2	.350545
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	.070109
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,165,098.
5 Multiply line 4 by line 3	5	432,229.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,439.
7 Add lines 5 and 6	7	434,668.
8 Enter qualifying distributions from Part XII, line 4	8	324,150.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	4,877.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	4,877.
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	4,877.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,930.	
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	3,930.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	12.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	959.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>FDNCENTER.ORG/GRANTMAKER/ARFDN/</u>	13	X	
14	The books are in care of ► <u>SARAH A POPE</u> Telephone no ► <u>212-989-9331</u> Located at ► <u>327 W 19TH ST, NY, NY</u> ZIP+4 ► <u>10011</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 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

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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

6b

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SARAH ANDERSON POPE 327 WEST NINETEENTH ST NEW YORK, NY 10011	PRES, TREASURER 5.00	0.	0.	0.
PORTER W. ANDERSON, JR. PO BOX 378492 KEY LARGO, FL 33037	DIRECTOR, VP, SECY 1.00	0.	0.	0.
CHARLES H. ROGERS 509 MONPONSETT ST HALIFAX, MA 02338	DIRECTOR 1.00	0.	0.	0.
JULIETTE POPE 327 WEST NINETEENTH ST NEW YORK, NY 10011	DIRECTOR 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 OVER \$50,000	0.00	0.	0.	0.

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

0

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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	5,524,547.
b	Average of monthly cash balances	1b	734,436.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,258,983.
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	6,258,983.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,885.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,165,098.
6	Minimum investment return. Enter 5% of line 5	6	308,255.

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	308,255.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,877.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	303,378.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	303,378.
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	303,378.

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	324,150.
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	324,150.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	324,150.

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

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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				303,378.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	8,393.			
c From 2008	72,794.			
d From 2009	90,790.			
e From 2010	191,934.			
f Total of lines 3a through e	363,911.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 324,150.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				303,378.
e Remaining amount distributed out of corpus	20,772.			
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	384,683.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	384,683.			
10 Analysis of line 9				
a Excess from 2007	8,393.			
b Excess from 2008	72,794.			
c Excess from 2009	90,790.			
d Excess from 2010	191,934.			
e Excess from 2011	20,772.			

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				
SEE ATTACHED SEE ATTACHED	NONE	501(C)(3)	SEE ATTACHED	324,150.
Total			3a	324,150.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN	
------	--

VIRGINIA GOYER

Virginia Byers ^{2/2} CPA

Date 2/27/12

P00025462

Firm's name ► MINGEL, METZGER, BARR & CO. LLP

Firm's EIN ▶	16-1092347
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Firm's address ► 100 CHESTNUT STREET, SUITE 1200
ROCHESTER, NY 14604

Phone no 585-423-1860

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

ANDERSON-ROGERS FOUNDATION, INC.

Employer identification number

22-3052390

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
ANDERSON-ROGERS FOUNDATION, INC.	22-3052390

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PORTER W ANDERSON 914 GRANDE AVE KEY LARGO, FL 33037	\$ 3,454,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

22-3052390

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization	Employer identification number
ANDERSON-ROGERS FOUNDATION, INC.	22-3052390

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
5	EQUIPMENT FROM EMERGED CORPORATION	031502SL	5.00	16		1,600.			1,600.	1,573.		0.
6	COPY MACHINE DELL COMPUTER	082407200DB5	5.00	17		650.			650.	538.		75.
7	EQUIPMENT	122410200DB5	5.00	17		1,227.			1,227.	61.		466.
	* TOTAL 990-PF PG 1 DEPR					3,477.		0.	3,477.	2,172.	0.	541.

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

(D) - Asset disposed

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

SOURCE	AMOUNT
MORGAN STANLEY NOMINEE	8,038.
MORGAN STANLEY NOMINEE ACCRUED INT PAID	-2,728.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,310.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY NOMINEE	237,441.	344.	237,097.
TOTAL TO FM 990-PF, PART I, LN 4	237,441.	344.	237,097.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPM ALERIAN MLP MISC PYMT	1,461.	1,461.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,461.	1,461.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	2,475.	0.		0.	
990PF TAX	8,303.	0.		0.	
NYS EPTL FEE	250.	0.		0.	
FOREIGN TAXES W/H FROM INVESTMENTS	772.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	11,800.	0.		0.	

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 FEES	372.	0.		0.	
INSURANCE	895.	0.		0.	
OFFICE SUPPLIES	124.	0.		0.	
CONSULTANT	875.	0.		0.	
DUES	1,695.	0.		0.	
FILING FEES	25.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	3,986.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
MONGAN STANLEY NOMINEE	7,710,321.		7,710,321.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,710,321.		7,710,321.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT FROM MERGED CORPORATION	1,600.	1,573.	27.
COPY MACHINE	650.	613.	37.
DELL COMPUTER EQUIPMENT	1,227.	527.	700.
TOTAL TO FM 990-PF, PART II, LN 14	3,477.	2,713.	764.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,703.	1,764.
REIMBURSEMENT DUE OFFICER	101.	101.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,804.	1,865.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
PORTER W. ANDERSON, JR.	KEY LARGO, FL 33037

ANDERSON-ROGERS FOUNDATION GRANTS

22-3052390

1/01/11 - 12/31/11

<u>Date</u>	<u>Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
1/28/11	Reproductive Health Technologies Project 1020 19th Street NW Washington, DC 20036	To support projects promoting reproductive freedom and health.	10,000
2/5/11	Pilobolus PO Box 388 Washington Depot, CT 06794	To support dance performance and education.	1,000
2/7/11	Cats in Need of Human Care 6353 Greyson Way Riverside, CA 92506	To support the animal rescue center.	3,500
2/7/11	Cumberland College 6191 College Station Drive Williamsburg, KY 40769	In general support of the school.	2,000
2/14/11	Wild Bird Fund, Inc. 558 Columbus Avenue New York, NY 10024	To provide emergency care for wild birds and animals in New York City.	5,000
2/15/11	New York Botanical Garden Bronx, NY 10458-5126	To support the Bronx Green-Up project.	5,000
2/16/11	Planned Parenthood League of Massachusetts 1055 Commonwealth Avenue Boston, MA 02215	To support the Get Real sex education program.	10,000
2/16/11	Bach Children's Chorus 97 Azalea Road Rochester, NY 14620	To support music education.	500
2/16/11	Anders Larson-Toich Foundation P. O. Box 839 Woodstock, NY 12498	To support project providing social welfare for adolescents and young adults suffering from cancer.	1,000
2/26/11	The Smile Train 41 Madison Avenue, 28th Floor New York, NY 10010	To provide free cleft-palate surgery for children.	2,000

ANDERSON-ROGERS FOUNDATION GRANTS
1/01/11 - 12/31/11

22-3052390

<u>Date</u>	<u>Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
3/11/11	Civil Liberties & Public Policy Program Hampshire College 895 West Street Amherst, MA 01002-3359	In support of CLPP's abortion rights and reproductive justice work.	10,000
3/21/11	GrowNYC 51 Chambers Street, Room 228 New York, NY 10007	To support the Learn It, Grow It, Eat It Program in Bronx NY.	25,000
3/29/11	New York Restoration Project 254 West 31st Street, 10th Floor New York, NY 10001	To support environmental clean-up programs in New York City.	1,000
4/6/11	Wildlife Alliance 1600 K Street, Suite 800 Washington, DC 20006	To support the Care for Rescued Wildlife program in Cambodia.	15,000
4/6/11	All About Animals P. O. Box 4331 Macon, GA 31208	To support animal rescue center.	5,000
4/6/11	American Littoral Society, Northeast Chapter 28 West 9th Road Broad Channel, NY 11693	To support environmental education, preservation of Jamaica Bay, and the 2011 NY State Beach Cleanup.	15,000
4/6/11	Center for Biological Diversity PO Box 710 Tucson, AZ 85702-0710	To support environmental advocacy and activism.	10,000
4/9/11	Seeking Common Ground P.O. Box 599 Canandaigua, NY 14424	To support the Harvest of the Month program in Monroe County, NY.	7,000
4/9/11	Association of Small Foundations 1720 N Street, NW Washington, DC 20036	To support association providing support services to small foundations.	500
4/11/11	ECRI Education Fund PO Box 40568 Providence, RI 02940	To support a project to convert restaurant food waste in Rhode Island into compost.	5,000

ANDERSON-ROGERS FOUNDATION GRANTS

1/01/11 - 12/31/11

22-3652390

<u>Date</u>	<u>Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
4/14/11	Planned Parenthood of Greater Washington and North Idaho 1117 Tieton Drive Yakima, WA 98902	To support a reproductive health program for Latina women in Yakima County, Washington.	15,000
4/14/11	Peconic Baykeeper 10 Old Country Road Quogue, NY 11959	To support environmental advocacy and education.	5,000
4/14/11	Caretta Research Project Savannah Science Museum PO Box 9841 Savannah, GA 31412-9841	To support research, preservation and public education efforts for loggerhead sea turtles.	5,000
4/14/11	Fauna and Flora International 1720 N Street, NW Washington, DC 20036	To support environmental and animal preservation projects.	8,500
4/15/11	Good Hope Equestrian Training Center 22155 SW 147th Avenue Miami, FL 33170	To support a therapeutic riding program for the handicapped.	1,000
5/16/11	SeedTree 227 Cape Jellison Road Stockton Springs, ME 04981	To support environmental restoration and education projects in Nepal and Peru.	5,000
5/16/11	Gay Men's Health Crisis The Tisch Building 119 West 24th Street New York, NY 10011-1913	To support care and prevention programs for HIV-positive and high-risk women and their families	5,000
6/13/11	First Star 1666 K Street NW, Suite 300 Washington, DC 20006	To support children's advocacy programs.	5,000
6/13/11	Montefiore Medical Center - Women's Center 3320 Rochambeau Avenue Bronx, NY 10467	To support sex education programs of the Children's Center.	5,000
6/25/11	Cumberland College 6191 College Station Drive Williamsburg, KY 40769	To support building of the new Health and Wellness Center.	1,000

ANDERSON-ROGERS FOUNDATION GRANTS

1/01/11 - 12/31/11

22-3052390

<u>Date</u>	<u>Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
6/25/11	Natural Resources Defense Council 40 West 20th Street New York, NY 10011	To support environmental advocacy.	3,000
6/28/11	Beacon Academy 477 Longwood Avenue Boston, MA 02215	To support program to prepare disadvantaged urban students for higher education.	3,000
6/28/11	AHEAD Energy McDonough Center/Marietta College 215 Fifth Street Marietta, OH 45750-4031	To support development of energy resources in Africa.	5,000
6/30/11	Central Sierra Environmental Resource Center Box 396 Twain Harte, CA 95383	To support protecting and preserving the Northern Yosemite environment.	15,000
6/30/11	The Watershed Project 1327 South 46th Street 155 Richmond Field Station Richmond, CA 94804	To support the Riparian Lab and Richmond Greenway projects.	25,000
7/14/11	Planned Parenthood Arizona 5651 North 7th Street Phoenix, AZ 85014	To support the training of health-care professionals to provide abortion services.	20,000
7/14/11	Baden Street Settlement 585 Joseph Avenue Rochester, NY 14620	To support teen development and sex education programs of the Metro Council for Teen Potential.	10,000
7/22/11	Central Park Conservancy 14 East 60th Street New York, NY 10011	To support maintenance of Central Park.	1,000
8/1/11	Jupiter Symphony 155 West 68th Street New York, NY 10023	To support chamber music performance.	5,000
8/15/11	Global Giving Foundation 1023 15th Street Washington, DC 20005	To support the Fountain of Hope Foundation in Lusaka, Zambia.	1,150
8/17/11	Alley's House 4113 Junius Street Dallas, TX 75246	To support program to reduce teen pregnancies.	5,000

ANDERSON-ROGERS FOUNDATION GRANTS
1/01/11 - 12/31/11

22-3052390

9/2/11	VALUEUSA 1 West Second Street Media, PA 19063	To support 2011 National Adult Learner Institute.	1,000
9/2/11	East Coast Greenway Alliance 5315 Highgate Drive Durham, NC 27713	To support completion of a greenway along the East Coast for walkers and cyclists.	10,000
10/27/11	Chelonian Research Foundation for Marine Turtle Specialist Group Conservation International 2011 Crystal Drive, Suite 500 Arlington, VA 22202	To support completion of the Spanish language version of the SWOT (State of the World's Sea Turtles) Report, Volume 6.	10,000
10/27/11	Fessenden House 236 Warburton Avenue Yonkers, NY 10701-2226	To support home for men with substance abuse and mental health problems.	2,000
11/23/11	Young Innovators of the Electronic Age The Beacon Hotel 2130 Broadway New York, NY 10023	To support assistance programs for teens and families in Harlem.	500
11/26/11	Bargemusic Fulton Ferry Landing Brooklyn, NY 11201	To support chamber music performance.	3,000
12/13/11	Holy Agony Catholic Church 1834 Third Avenue New York, NY 10029	To support assistance programs for Harlem families	3,000
12/17/11	Marine Biological Laboratory 7 MBL Street Woods Hole, MA 02543	To support the Sustainable Aquaculture Initiative in Haiti.	10,000
12/27/11	Winsor Music Inc. 312 Waltham Street Lexington, MA 02421	To support the Music Outreach Program.	2,000
12/27/11	New Paths in Music 92 Fort Hill Circle Staten Island, NY 10301	To support performance of music by living composers.	500
TOTAL			<u><u>324,150</u></u>