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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation CADRE FOUNDATION, INC.		A Employer identification number 22-3341312						
Number and street (or P.O. box number if mail is not delivered to street address) 11 NORTH RIDING DRIVE	Room/suite	B Telephone number (see instructions) 856-428-7012						
City or town, state, and ZIP code CHERRY HILL NJ 08003		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 186,481	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4	4	4	
	4 Dividends and interest from securities	10,286	10,286	10,286	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-27,236			
	b Gross sales price for all assets on line 6a 99,109				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-16,946	10,290	10,290		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,008	1,008		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	116			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	375	375		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,499	1,383	0	0
	25 Contributions, gifts, grants paid	15,850			15,850
26 Total expenses and disbursements. Add lines 24 and 25	17,349	1,383	0	15,850	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-34,295				
b Net investment income (if negative, enter -0-)		8,907			
c Adjusted net income (if negative, enter -0-)			10,290		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		15,023	22,586	22,586
	2	Savings and temporary cash investments				
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 5		135,952	74,205	66,961
	c	Investments—corporate bonds (attach schedule) SEE STMT 6		114,892	134,781	96,934
	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		265,867	231,572	186,481
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	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 and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		265,867	231,572	
	30	Total net assets or fund balances (see instructions)		265,867	231,572	
	31	Total liabilities and net assets/fund balances (see instructions)		265,867	231,572	

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	265,867
2	Enter amount from Part I, line 27a	2	-34,295
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	231,572
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	231,572

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 N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	18,790	204,157	0.092037
2009	18,164	185,433	0.097955
2008	22,975	239,845	0.095791
2007	14,145	308,451	0.045858
2006	17,100	290,463	0.058872

2 Total of line 1, column (d)	2	0.390513
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.078103
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	206,076
5 Multiply line 4 by line 3	5	16,095
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	89
7 Add lines 5 and 6	7	16,184
8 Enter qualifying distributions from Part XII, line 4 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.	8	15,850

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	178
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	178
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	178
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	178
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	178
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
b		
5		X
6		
7	X	
8a		
b		X
9		X
10		X

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ☐ \$ (2) On foundation managers ☐ \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ **NJ**

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation **SEE STMT 7**

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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)	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)	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X
14	The books are in care of ► GERARD V. CAREY 11 NORTH RIDING DRIVE Located at ► CHERRY HILL NJ ZIP+4 ► 08003-2176 Telephone no ► 856-428-7012	
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	
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 ►	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?	N/A	1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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 ► 20 , 20 , 20 , 20		
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?		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?		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)? (see instructions) ☐ 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** ☐ Yes ☒ 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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERARD V. CAREY 11 NORTH RIDING DRIVE CHERRY HILL NJ 08003	PRES/DIRECTO 3.00	0	0	0
DORIS L. CAREY 11 NORTH RIDING DRIVE CHERRY HILL NJ 08003	VP-TREAS/DIR 3.00	0	0	0
DIANE C. DREWKE 13809 SERRA OAKS CT. SARATOGA CA 95070	DIRECTOR 1.00	0	0	0

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

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

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

► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**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 (see instructions)

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

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

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	188,111
b	Average of monthly cash balances	1b	21,103
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	209,214
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	209,214
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	3,138
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	206,076
6	Minimum investment return. Enter 5% of line 5	6	10,304

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	10,304
2a	Tax on investment income for 2011 from Part VI, line 5	2a	178
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	178
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,126
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,126
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,126

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	15,850
b	Program-related investments—total from Part IX-B	1b	
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	15,850
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,850

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				10,126
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				2,810
b From 2007				18,868
c From 2008				11,283
d From 2009				9,114
e From 2010				8,772
f Total of lines 3a through e	50,847			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 15,850				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				10,126
e Remaining amount distributed out of corpus	5,724			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	56,571			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,810			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	53,761			
10 Analysis of line 9				
a Excess from 2007				18,868
b Excess from 2008				11,283
c Excess from 2009				9,114
d Excess from 2010				8,772
e Excess from 2011				5,724

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE STATEMENT 8					15,850
Total					▶ 3a 15,850
b Approved for future payment N/A					
Total					▶ 3b

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Price	Sale				
MERRILL LYNCH - VARIOUS				PURCHASE					
	VARIOUS	12/15/11		\$ 35,862	\$	56,824	\$	\$	-20,962
COMCAST CORP				PURCHASE					
	5/03/06	11/25/11		20,000		20,000			
WACHOVIA CAPITAL TRU CLD				PURCHASE					
	11/15/07	10/03/11		6,250		6,250			
PREFERRED PLUS GEC-1 CLD				PURCHASE					
	2/10/05	9/15/11		22,500		23,275			-775
FLAHERTY & CRUMRINE				PURCHASE					
	4/13/05	1/21/11		14,497		19,996			-5,499
TOTAL				\$ 99,109	\$	126,345	\$	0	\$ -27,236

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,008	\$ 1,008	\$	\$
TOTAL	\$ 1,008	\$ 1,008	0	0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF NJ ANNUAL FEE	\$ 25	\$	\$	\$
FEDERAL EXCISE TAX ON INVESTMENT	91			
TOTAL	\$ 116	\$ 0	0	0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ANNUAL ACCOUNT FEE	375	375		
TOTAL	<u>375</u>	<u>375</u>	<u>0</u>	<u>0</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
75 SHS ABBOTT LABS	\$ 3,503	\$ 3,503	COST	\$ 4,217
100 SHS AETNA	5,312		COST	
100 SHS ALCOA	1,939		COST	
43 SHS ARES CAPITAL CORP NEW	4,029	4,029	COST	664
380 SHS AMER CAP STRTGIC LTD	14,508		COST	
126 SHS AMER CAP STRTGIC LTD	406		COST	
150 SHS BANK OF AMERICA	5,315		COST	
50 SHS BANK OF AMERICA	1,819		COST	
100 SHS BANK OF AMERICA	4,667		COST	
12 SHS BANK OF AMERICA	560		COST	
992 SHS BLACKROCK GL OPPS EQ	5,108	20,180	COST	13,104
20 SHS CHEVRON TEXACO	794	794	COST	2,128
80 SHS CHEVRON TEXACO	3,586	3,586	COST	8,512
50 SHS EXXON MOBIL	2,073	2,073	COST	4,238
50 SHS EXXON MOBIL	1,878	1,878	COST	4,238
25 SHS EXXON MOBIL	927	927	COST	2,119
900 SHS FLAHERTY & CRUMRINE FD	19,996		COST	
225 SHS GENERAL ELECTRIC	6,810	6,810	COST	4,030
25 SHS GENERAL ELECTRIC	985	985	COST	448
25 SHS GENERAL ELECTRIC	661	661	COST	448
100 SHS GLADSTONE CAP CORP	2,105	2,105	COST	763
100 SHS GLADSTONE CAP CORP	2,100	2,100	COST	763
100 SHS INTL. PAPER	3,374	3,374	COST	2,960
175 SHS JP MORGAN CHASE	6,253	6,253	COST	5,819
25 SHS JOHNSON & JOHNSON	4,175	4,175	COST	4,919
25 SHS JOHNSON & JOHNSON	1,344	1,344	COST	1,640
553 SHS ORACLE	12,484		COST	
125 SHS PFIZER INC.	4,411	4,411	COST	2,705
50 SHS PFIZER INC.	1,663	1,663	COST	1,082
25 SHS PFIZER INC.	827	827	COST	541
25 SHS PFIZER INC.	811	811	COST	541
25 SHS PFIZER INC.	840	840	COST	541
25 SHS PFIZER INC.	876	876	COST	541
150 SHS US BANCORP	3,610		COST	
100 SHS WELLS FARGO	2,278		COST	
50 SHS WELLS FARGO	1,213		COST	
100 WESTERN UN CO	1,924		COST	
50 WESTERN UN CO	788		COST	

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	\$ 135,952	\$ 74,205		\$ 66,961

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1450 - AMBAC FINANCIAL GROUP	\$ 32,157	\$ 32,157	COST	\$ 3,118
900 - PREFERRED GE CAPITAL	23,275		COST	
925 - PPLUS TR CERT CLASS A	23,210	23,210	COST	20,211
800 - COMCAST CORP	20,000		COST	
400 - DB CAPITAL FDG VIII	10,000	10,000	COST	7,328
250 - WACHOVIA CAP TR X	6,250		COST	
500 - ML CAP TR I		10,368	COST	9,300
500 - ML PFD CAP TR		10,834	COST	9,960
1350 - ALLIANZ SE		35,292	COST	34,467
500 - WACHOVIA TR IX		12,920	COST	12,550
TOTAL	\$ 114,892	\$ 134,781		\$ 96,934

Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation

Description

NOT REQUIRED.

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

WRITTEN INCLUDING PERTINENT DETAILS

Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

NO DONEES THAT USE ANIMALS IN RESEARCH GRANTS

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
ANIMAL WELFARE ASSOCIATION					
VOORHEES NJ		NONE	501C3	GENERAL FUND	100
ASSOC OF NJ ENVIRONMENTAL					
MENDHAM NJ		NONE	501C3	GENERAL FUND	50
BORN FREE USA					
SACRAMENTO CA		NONE	501C3	GENERAL FUND	50
CLEAN WATER ACTION COUNC					
GREEN BAY WI		NONE	501C3	GENERAL FUND	150
DEFENDERS OF WILDLIFE					
WASHINGTON DC		NONE	501C3	GENERAL FUND	50
DOCTORS W/O BORDERS					
NEW YORK NY		NONE	501C3	GENERAL FUND	50
FOOD AND WATER WATCH					
WASHINGTON DC		NONE	501C3	GENERAL FUND	50
FREEDOM ALLIANCE 1998					
DULLES VA		NONE	501C3	GENERAL FUND	50
IN DEFENSE OF ANIMALS					
SAN RAFAEL CA		NONE	501C3	GENERAL FUND	100
LIFESAVERS, INC.					
LANCASTER CA		NONE	501C3	GENERAL FUND	100
MARINE MAMMAL STRANDING C					
BRIGANTINE NJ		NONE	501C3	GENERAL FUND	50
NUTRITIONAL RESEARCH FOUNDATION					
FLEMINGTON NJ		NONE	501C3	GENERAL FUND	100
OCEAN CONSERVANCY, INC.					
WASHINGTON DC		NONE	501C3	GENERAL FUND	100
ORGANIC CONSUMERS ASSOC					
FINLAND MN		NONE	501C3	GENERAL FUND	50
P.A.W.S.					
GALT CA		NONE	501C3	GENERAL FUND	100
PETA					
NORFOLK VA		NONE	501C3	GENERAL FUND	50
PHYSICIANS COMMITTEE FOR R					
WASHINGTON DC		NONE	501C3	GENERAL FUND	12,600
PORTSMOUTH HUMANE SOCIETY					
PORTSMOUTH VA		NONE	501C3	GENERAL FUND	50
PROJECT HOPE HEALTH					
MILLWOOD VA		NONE	501C3	GENERAL FUND	50

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
RAINFOREST ALLIANCE NEW YORK NY		NONE	501C3	GENERAL FUND	25
SEA SHEPHERD CONSERVATION FRIDAY HARBOR WA		NONE	501C3	GENERAL FUND	1,600
SIERRA CLUB SAN FRANCISCO CA		NONE	501C3	GENERAL FUND	25
SOLDIERS ANGELS PASADENA CA		NONE	501C3	GENERAL FUND	25
STOP ANIMAL EXPLOITATION NOW MILFORD OH		NONE	501C3	GENERAL FUND	25
THE SALVATION ARMY UNION NJ		NONE	501C3	GENERAL FUND	100
WILDLIFE WAY STATION INC SYLMAR CA		NONE	501C3	GENERAL FUND	100
WOODFORD CEDAR RUN WILDLI MEDFORD NJ		NONE	501C3	GENERAL FUND	50
TOTAL					15,850

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CADRE FOUNDATION, INC.	Employer identification number (EIN) or ☒ 22-3341312
	Number, street, and room or suite no. If a P O box, see instructions. 11 NORTH RIDING DRIVE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHERRY HILL NJ 08003	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**GERARD V. CAREY
11 NORTH RIDING DRIVE**

- The books are in the care of ► **CHERRY HILL**

NJ 08003-2176

Telephone No ► **856-428-7012**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year **2011** or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	178
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	178

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

DAA