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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

CAPE BRANCH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O DANSER BALAAM & FRANK 5 INDEPENDENC

Room/suite

E WAY

City or town, state, and ZIP code

PRINCETON, NJ 08540

G Check all that apply:

 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 foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 14,721,890. (Part I, column (d) must be on cash basis.)

A Employer identification number

22-6054886

B Telephone number

609-987-0300

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments		208.	208.		STATEMENT 1
3 Dividends and interest from securities		22,278.	174,082.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	7.	<27.►			RECEIVED
7 Capital gain net income (from Part IV, line 2)			288,260.		
8 Net short-term capital gain				811	OCT 25 2012 IRS OS
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					OGDEN, UT
c Gross profit or (loss)					
11 Other income		128,020.	99,864.		STATEMENT 3
12 Total. Add lines 1 through 11		150,479.	562,414.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	8,212.	0.		8,212.
c Other professional fees	STMT 5	50,921.	187,818.		0.
17 Interest		95,043.	95,071.		0.
18 Taxes	STMT 6	5,000.	20,702.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7		1,074.		
24 Total operating and administrative expenses. Add lines 13 through 23		159,176.	304,665.		8,212.
25 Contributions, gifts, grants paid		865,992.			766,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,025,168.	304,665.		774,212.
27 Subtract line 26 from line 12:		<874,689.►			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			257,749.		
c Adjusted net income (if negative, enter -0-)				N/A	

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
	1 Cash - non-interest-bearing		<29,999. >	<143,231. >	<143,231. >
	2 Savings and temporary cash investments		944,227.	792,785.	792,785.
	3 Accounts receivable ► 43.				
	Less: allowance for doubtful accounts ►		24.	43.	43.
	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 ► 4,000,000.				
	Less: allowance for doubtful accounts ► 0.		6,400,000.	4,000,000.	4,000,000.
	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 8	4,880,623.	4,770,590.	8,557,878.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ► 1,514,415.		1,514,415.	1,514,415.	1,514,415.
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		13,709,290.	10,934,602.	14,721,890.
	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 ► LINE OF CREDIT)		4,900,000.	3,000,000.	
	23 Total liabilities (add lines 17 through 22)		4,900,000.	3,000,000.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		8,809,290.	7,934,602.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		8,809,290.	7,934,602.	
	31 Total liabilities and net assets/fund balances		13,709,290.	10,934,602.	

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 8,809,290.
2 Enter amount from Part I, line 27a	2 <874,689. >
3 Other increases not included in line 2 (itemize) ► ROUNDING	3 1.
4 Add lines 1, 2, and 3	4 7,934,602.
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 7,934,602.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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	7.	34.			288,260.
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					
b					
c					
d					
e					288,260.
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	288,260.
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	786,989.	15,750,104.	.049967
2009	996,855.	15,779,304.	.063175
2008	1,109,682.	20,144,712.	.055086
2007	1,067,367.	23,071,745.	.046263
2006	1,024,488.	21,590,875.	.047450

2 Total of line 1, column (d)

2 .261941

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 .052388

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 14,805,181.

5 Multiply line 4 by line 3

5 775,614.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,577.

7 Add lines 5 and 6

7 778,191.

8 Enter qualifying distributions from Part XII, line 4

8 774,212.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 31,980.

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 31,980.

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 26,825.

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

11 0.

Part VII-A Statements Regarding Activities

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 Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b Yes No *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.*1c Yes No

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

2 Yes No

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

3 Yes No

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

4 Yes No

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

5 Yes No

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

6 Yes No *If "Yes," attach a detailed description of the activities.*7 Yes No 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*8 Yes No

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

9 Yes No

b If "Yes," has it filed a tax return on Form 990-T for this year?

10 Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

11 Yes No *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:

N/A

• By language in the governing instrument, or

12 Yes No

• 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?

13 Yes No

7 Did the foundation have at least \$5,000 in assets at any time during the year?

14 Yes No *If "Yes," complete Part II, col. (c), and Part XV.*15 Yes No

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

16 Yes No **NJ**17 Yes No

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)

18 Yes No of each state as required by General Instruction G? *If "No," attach explanation*19 Yes No 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*20 Yes No 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		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► DANSER, BALAAM & FRANK	Telephone no. ► 609-987-0300
Located at ► 5 INDEPENDENCE WAY, PRINCETON, NJ		
15	ZIP+4 ► 08540	
16	15	N/A
16	Yes	No
	X	

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

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 ►

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

	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 type="checkbox"/> Yes	<input checked="" 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 ►		
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?		
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 ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
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? 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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

X

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

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

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

Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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

Form 990-PF (2011)

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		
3	All other program-related investments. See instructions.	
4		
Total. Add lines 1 through 3		0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,189,038.
b	Average of monthly cash balances	1b	918,526.
c	Fair market value of all other assets	1c	4,923,077.
d	Total (add lines 1a, b, and c)	1d	15,030,641.
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	15,030,641.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	225,460.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,805,181.
6	Minimum investment return. Enter 5% of line 5	6	740,259.

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	740,259.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,155.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	735,104.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	735,104.
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	735,104.

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	774,212.
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	774,212.
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	774,212.

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				735,104.
2 Undistributed income, if any, as of the end of 2011			774,204.	
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				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 774,212.			774,204.	
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				8.
e Remaining amount distributed out of corpus	0.			0.
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.		0.		
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			735,096.
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part 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				
SCHEDULE ATTACHED				865,992.
Total			► 3a	865,992.
b Approved for future payment				
NONE				
Total			► 3b	0.

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) Exclu- sion 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					
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					
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.		150,479.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	150,479.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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 .
- (2) Other assets

- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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	<p>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</p> <p> 10/22/12 </p>			
	<p>Signature of officer or trustee</p>	<p>Date</p>		
		<p>Title</p>		
	<p>May the IRS discuss this return with the preparer shown below (see Instr.)?</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Yes</td> <td><input type="checkbox"/> No</td> </tr> </table>		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DOROTHY J FRANK	<i>Dorothy J. Frank</i>	10/22/12		P01245123
	Firm's name ► DANSER, BALAAM & FRANK			Firm's EIN ► 22-2020671	
	Firm's address ► 5 INDEPENDENCE WAY, SUITE 320 PRINCETON, NJ 08540			Phone no. 609-987-0300	

THE CAPE BRANCH FOUNDATION

	Purpose	Address	Amount
Animal Rescue Fund of the Hamptons	Securing our Future Campaign	Wainscott, NY 11975	10,000 00
Deerfield Academy	General Fund	PO Box 87, Deerfield, MA 01342	35,000 00
Edison Wetlands	General Fund	4005 Woodbridge Ave, Edison, NJ	200,000 00
Everglades Foundation	General Fund	18001 Old Cutler Rd, Ste625, Palmetto Bay, FL 33157	23,588 00
Galapagos Ambassadors/Conservancy	General Fund	11150 Fairfax Blvd, Ste 408, Fairfax, VA 22030	1,000.00
Kripalu Institute for Extraordinary Living	General Fund	PO Box 309, Stockbridge, MA 01262	75,000 00
Loaves & Fishes of Hobe Sound	General Fund	PO Box 98, Hobe Sound, FL 33475	1,000 00
Nature Conservancy	General Fund	PO Box 5125, East Hampton, NY 11937	160,000 00
Newark Museum	General Fund	49 Washington St., Newark, NJ 07102	10,000 00
NJ Audubon Society	General Fund	9 Hardscrabble Road, Bernardsville, NJ 07924	10,000 00
NJ Invasive Species Strike Team	General Fund	PO Box 5752, Hillsborough, NJ 08844	500.00
Prodigal Sons & Daughters	General Fund	134 Evergreen Place, Ste 6002, East Orange NJ 07018	5,000 00
Rutgers Ins for Women's Leadership	General Fund	New Brunswick, NJ	50,000 00
Rutgers Univ - EJ Bloustein School of Planning & Public Policy for Raritan River Institute	General Fund	Civic Sq Bldg, 33 Livingston Ave, New Brunswick NJ	46,412 00
St Ann's School	General Fund	129 Pierrepont St.,Brooklyn NY 11201	10,000 00
St. Ann's Warehouse Theatre	General Fund	45 Main Street, Ste 315, Brooklyn, NY 11201	5,000 00
Tewksbury First Aid and Rescue Squad	General Fund	163 Old Turnpike Road, Califon, NJ 07830	2,500.00
Treasure Coast Food Bank	General Fund	3051 Industrial 25th St., Fort Pierce, FL 34946	1,607 00
United States Equestrian Foundation	General Fund	PO Box 355, Gladstone, NJ	59,385 00
University of Pennsylvania	General Fund	3451 Walnut Str, Philadelphia PA 19104	60,000 00
Willow School	Interest Forgiven	Gladstone, NJ	100,000 00
			\$ 865,992 00
Partnerships			
API Flag Ventures LLC			1 00
API Flag Ventures II LLC			7 00
Disallowable Contributions			(100,000 00)
Willow School			\$ 766,000.00

Total Contributions Column (A)

Partnerships			
API Flag Ventures LLC			1 00
API Flag Ventures II LLC			7 00
Disallowable Contributions			(100,000 00)
Willow School			\$ 766,000.00

Total Contributions Column (D)

CAPE BRANCH FOUNDATION

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 API VALUE GROWTH FUND				VARIOUS
b API INT'L CORE VALUE FUND				VARIOUS
c API US CORE VALUE FUND				VARIOUS
d API EMERGING & GROWTH MKS FD				VARIOUS
e API FLAG VENTURES LLC				VARIOUS
f API FLAG VENTURES II LLC				VARIOUS
g .33 SHS LEVEL 3 COMMUNICATIONS		P	10/20/11	
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			196,833.	
b			24,238.	
c			<5,883.>	
d			8,055.	
e			29,520.	
f			35,524.	
g	7.	34.	<27.>	
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a			196,833.	
b			24,238.	
c			<5,883.>	
d			8,055.	
e			29,520.	
f			35,524.	
g			<27.>	
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	288,260.	
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		3	N/A	

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

SOURCE	AMOUNT
NORTHERN TRUST CO	208.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	208.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
API EMERGING & GROWTH MKS FD LLC	0.	0.	0.
API FLAG VENTURES II LLC	0.	0.	0.
API FLAG VENTURES LLC	0.	0.	0.
API INT'L CORE VALUE FUND LLC	0.	0.	0.
API US CORE VALUE FUND LLC	0.	0.	0.
API VALUE GROWTH FUND LLC	0.	0.	0.
NORTHERN TRUST CO	22,278.	0.	22,278.
TOTAL TO FM 990-PF, PART I, LN 4	22,278.	0.	22,278.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROMISSORY NOTE INTEREST	28,020.	28,020.	
ORDINARY BUSINESS INC(LOSS)	0.	703.	
OTHER INCOME/PORTFOLIO INCOME	0.	18.	
RENTAL INCOME	0.	0.	
ROYALTIES	0.	8.	
FOREIGN CURRENCY GAIN 988	0.	<28,886. >	
PROMISSORY NOTE INTEREST - FORGIVEN	100,000.	100,000.	
CANCELLATION OF DEBT	0.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	128,020.	99,864.	

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	8,212.	0.		8,212.
TO FORM 990-PF, PG 1, LN 16B	8,212.	0.		8,212.
FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEES	4,042.	140,939.		0.
INVESTMENT ADVISORY FEES	46,879.	46,879.		0.
TO FORM 990-PF, PG 1, LN 16C	50,921.	187,818.		0.
FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	0.	20,702.		0.
EXCISE TAX	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,000.	20,702.		0.
FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP SEC 59(E2)				
EXPENSE	0.	767.		0.
OTHER PORTFOLIO/DEDUCTIONS	0.	307.		0.
TO FORM 990-PF, PG 1, LN 23	0.	1,074.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	4,770,590.	8,557,878.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,770,590.	8,557,878.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
JAMES L. JOHNSON HOBE SOUND, FL	DIRECTOR 5.00	0.	0.
GRETCHEN W. JOHNSON HOBE SOUND, FL	DIRECTOR/TRUSTEE 5.00	0.	0.
SCARLET S. JOHNSON JARRELL WEST TISBURY, MA	TRUSTEE 10.00	0.	0.
JULIANA L. JOHNSON MERTON POTTERSVILLE, NJ	TRUSTEE 5.00	0.	0.
GORDON O. DANSER PRINCETON, NJ	TRUSTEE 5.00	0.	0.
CHRISTOPHER DIRK WITTENBORN BROOKLYN, NY	TRUSTEE 5.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

THE CAPE BRANCH FOUNDATION

SCHEDULE OF STOCKS AND SIMILAR INVESTMENTS
DECEMBER 31, 2011

SHARES/ UNITS	STOCKS	BOOK VALUE	MARKET VALUE
8,300	General Electric Co.	\$ 80,065.95	\$ 148,653.00
10,000	Intel Corp.	365,251.75	242,500.00
3,000	International Business Machines Corp.	63,795.00	551,640.00
733	Level 3 Communications, Inc.	72,978.85	12,453.73
100	Washington Post Co. CL B	22,008.00	37,681.00
Total Stocks		604,099.55	992,927.73
 SIMILAR INVESTMENTS			
500,000	API Flag Ventures Fund	105,714.63	226,650.00
500,000	API Flag Ventures II Fund	485,000.00	628,800.00
1,898.189	API International Core Value Fund, LLC	236,790.57	720,997.86
17,180.514	API US Core Value Fund, LLC	801,466.48	1,864,636.63
22,793.410	API Value Growth Fund	2,279,341.00	3,547,470.60
2,581.778	Emerging & Growth Markets Fund, LLC	258,177.80	576,395.50
Total Similar Investments		4,166,490.48	7,564,950.59
 Total Stocks & Similar Investments (Exhibit A)		\$ 4,770,590.03	\$ 8,557,878.32

See accompanying notes and accountants' compilation report

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.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. CAPE BRANCH FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 22-6054886
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DANSER, BALAAM & FRANK 5 INDEPENDENCE WAY, NO.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

DANSER, BALAAM & FRANK

- The books are in the care of ► **5 INDEPENDENCE WAY - PRINCETON, NJ 08540**
Telephone No. ► **609-987-0300** 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 **AUGUST 15, 2012**, 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	\$ 8,004.
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	\$ 31,980.
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	\$ 0.

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.

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

Form 8868 (Rev. 1-2012)

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions CAPE BRANCH FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 22-6054886
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DANSER, BALAAM & FRANK 5 INDEPENDENCE WAY, NO.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DANSER, BALAAM & FRANK

- The books are in the care of ► 5 INDEPENDENCE WAY - PRINCETON, NJ 08540
Telephone No. ► 609-987-0300 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension INFORMATION IS STILL NEEDED TO FILE A COMPLETE AND ACCURATE RETURN. IT IS EXPECTED INFORMATION WILL BE AVAILABLE IN TIME TO FILE BY 11/15/12

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► D. H. Z. Title ► C.P.A. Date ► 8/11/12
Form 8868 (Rev. 1-2012)