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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	1,737.	2,169.	2,169.
	2	Savings and temporary cash investments	105,054.	26,643.	26,643.
	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 (attach sch)			
		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 (attach schedule) L-10a Stmt	49,950.	49,950.	64,892.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	592,012.	600,361.	816,683.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	51,650.	0.	0.
	11	Investments – land, buildings, and equipment: basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	401,643.	481,704.	479,298.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe ▶ L-15 Stmt)	751.	898.	898.
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,202,797.	1,161,725.	1,390,583.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
NET ASSETS	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ L-22 Stmt)	424.	503.	
	23	Total liabilities (add lines 17 through 22)	424.	503.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	515,181.	515,181.	
RESOURCES	28	Paid-in or capital surplus, or land, building, and equipment fund	1,197,411.	1,213,579.	
	29	Retained earnings, accumulated income, endowment, or other funds	-510,219.	-567,538.	
	30	Total net assets or fund balances (see instructions)	1,202,373.	1,161,222.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,202,797.	1,161,725.	

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

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,202,373.
2	Enter amount from Part I, line 27a	2	-57,319.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	16,168.
4	Add lines 1, 2, and 3	4	1,161,222.
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	1,161,222.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a LTCG-Plum Creek Timber		P	12/19/01	03/04/11
b 50K Morgan Stanley 6.75% 04/11		P	12/13/01	04/15/11
c LTCG-Plum Creek Timber		P	12/19/01	05/27/11
d LTCG-Plum Creek Timber		P	12/19/01	08/31/11
e See Columns (a) thru (d)				
(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 420.		0.	420.	
b 50,000.		51,650.	-1,650.	
c 420.		420.	0.	
d 420.		420.	0.	
e See Columns (e) thru (h)		201,956.	16,559.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				420.
b				-1,650.
c				0.
d				0.
e See Columns (i) thru (l)				16,559.
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	15,329.
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	-5.

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 (column (b) divided by column (c))
2010	89,415.	1,433,045.	0.062395
2009	88,958.	1,348,249.	0.065980
2008	100,944.	1,667,366.	0.060541
2007	107,454.	1,909,967.	0.056260
2006	101,037.	1,759,417.	0.057426

- 2 Total of line 1, column (d) 2 0.302602
- 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 0.060520
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1,465,134.
- 5 Multiply line 4 by line 3 5 88,670.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 503.
- 7 Add lines 5 and 6 7 89,173.
- 8 Enter qualifying distributions from Part XII, line 4 8 91,050.

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)

1 a 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 instrs)	1 503.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2 0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3 503.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
3 Add lines 1 and 2	5 503.
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 pmts and 2010 overpayment credited to 2011	6a 900.
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	7 900.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	10 397.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11 397.
	Refunded

Part VII-A | Statements Regarding Activities

1 a 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?	Yes	No
1 a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		
b	X	
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		
c	X	
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.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
• 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, column (c), and Part XIV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
NJ – New Jersey	8b	X
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	9	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	10	X
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	Telephone no ► (703) 273-4230	
Located at ► 12798 Fair Briar Lane Fairfax, VA ZIP + 4 ► 22033		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►		

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

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

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

1b	X
1c	X

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 ► **20__ , 20__ , 20__ , 20__**.

2b	X
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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.► **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?

3b	
----	--

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)**4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a	X
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b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

4b	X
----	---

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?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?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?

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?**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**5b****6b****X****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
William V. Engel P.O. Box 4470, Warren NJ 07059	President 2.00	300.	0.	0.
Thomas C. Phelan P.O. Box 4470, Warren NJ 07059	Vice-President 0.00	300.	0.	0.
Maureen T. McCutcheon P.O. Box 4470, Warren NJ 07059	Trustee 0.00	300.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		900.	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				
0				
0				
0				
0				

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

None

BAA

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (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

None

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	NONE	
2		0.
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	<u>NONE</u>	
2		0.

All other program-related investments. See instructions.

3 _____

Total. Add lines 1 through 3 ► **None**

Total. Add lines 1 through 3

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

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c

(attach detailed explanation)

1e

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

1a	1,485,849.
1b	1,597.
1c	
1d	1,487,446.
2	
3	1,487,446.
4	22,312.
5	1,465,134.
6	73,257.

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 73,257.

2a Tax on investment income for 2011 from Part VI, line 5

2a 503.

b Income tax for 2011. (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 503.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 72,754.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 72,754.

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 72,754.

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 91,050.

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 91,050.

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)

5 503.

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

6 90,547.

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				72,754.
2 Undistributed income, if any, as of the end of 2011:			0.	
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	15,072.			
b From 2007	14,840.			
c From 2008	17,932.			
d From 2009	22,506.			
e From 2010	18,611.			
f Total of lines 3a through e	88,961.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 91,050.				
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				72,754.
e Remaining amount distributed out of corpus	18,296.			
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:	107,257.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	15,072.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	92,185.			
10 Analysis of line 9:				
a Excess from 2007	14,840.			
b Excess from 2008	17,932.			
c Excess from 2009	22,506.			
d Excess from 2010	18,611.			
e Excess from 2011	18,296.			

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

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

NONE

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

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

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

William V. Engel

P.O. Box 4470

Warren

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

See Attached Statement

6 Any submission deadlines:

See Attached Statement

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

See Attached Statement

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)				
<i>a Paid during the year</i> See Attached Schedule See Attached See Attached	None	All 509(a)(1) or 509(a)(2)	See Attached	80,000.
Total			► 3a	80,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	523000	36,442.	14		
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)		36,442.			
13 Total. Add line 12, columns (b), (d), and (e)	13				36,442.
(See worksheet in line 13 instructions to verify calculations.)					

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

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.

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

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

**Sign
Here**

► William V. Engel
Signature of officer or trustee

5/14/12

► President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer or trustee		Date	Title		Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Thomas H. Campbell		<i>THC</i>	<i>4/30/12</i>		<i>P01202586</i>
	Firm's name	► YATES CAMPBELL & HOEG LLP			Firm's EIN ►	
Firm's address	► 4165 CHAIN BRIDGE ROAD FAIRFAX			Phone no	(703) 273-4230	
	VA 22030					

BAA

Form 990-PF (2011)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	503.			
Foreign Tax	464.	464.		
Total	<u>967.</u>	<u>464.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous	744.			
Advisory	500.	500.		
Total	<u>1,244.</u>	<u>500.</u>		

Form 990-PF, Page 2, Part III, Line 3

Other Increases StmtRounding

Capital Gain Net Income, Part IV	<u>16,168.</u>
Total	<u>16,168.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
175K USTB	P	10/04/11	11/03/11
Marsh McLennan Settlement	P	12/19/03	11/14/11
150 sh Pepsico	P	07/28/95	12/15/11
150 sh Procter & Gamble	P	12/15/93	12/15/11
200 sh Watts Water	P	12/13/05	12/15/11
500 sh Watts Water	P	12/15/07	12/15/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
175,000.		175,005.	-5.
732.		0.	732.
9,464.		3,234.	6,230.
9,572.		2,144.	7,428.
6,785.		6,031.	754.
16,962.		15,542.	1,420.

**Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)**

Continued

(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)

Total 201,956.

16,559.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
_____	_____	_____	-5.
_____	_____	_____	732.
_____	_____	_____	6,230.
_____	_____	_____	7,428.
_____	_____	_____	754.
_____	_____	_____	1,420.

Total

16,559.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Thomas H. Campbell				
P.O. Box 4470, Warren NJ 07059	Treasurer	1.00	300.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Robert J. Engel				
P.O. Box 4470, Warren NJ 07059	Secretary	0.00	300.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Robert S. Devlin				
P.O. Box 4470, Warren NJ 07059	Asst. Treasurer	0.00	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Barbara B. Ball				
P.O. Box 4470, Warren NJ 07059	Trustee	0.00	300.	0.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

Continued

(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
Person .. <input checked="" type="checkbox"/> Business <input type="checkbox"/>				

Total

900. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Engel & Devlin, P.C.	Legal and Managerial	7,000.			7,000.
Total		7,000.			7,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas H. Campbell	Bookeeping and Tax Pre	2,750.	500.		2,250.
Total		2,750.	500.		2,250.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attached Schedule			49,950.	64,892.
Total			49,950.	64,892.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>See Attached Schedule-Common Stock</u>	<u>600,361.</u>	<u>816,683.</u>
Total	<u>600,361.</u>	<u>816,683.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>See Attached Schedule</u>	<u>0.</u>	<u>0.</u>
Total	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>Mutual Funds-See Attached Schedule</u>	<u>351,704.</u>	<u>344,286.</u>
<u>CDs</u>	<u>130,000.</u>	<u>135,012.</u>
Total	<u>481,704.</u>	<u>479,298.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning	End of Year	
	Year Book Value	Book Value	Fair Market Value
<u>Rounding</u>	<u>1.</u>	<u>-2.</u>	<u>-2.</u>
<u>Prepaid Federal Tax</u>	<u>750.</u>	<u>900.</u>	<u>900.</u>
Total	<u>751.</u>	<u>898.</u>	<u>898.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning	Ending
	Year Book Value	Year Book Value
<u>Federal Excise Tax</u>	<u>424.</u>	<u>503.</u>
<u>Rounding</u>		

Form 990-PF, Page 2, Part II, Line 22

Continued

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Total	<u>424.</u>	<u>503.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Foreign Fees	35.
General Expense	709.
Total	<u>744.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(a)

Description	Amount
Prior Year	1,190,524.
Current Year	6,887.
Total	<u>1,197,411.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(a)

Description	Amount
Prior Year	-455,462.
Current Year	-54,757.
Total	<u>-510,219.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
UBS Money Market	26,643.
Total	<u>26,643.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(b)

Description	Amount
Prior Year	<u>1,197,411.</u>

Continued

Supporting Statement of:

Form 990-PF, p2/Line 28(b)

Description	Amount
Current Year	16,168.
Total	<u>1,213,579.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(b)

Description	Amount
Prior Year	-510,219.
Current Year	-57,319.
Total	<u>-567,538.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (b)

Description	Amount
Dividends	29,102.
Interest	7,340.
Total	<u>36,442.</u>

STANDISH FOUNDATION
P.O. BOX 4470
WARREN, NEW JERSEY 07059-0470

(908) 753-2440

STANDISH FOUNDATION

Guidelines for Grants

- 1.) Grants will be made once a year, in December. All grant applications must be submitted no later than November 15. No multi-year grants will be given.
- 2.) No grants will be made to individuals; all grantees must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and qualify as "not a private foundation" under Section 509(a) of the Code. If an organization has not previously received a grant from the Standish Foundation, a copy of the organization's Section 501(c)(3) exemption letter must be submitted with the application.
- 3.) There is no specific application form to complete. Proposals should be in letter form, generally no more than three pages in length.
- 4.) Grants will be made primarily to organizations in the Westfield, New Jersey area that provide a community service to the citizens of Westfield and their immediate neighbors. Grants may be for operating, capital or endowment purposes and will generally not exceed \$3,000.

Standish Foundation

Investments

As of December 31, 2011

	Book Value	Fair Market Value
Mutual Funds		
Balanced		
427.966 sh Am Fd Cap. Inc. Bldr	26,466.70	20,164.48
5,137.940 sh Income Fnd of Am	<u>78,744.64</u>	<u>86,111.87</u>
Total Balanced	<u>105,211.34</u>	<u>106,276.35</u>
Fixed Income		
2,506.931 sh Am Fd Cap Wrld Bond	51,417.16	51,316.87
5,005. 502 Pimco EmgMkt LCL Bd	<u>50,060.55</u>	<u>50,305.29</u>
Total Fixed Income	<u>101,477.71</u>	<u>101,622.16</u>
Equities Mutual Funds		
Mutual Funds		
2,954.767 sh Am Fd Capital Wrld	<u>93,901.59</u>	<u>94,907.11</u>
Total Mutual Funds	<u>93,901.59</u>	<u>94,907.11</u>
Closed End Funds		
2,500 sh. Elements Rogers AGRI	26,963.65	22,375.00
500sh Vanguard MSCI Emerging Mk	<u>24,149.48</u>	<u>19,105.00</u>
Total Closed End Funds	<u>51,113.13</u>	<u>41,480.00</u>
Total Equities Mutual Funds	<u>145,014.72</u>	<u>196,529.27</u>
Total Mutual Funds	<u>351,703.77</u>	<u>344,285.62</u>
Government Obligations		
\$50K USTIPN 2.0% 01/14	<u>49,949.50</u>	<u>64,892.17</u>
Total Government Obligations	<u>49,949.50</u>	<u>64,892.17</u>
Corporate Stocks		
2,250 sh. Applied Materials	16,087.41	24,097.50
500 sh Berkshire Hathaway CL B	23,710.58	38,150.00
500 sh. Boston Scientific	5,457.96	2,670.00
1000 sh Canadian Nat. Resources	26,811.51	37,370.00
1,500 sh. Cisco Systems	64,225.24	27,120.00
1,000 sh CSX	20,734.92	21,060.00
415 sh DirectTV Group CLA	11,598.25	17,745.40
192 sh Frontier Communications	1,323.54	988.80

2011 Form 990PF

EIN: 22-6102990

Part II, Balance Sheet

Lines 10 and 13

Standish Foundation

Investments

As of December 31, 2011

	Book Value	Fair Market Value
500 sh General Dynamics	19,854.71	33,205.00
1,500 sh. General Electric Co.	10,585.46	26,865.00
200 Hartford Fin Svs	18,575.38	3,250.00
2,000 sh. Intel Company	17,363.95	48,500.00
300 sh Kimberly Clark Corp	18,794.58	22,068.00
200 sh McDonalds	15,569.38	20,066.00
1,000 sh. Medtronic, Inc.	52,293.70	38,250.00
250 sh Monsanto Co.	20,708.08	17,517.50
2,250 sh Mylan Laboratories	33,610.87	48,285.00
800 sh. Nextera Energy, Inc.	15,464.33	48,704.00
750 sh. Pepsico, Inc.	16,169.59	49,762.50
1,000 sh. Plumb Creek Timber	28,750.79	36,560.00
750 sh. Procter & Gamble Co.	10,718.64	50,032.50
800 sh Roche Holdings	31,740.18	34,040.00
500 sh Royal Dutch Pete	24,429.85	36,545.00
700 sh Schlumberger	25,559.52	47,817.00
1,000 sh Staples	14,596.15	13,890.00
400 sh. State Street Corp.	13,561.72	16,124.00
800 sh. Verizon	20,156.08	32,096.00
400 sh WalMart	21,908.46	23,904.00
Total Corporate Stocks	600,360.83	816,683.20

Standish Foundation Form 990-PF

Fiscal Year Ending December 30, 2011 ID No. 22-6102990

Part XV, Section 3a

8 May 2012

Organization Legal Name	Organization Address	Type of Support	Grant Amount
America's Grow-a-Row, Inc.	150 Pittstown Road Pittstown, NJ 08867	General Operating Support	\$1,000.00
Cerebral Palsy League	61 Myrtle Street Cranford, NJ 07016	Capital Fund Support	\$1,000.00
Children's Specialized Hospital Foundation Inc.	150 New Providence Road Mountainside, NJ 07092-2590	Capital Fund Support	\$10,000.00
CONTACT We Care, Inc.	P.O. Box 2376 Westfield, NJ 07091-2376	General Operating Support	\$9,000.00
Deborah Hospital Foundation	20 Pine Mill Road Browns Mills, NJ 08015	General Operating Support	\$1,000.00
Girl Scouts Heart of New Jersey, Inc.	120 Valley Road Montclair, NJ 07042	General Operating Support	\$2,000.00
Habitat for Humanity, Greater Plainfield Area	2 Randolph Road Plainfield, NJ 07060	Capital Fund Support	\$2,000.00
Holy Trinity Interparochial School	336 First Street Westfield, NJ 07090	Capital Fund Support	\$2,500.00
Homefirst Interfaith Housing and Family Services Inc.	P.O. Box 569 Plainfield, NJ 07061-0569	General Operating Support	\$2,500.00
Jewish Community Center of Central New Jersey	1391 Martine Avenue Scotch Plains, NJ 07076	Project Support	\$1,000.00
Jewish Family Service Agency of Central New Jersey	655 Westfield Avenue Elizabeth, NJ 07208	Project Support	\$2,000.00
King's Daughters Day School	502 West Front Street Plainfield, NJ 07060	Capital Fund Support	\$1,000.00
Mobile Meals of Westfield	170 Elm Street Westfield, NJ 07090	General Operating Support	\$6,000.00
Muhlenberg Foundation, Inc.	Park Avenue & Randolph Road Plainfield, NJ 07061	Capital Fund Support	\$2,500.00
New Jersey Intergenerational Orchestra	60 Locust Avenue Berkeley Heights, NJ 07922	General Operating Support	\$1,000.00
Overlook Hospital Foundation	P.O. Box 220 Summit, NJ 07902-0220	Capital Fund Support	\$3,000.00

Organization Legal Name	Organization Address	Type of Support	Grant Amount
Paper Mill Playhouse	22 Brookside Drive Millburn, NJ 07041	General Operating Support	\$3,000.00
Pingry School	P.O. Box 366 Martinsville, NJ 08836	Endowment	\$1,000.00
Planned Parenthood of Greater Northern New Jersey, Inc.	196 Speedwell Avenue Morristown, NJ 07960-3889	General Operating Support	\$2,000.00
Resolve Community Counseling Center, Inc.	1830 Front Street Scotch Plains, NJ 07076	General Operating Support	\$1,000.00
Robert Wood Johnson University Hospital Rahway Foundation	865 Stone Street Rahway, NJ 07065-2797	Capital Fund Support	\$5,000.00
St. Paul's Episcopal Church	414 East Broad Street Westfield, NJ 07090-2124	Unrestricted	\$2,000.00
Summit Speech School	705 Central Avenue New Providence, NJ 07974	General Operating Support	\$2,000.00
Wardlaw-Hartridge School	1295 Inman Avenue Edison, NJ 08820	Capital Fund Support	\$2,000.00
Westfield Area Y	220 Clark Street Westfield, NJ 07090-4097	Capital Fund Support	\$2,500.00
Westfield Day Care Center	140 Mountain Avenue Westfield, NJ 07090	Scholarship Endowment	\$5,000.00
Westfield Symphony Orchestra	224 E. Broad Street, Suite 6 Westfield, NJ 07090	General Operating Support	\$2,500.00
Westfield Volunteer Rescue Squad, Inc.	P.O. Box 356 Westfield, NJ 07091	Capital Fund Support	\$3,000.00
Youth and Family Counseling Service	233 Prospect Street Westfield, NJ 07090	General Operating Support	\$1,500.00
Grand Totals (29 items)			\$80,000.00