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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE CHANTICLEER FOUNDATION

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

786 CHURCH ROAD

A Employer identification number

23-2052829

B Telephone number
610-687-4163C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. 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 ► G Check all that apply
Initial return
Final return
Address changeInitial return of a former public charity
Amended return
Name changeH Check type of organization
X 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)
► \$ 15,873,749. (Part I, column (d) must be on cash basis.)J Accounting method
X Cash Accrual
 Other (specify) _____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	2,877,032.			
2	Check ► <input type="checkbox"/> If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	85,140.	85,140.	85,140.	STATEMENT 1
4	Dividends and interest from securities	145,437.	145,437.	145,437.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	32,205.			STATEMENT 3
b	Gross sales price for all assets on line 6a	3,815,464.			
7	Capital gain net income (from Part IV, line 2)			25,776.	
8	Net short-term capital gain			600.	
9	Income modifications				
10a	Gross sales less returns and allowances	293.			
b	Less Cost of goods sold	111.			
c	Gross profit or (loss)	182.			
11	Other income	254,303.	0.	254,303.	STATEMENT 4
12	Total. Add lines 1 through 11	3,394,117.	256,353.	485,480.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages	1,298,020.	0.	0.	1,298,020.
15	Pension plans, employee benefits	54,823.	0.	0.	54,823.
16a	Legal fees	STMT 5 222.	0.	0.	222.
b	Accounting fees	STMT 6 26,338.	0.	0.	26,338.
c	Other professional fees	STMT 7 34,037.	34,037.	0.	0.
17	Interest				
18	Taxes	STMT 8 103,906.	10,124.	0.	93,782.
19	Depreciation and depletion		53,453.	0.	0.
20	Occupancy		85,351.	0.	85,351.
21	Travel, conferences, and meetings		45,031.	0.	45,031.
22	Printing and publications		44,933.	0.	44,933.
23	Other expenses	STMT 9 1,959,957.	0.	0.	1,959,957.
24	Total operating and administrative expenses. Add lines 13 through 23	3,706,071.	44,161.	0.	3,608,457.
25	Contributions, gifts, grants paid		61,400.		61,400.
26	Total expenses and disbursements. Add lines 24 and 25	3,767,471.	44,161.	0.	3,669,857.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-373,354.			
b	Net investment income (if negative, enter -0-)		212,192.		
c	Adjusted net income (if negative, enter -0-)			485,480.	

123501

12-02-11 LHA For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2011)

REVENUE
OCT 03 2012

Revenue

Certified Article Number
9111 5080 3475

SENDERS RECORD

7196 9006 9111 5080 3475

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		18,363.	69,287.	69,287.
	2 Savings and temporary cash investments		3,730,281.	3,534,159.	3,534,159.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - US and state government obligations	STMT 11	3,543,086.	3,280,027.	3,280,027.
	b Investments - corporate stock	STMT 12	4,487,756.	4,715,408.	4,715,408.
	c Investments - corporate bonds	STMT 13	619,792.	599,062.	599,062.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 14	0.	99,903.	99,903.
	14 Land, buildings, and equipment basis ►	3,817,990.			
	Less accumulated depreciation	STMT 10 ►	597,637.	3,223,992.	3,220,353.
	15 Other assets (describe ►	STATEMENT 15)	355,550.	355,550.	355,550.
	16 Total assets (to be completed by all filers)		15,978,820.	15,873,749.	15,873,749.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►	STATEMENT 16)	324.	373.	
	23 Total liabilities (add lines 17 through 22)		324.	373.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ►	<input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		15,978,496.	15,873,376.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ►	<input type="checkbox"/>			
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		15,978,496.	15,873,376.	
	31 Total liabilities and net assets/fund balances		15,978,820.	15,873,749.	

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	15,978,496.
2 Enter amount from Part I, line 27a	2	-373,354.
3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS	3	268,234.
4 Add lines 1, 2, and 3	4	15,873,376.
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	15,873,376.

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(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.)				
1a	SALES OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SALES OF CORPORATE BONDS	P	VARIOUS	VARIOUS
c	SALES OF GOVERNMENT BONDS	P	VARIOUS	VARIOUS
d	SALES OF GOVERNMENT BONDS	P	VARIOUS	VARIOUS
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	232,809.		198,187.	34,622.
b	200,000.		207,960.	-7,960.
c	300,000.		299,400.	600.
d	3,050,000.		3,051,486.	-1,486.
e				
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		
a				34,622.
b				-7,960.
c				600.
d				-1,486.
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 25,776.
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	{ }		3 600.
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	2,976,854.	11,913,814.	.249866	
2009	2,950,932.	10,811,036.	.272956	
2008	3,424,836.	11,076,428.	.309200	
2007	3,099,981.	11,637,524.	.266378	
2006	6,749,437.	11,367,582.	.593744	
2 Total of line 1, column (d)			2	1.692144
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	.338429
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4	12,444,205.
5 Multiply line 4 by line 3			5	4,211,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	2,122.
7 Add lines 5 and 6			7	4,213,602.
8 Enter qualifying distributions from Part XII, line 4			8	3,745,897.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions				

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)
1	4,244.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)
3	4,244.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
4	0.
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-
5	4,244.
6	Credits/Payments: a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld
6a	5,000.
6b	
6c	
6d	
7	Total credits and payments. Add lines 6a through 6d
7	5,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	756.
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?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		
1b		X	
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b		4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	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 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **WWW.CHANTICLEERGARDEN.ORG** 13 X

14 The books are in care of ► **BENJAMIN R. NEILSON, ESQUIRE** Telephone no ► **215-864-8308**
Located at ► **1735 MARKET STREET, 51ST FLOOR, PHILADELPHIA, PA** ZIP+4 ► **19103-7599**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 ► 1b X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X No
If "Yes," list the years ► 2a N/A

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) 2b N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 2c N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No

b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 3b N/A

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

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

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

5a During the year did the foundation pay or incur any amount to

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**
►

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**
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. Yes No

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**

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.

(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 17		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
R. WILLIAM THOMAS 786 CHURCH ROAD, WAYNE, PA 19087	EXEC DIR 40.00	155,000.	7,750.	0.
PETER BRINDLE 786 CHURCH ROAD, WAYNE, PA 19087	GROUNDS MGR 40.00	78,879.	3,944.	0.
EDWARD HINCKEN 786 CHURCH ROAD, WAYNE, PA 19087	FACILITIES MGR 40.00	75,704.	3,785.	0.
FRANCES DIMARCO 786 CHURCH ROAD, WAYNE, PA 19087	ADMIN ASST 40.00	56,910.	2,846.	0.
DAN BENARCIK 786 CHURCH ROAD, WAYNE, PA 19087	HORTICULTURIST 40.00	56,687.	2,835.	0.
Total number of other employees paid over \$50,000				0.

► 0

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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. 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.

1 EXPENDITURES DIRECTLY RELATED TO THE MAINTENANCE & OPERATION OF AN ARBORETUM & BOTANIC GARDEN, THE FOUNDATION'S TAX EXEMPT PURPOSE; INCLUDES ADMINISTRATIVE EXPENSES.	Expenses
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

1 N/A	Amount
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	8,438,904.
b	Average of monthly cash balances	1b	4,194,807.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,633,711.
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	12,633,711.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,506.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,444,205.
6	Minimum Investment return. Enter 5% of line 5	6	622,210.

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

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	3,669,857.
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	76,040.
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	3,745,897.
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	3,745,897.

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)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$				
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				
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

► 05/13/92

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
485,480.	412,830.	411,351.	518,924.	1,828,585.	
412,658.	350,906.	349,648.	441,085.	1,554,297.	
3,745,897.	2,976,854.	2,950,932.	3,424,836.	13,098,519.	
0.	0.	0.	0.	0.	0.
3,745,897.	2,976,854.	2,950,932.	3,424,836.	13,098,519.	
					0.
414,807.	397,127.	360,368.	369,214.	1,541,516.	
					0.
					0.
					0.
					0.
					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
RADNOR FIRE COMPANY P.O. BOX 31 WAYNE, PA 19087	N/A	SEC 501(C)(3) PUBLIC	TO BE USED FOR THE FIRE COMPANY, AMBULANCE SERVICE OR OTHER ASPECTS OF THE ORGANIZATION	20,000.
RADNOR MEMORIAL LIBRARY 114 WEST WAYNE AVE WAYNE, PA 19087	N/A	SEC 501(C)(3) PUBLIC	CHANTICLEER GARDEN COLLECTION; ORAL HISTORY PROJECT; OTHER PROJECTS RELATED TO GARDENS AND LOCAL	12,500.
RADNOR TOWNSHIP 301 IVEN AVE WAYNE, PA 19087	N/A	SEC 501(C)(3) PUBLIC	PURCHASING, PLANTING, CARE OF TREES IN RADNOR TOWNSHIP	12,000.
GREAT DIXTER CHARITABLE TRUST NORTHIAM RYE, EAST SUSSEX, UNITED KINGDOM TN316PH	N/A	REGISTERED CHARITY NO. 1134948	TO SUPPORT STUDENTS STUDYING AT GREAT DIXTER	5,000.
JENKINS ARBORETUM 631 BERWYN BAPTIST RD DEVON, PA 19333	N/A	SEC 501(C)(3) PUBLIC	IN MEMORY OF CHANTICLEER COLLEAGUE LAURA AIKEN	500.
Total	SEE CONTINUATION SHEET(S)			► 3a 61,400.
b Approved for future payment				
NONE				
Total				► 3b 0.

THE CHANTICLEER FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - RADNOR MEMORIAL LIBRARY

CHANTICLEER GARDEN COLLECTION; ORAL HISTORY PROJECT; OTHER PROJECTS

RELATED TO GARDENS AND LOCAL HISTORY

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		(d) Excluded by section 512, 513, or 514 Exclusion code	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue				
a TOUR INCOME				16,029.
b VISITOR INCOME				220,359.
c SYMPOSIA AND WORKSHOPS				17,915.
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments		14		85,140.
4 Dividends and interest from securities		14		145,437.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18		25,776. 6,429.
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.		260,732.
13 Total. Add line 12, columns (b), (d), and (e).			13	517,085.
(See worksheet in line 13 instructions to verify calculations.)				

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
1A	TOUR INCOME - FEES CHARGED TO THE PUBLIC TO TAKE GUIDED TOURS OF THE ARBORETUM & BOTANIC GARDEN
1B	VISITOR INCOME - ADMISSION FEES CHARGED TO THE PUBLIC TO ENTER THE ARBORETUM & BOTANIC GARDEN AND NET SALES FROM MERCHANDISE
1C	SYMPOSIA AND WORKSHOPS - FEES CHARGED TO THE PUBLIC TO PARTICIPATE IN PHOTOGRAPHY WORKSHOPS

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THE CHANTICLEER FOUNDATION

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Organization type (check one):

Fillers of: _____ **Section:** _____

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

Name of organization

Employer identification number

THE CHANTICLEER FOUNDATION

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE CHANTICLEER CHARITABLE TRUST 1735 MARKET STREET PHILADELPHIA, PA 19103	\$ 2,853,165.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	(Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	(Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	(Complete Part II if there is a noncash contribution.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	(Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE CHANTICLEER FOUNDATION

23-2052829

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE CHANTICLEER FOUNDATION

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

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Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1 OTHER														
1 FURNITURE & FIXTURES	06/15/90 \$L	7,00	HY17	10,633*							10,633.			0.
2 FURNITURE & FIXTURES	06/15/91 SL	7,00	HY17	5,676.							5,676.			0.
3 EQUIPMENT	06/15/91 \$L	5,00	HY17	4,107.							1,107.			0.
4 FURNITURE & FIXTURES	06/15/92 SL	7,00	HY17	42,051.							42,051.			0.
5 EQUIPMENT	06/15/92 \$L	5,00	HY17	4,505.							4,505.			0.
6 EQUIPMENT	06/15/94 SL	5,00	HY17	26,907.							26,907.			0.
7 EQUIPMENT	06/30/95 \$L	5,00	HY17	9,184.							9,184.			0.
8 DUMP TRUCK	06/30/96 SL	5,00	HY21	34,200.							34,200.			0.
9 EQUIPMENT	06/30/96 \$L	5,00	HY17	10,794*							10,794.			0.
10 EQUIPMENT	06/30/97 SL	5,00	HY17	54,493.							54,493.			0.
11 FURNITURE & FIXTURES	06/30/98 \$L	7,00	HY17	15,246.							15,246.			0.
12 EQUIPMENT	06/30/98 SL	5,00	HY17	13,592.							13,592.			0.
13 EQUIPMENT	06/30/99 \$L	5,00	HY17	30,292.							30,292.			0.
14 EQUIPMENT	06/30/00 SL	5,00	HY17	4,023.							4,023.			0.
15 EQUIPMENT	06/30/01 \$L	5,00	HY17	535.							535.			0.
16 EQUIPMENT	06/30/01 SL	5,00	HY17	6,538.							6,538.			0.
17 EQUIPMENT	06/30/01 \$L	5,00	HY17	1,025.							1,025.			0.

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05-01-11

(D) - Asset disposed

• ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending
														Accumulated Depreciation
18	EQUIPMENT	06/30/02	SL	5.00	HY117	1,705.				1,705.	1,705.		0.	1,705.
19	EQUIPMENT	06/30/02	SL	5.00	HY117	1,000.				1,000.	1,000.		0.	1,000.
20	EQUIPMENT	06/30/02	SL	5.00	HY117	3,450.				3,450.	3,450.		0.	3,450.
21	EQUIPMENT	06/30/02	SL	5.00	HY117	3,550.				3,550.	3,550.		0.	3,550.
22	2004 DODGE TRUCK	06/30/04	SL	5.00	HY117	21,325.				21,325.	21,325.		0.	21,325.
23	EQUIPMENT	06/30/04	SL	5.00	HY117	58,136.				58,136.	58,136.		0.	58,136.
24	EQUIPMENT	06/30/05	SL	5.00	HY117	56,286.				56,286.	56,286.		0.	56,286.
25	EQUIPMENT	06/30/06	SL	5.00	HY117	42,845.				42,845.	38,561.		4,284.	42,845.
26	LAND	01/25/06	L			3,047,909.				3,047,909.			0.	
27	FURNITURE & FIXTURES	06/30/06	SL	7.00	HY117	9,616.				9,616.	6,183.		1,374.	7,557.
28	AUTOCAD LT 2008 EDUCATION SOFTWARE	11/30/07	SL	5.00	HY117	649.				649.	455.		130.	585.
29	GLOBAL POSITIONING SYSTEM (GPS)	12/11/07	SL	5.00	HY117	27,119.				27,119.	18,984.		5,424.	24,408.
30	VENTRAC 4131A 31 HP TRACTOR	02/09/07	SL	5.00	HY117	13,650.				13,650.	9,555.		2,730.	12,285.
31	DOUBBLE GREENSHOW TRAILER	02/26/07	SL	5.00	HY117	600.				600.	420.		120.	540.
32	6 PLASTIC PALLETS 48"	02/20/07	SL	5.00	HY117	974.				974.	682.		195.	877.
33	STEEL WORK PLATFORM	04/10/07	SL	5.00	HY117	802.				802.	560.		160.	720.
34	54" RIDING MOWER W GRASS COLLECTION SYSTEM	05/04/07	SL	5.00	HY117	3,900.				3,900.	2,730.		780.	3,510.
35	40" AERA-VACUUM	05/15/07	SL	5.00	HY117	3,835.				3,935.	2,755.		787.	3,542.

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05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Year Deduction	Current Sec 179 Expense	Ending Accumulated Depreciation
36	SEED BOX FOR 40L	05/15/07	SL	5.00	HY17	1,785.			1,785.	1,250.		357.	1,607.	
37	REDMAX EDGER	07/23/07	SL	5.00	HY17	524.			524.	367.		105.	472.	
38	TORO MOWER	08/13/07	SL	5.00	HY17	5,070.			5,070.	3,549.		1,014.	4,563.	
39	RENOVATOR HYDRO	09/26/07	SL	5.00	HY17	3,249.			3,249.	2,275.		650.	2,925.	
40	PRO ARBORIST SAW	12/28/07	SL	5.00	HY17	550.			550.	385.		110.	495.	
41	GARDENER'S OFFICE FURNITURE	02/05/07	SL	7.00	HY17	7,313.			7,313.	3,657.		1,045.	4,702.	
42	ENGINE FOR TORO 325D DIESEL POWERED TRACTOR	02/26/07	SL	5.00	HY17	3,194.			3,194.	2,236.		639.	2,875.	
43	BP MAP SOFTWARE	01/07/08	SL	3.00	HY17	1,366.			1,366.	1,138.		228.	1,366.	
44	4 TWO-WAY RADIOS W/BATTERIES	02/20/08	SL	5.00	HY17	2,195.			2,195.	1,098.		439.	1,537.	
45	PORCH FURNITURE (800)	03/04/08	SL	7.00	HY17	5,350.			5,350.	1,910.		764.	2,674.	
46	SNOW PLOW/RED TRUCK	03/04/08	SL	10.00	HY17	7,785.			7,785.	1,947.		779.	2,726.	
47	JOHN DEERE TRACTOR-MODEL 372Q	04/07/08	SL	10.00	HY17	18,500.			18,500.	4,625.		1,850.	6,475.	
48	300CX LOADER	04/07/08	SL	10.00	HY17	3,000.			3,000.	750.		300.	1,050.	
49	POND PUMP	05/02/08	SL	3.00	HY17	4,843.			4,843.	1,540.		309.	1,849.	
50	72" JOHN DEERE MOWER MODEL JD72	05/14/08	SL	5.00	HY17	2,080.			2,080.	1,040.		416.	1,456.	
51	ADGGER TLB	05/15/08	SL	5.00	HY17	2,350.			2,350.	1,175.		470.	1,645.	
52	22" HYD CLAMP	05/16/08	SL	5.00	HY17	1,395.			1,395.	698.		279.	977.	
53	BCS BRUSH MOWER ATTACH (W/AXLE BEHIND)	07/07/08	SL	5.00	HY17	314.			314.	457.		183.	640.	

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05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Year Deduction	Current Sec 179 Expense	Ending Accumulated Depreciation
54	STIHL GAS POWERED DRILL	11/20/08	SL	3.00	HY117	528.				528.	440.		88.	528.
55	2 REDMAX RECIPROCATOR GRASS TRIMMER	11/20/08	SL	5.00	HY117	1,180.				1,180.	590.		236.	826.
56	PIPE MOVER HAND TRUCK	12/12/08	SL	5.00	HY117	578.				578.	290.		116.	406.
57	2 - 2006 YAMAHA G22A G22B (UTILITY CARTS)	12/18/08	SL	5.00	HY117	10,460.				10,460.	5,230.		2,092.	7,322.
58	F60-31 RC RADIO	05/12/08	SL	5.00	HY117	626.				626.	313.		125.	438.
59	REMORRE REFRIGERATOR - CHURCH	05/13/08	SL	15.00	HY117	967.				967.	160.		64.	224.
60	SHARP AR M355NA REFURBISHED COPIER	06/17/08	SL	10.00	HY117	3,845.				3,845.	962.		385.	1,347.
61	2 COMPUTERS (721. GARDENER'S OFFICE)	10/16/08	SL	5.00	HY117	3,111.				3,111.	1,555.		622.	2,177.
62	APPLE MAC PRO	11/19/08	SL	5.00	HY117	5,011.				5,011.	2,505.		1,002.	3,507.
63	WOLF RANGE HOOD	12/08/08	SL	15.00	HY117	1,745.				1,745.	290.		116.	406.
64	WOLF RANGE BLOWER	12/08/08	SL	15.00	HY117	680.				680.	113.		45.	158.
65	PANASONIC AG-PVX200B MINI DV CAMCORDER	12/12/08	SL	5.00	HY117	2,300.				2,300.	1,150.		460.	1,610.
66	KITCHENAID REFRIGERATOR	12/15/08	SL	15.00	HY117	2,449.				2,449.	408.		163.	571.
67	2 DISHWASHERS	12/15/08	SL	15.00	HY117	1,798.				1,798.	300.		120.	420.
68	PALLET TRUCK, LOW PROFILE MFG #2ZE59	01/20/09	SL	15.00	16	707.				707.	90.		47.	137.
69	MLR SPoolmatic 30A GPN # 80 CF CYLINDER OUTRIGHT	03/25/09	SL	10.00	16	1,218.				1,218.	213.		122.	335.
70	ECHO BACKPACK SPRAYER	07/29/09	SL	10.00	16	549.				549.	78.		55.	133.
71	LAPTOP FOR CLASSROOM	09/08/09	SL	4.00	15	560.				560.	187.		140.	327.

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(D) • Asset disposed

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Asset No	Description	Date Acquired	Method	Life	Cost	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
72	14" CHOP SAW W/EXTRA BLADE	10/12/09	SL	10.00	16	536.			536.	67.		54.	121.	
73	2 IMAC COMPUTERS FOR GARDENER'S OFFICE	11/15/09	SL	5.00	16	3,448.			3,448.	747.	690.	1,437.		
74	PHONE EQUIPMENT	12/02/09	SL	8.00	16	3,445.			3,445.	467.	431.	898.		
75	21" COMMERCIAL RUSH TYPE MULCHER/BAGGER LAWN FLOWER	12/04/09	SL	10.00	16	678.			678.	74.	68.	142.		
76	72" JOHN DEERE FRONT LOAD BUCKET	12/04/09	SL	10.00	16	795.			795.	87.	80.	167.		
77	YAMAHA G23E DMAX CHAMP CART	12/14/09	SL	10.00	16	7,470.			7,470.	809.	747.	1,556.		
78	UTILITY DUMP CARGOBOK (D) 2010 ACURA TSX (DIRECTOR'S)	12/16/10	SL	5.00	21	28,610.			28,610.	477.		1,907.		
79	GRAY DESK (721 BROOKE RD) LATERAL FILE CABINET (ANN BROWN'S OFFICE)	07/13/10	SL	10.00	16	1,007.			1,007.	50.		101.	151.	
80	BULK STORAGE RACKS/ SHELVES (721 BROOKE ROAD)	10/25/10	SL	10.00	16	607.			607.	10.	61.	71.		
81	IMAC (MA877LL/A) (PETER'S OFFICE)	01/04/10	SL	7.00	16	1,318.			1,318.	188.	188.	376.		
82	OPTIONAL TX 7156 WOMENS PROTECTOR (PICKET PROTECTOR)	01/12/10	SL	3.00	16	905.			905.	302.	302.	604.		
83	HAAGA 476 PROPI TURBO SWEEPER KITCHENAID DISHWASHER (752 CHURCH RD)	03/15/10	SL	7.00	16	730.			730.	87.	104.	191.		
84	POND PUMP (PENTAIR INTELLIFLO B22850)	03/15/10	SL	5.00	16	1,098.			1,098.	183.	220.	403.		
85	GE WASHER/DRYER (820 CHURCH RD)	03/15/10	SL	5.00	16	870.			870.	145.	174.	319.		
86	ECHO REDEFINER (BED EDGER)	04/01/10	SL	8.00	16	649.			649.	61.	81.	142.		
87	JRC GRASS DETHATCHER NSS180	04/15/10	SL	7.00	16	575.			575.	62.	82.	144.		

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Exch	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
90	2010 YAMAHA TWO GOLF CAR (SN JW7-000187)	04/27/10	SL	5.00	16	7,425.				7,425.	990.	1,485.	2,475.	
91	2006 YAMAHA ELECTRIC GOLF CAR (SN JUZ-302175)	04/23/10	SL	8.00	16	4,463.				4,463.	372.	558.	930.	
92	JP-1 JANG SEEDER & ACCESSORIES	07/12/10	SL	10.00	16	585.				585.	29.	59.	88.	
93	MACBOOK PRO 13 MC374LL/A-GENERAL OFFICE USE	07/12/10	SL	7.00	16	1,440.				1,440.	103.	206.	309.	
94	KITCHENAID DISHWASHER (800 CHURCH RD)	10/13/10	SL	5.00	16	1,079.				1,079.	54.	216.	270.	
95	KITCHENAID DISHWASHER (721 BROOK RD)	10/13/10	SL	5.00	16	1,079.				1,079.	54.	216.	270.	
96	REDMAX REVER DRILL EDG2300R EARTH AUGER/ADAPTER	11/01/10	SL	8.00	16	647.				647.	13.	81.	94.	
97	DUST COLLECTION SYSTEM (GO5627) (DAN B)	12/03/10	SL	7.00	16	918.				918.	11.	131.	142.	
98	KITCHENAID RANGE (820 CHURCH RD)	12/16/10	SL	10.00	16	1,432.				1,432.	12.	143.	155.	
99	KITCHENAID RANGE (721 BROOK RD)	12/16/10	SL	10.00	16	1,432.				1,432.	12.	143.	155.	
100	KITCHENAID DISHWASHER (820 CHURCH RD)	12/16/10	SL	5.00	16	1,099.				1,099.	18.	220.	238.	
101	2 2011 YAMAHA ADVENTURE II ELECTRIC GOLF CARS	12/21/10	2000\$	5.00	16	13,998.				13,998.	700.	5,319.	6,019.	
102	DUST COLLECTION SYSTEM CANNISTERS (GRIZZLY INDUSTRIAL)	12/29/10	SL	7.00	16	556.				556.	556.	79.	79.	
103	CANON EOS 5D MARK II DIGITAL CAMERA	12/29/10	SL	10.00	16	3,651.				3,651.	365.	365.	365.	
104	8" JOINTER & ACCESSORIES GO656PX (WOODSHOP)	02/14/11	SL	10.00	16	1,296.				1,296.	1,296.	119.	119.	
105	ADOBE CREATIVE SUITE SOFTWARE (MAC)	03/11/11	SL	5.00	16	1,100.				1,100.	1,100.	183.	183.	
106	APPLE IPAD	05/10/11	SL	5.00	16	829.				829.	829.	111.	111.	
107	MICROSCOPE BINOCULAR 400X/HAL NY MICRO	06/10/11	SL	10.00	16	874.				874.	874.	51.	51.	

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Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Year Deduction	Ending Accumulated Depreciation
108	ALTRA AIR HIGH VOL LOW SPEED FAN 109338 (8'-208V 1 PHASE	08/15/11	SL	15.00	16	4,590.				4,590.		127.	127.
109	55 GAL SPRAYER MODEL 39555	09/12/11	SL	15.00	16	2,153.				2,153.		48.	48.
110	LENOVO THINKCENTRE M90P PLUS MS OFFICE 2010	10/25/11	SL	5.00	16	1,265.				1,265.		42.	42.
111	AUTOCAD SOFTWARE FOR PLANT RECORDS	12/03/11	SL	5.00	16	1,195.				1,195.		20.	20.
112	ECHO 63.3CC BACKPAK BLOWER	12/02/11	SL	10.00	16	500.				500.		4.	4.
113	EPP770H SER #PO2912020137	12/02/11	SL	10.00	16	500.				500.		32.	32.
114	YAMAHA G. MAX ELECTRIC GOLF CART + USED SER #TU2+3U6359	12/02/11	SL	10.00	16	3,793.				3,793.		67.	67.
115	AUTOCAD MACSOFTWARE 2012 SKU CARON CA10028613S EF 1000M LENS & GT2531 MOUNTAINEER TRI BOBCAT WELDER & ACCESSORIES	12/09/11	SL	5.00	16	3,995.				3,995.		13.	13.
116	777D1 SER #365-1430414	12/09/11	SL	10.00	16	1,578.				1,578.		46.	46.
117	MFP WELD CONTROL CONTRACTOR SER #MB390165K	12/14/11	SL	10.00	16	5,505.				5,505.		7.	7.
118	12" SLIDE COMPOUND MITER SAW	12/15/11	SL	10.00	16	599.				599.		5.	5.
119	MYLER HOTSHOT STAINLESS SPREADER MP 38180	12/15/11	SL	10.00	16	525.				525.		4.	4.
120	VENTRAC 4100/4200 TRACTOR ATTACHMENT KA 160 BLOWER PAR	12/15/11	SL	10.00	16	2,085.				2,085.		17.	17.
121	TORO Z-MASTER MOWER SN 311000269 29KA 60 TURF & ACC RED MAX TRIMMER SGCC2460S	12/20/11	SL	10.00	16	7,500.				7,500.		0.	0.
122	RECIPROCATOR	12/20/11	SL	10.00	16	645.				645.		0.	0.
123	IPAD & ACCESSORIES	12/22/11	SL	5.00	16	613.				613.		0.	0.
124	2 I-PHONES	12/29/11	SL	2.00	16	632.				632.		0.	0.
125	SOFA	02/14/11	SL	10.00	16	968.				968.		89.	89.

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Asset No	Description	Date Acquired	Method	Life	Cost	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
126	2011 ACURA VI	05/18/11	SL	5.00	16	32,173.				32,173.			3,754.	3,754.
127	GE WASHER	03/21/13	SL	10.00	16	734.				734.			61.	61.
128	(D) YAMAHA GOLF CART	06/30/98	SL	5.00	16	1,890.				1,890.			0.	
	* 990-PF PG 1 TOTAL OTHER					3,848,490.				3,848,490.	548,457.		53,454.	597,637.
	* GRAND TOTAL 990-PF PG 1 DEPR					3,848,490.				3,848,490.	548,457.		53,454.	597,637.

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

SOURCE	AMOUNT
INTEREST INCOME	85,140.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	85,140.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	145,437.	0.	145,437.
TOTAL TO FM 990-PF, PART I, LN 4	145,437.	0.	145,437.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES OF PUBLICLY TRADED SECURITIES				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
232,809.	198,187.	0.	0.	34,622.		
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES OF CORPORATE BONDS				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
200,000.	207,960.	0.	0.	-7,960.		
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES OF GOVERNMENT BONDS				PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
300,000.	299,400.	0.	0.	600.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
SALES OF GOVERNMENT BONDS		PURCHASED		VARIOUS		VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
3,050,000.	3,051,486.	0.	0.	-1,486.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
2010 ACURA TSX		PURCHASED		12/16/10		04/28/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
31,655.	28,610.	0.	2,384.	5,429.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
YAMAHA GOLF CART		PURCHASED		06/30/98		11/09/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
1,000.	1,890.	0.	1,890.	1,000.			

NET GAIN OR LOSS FROM SALE OF ASSETS	32,205.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	32,205.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TOUR INCOME	16,029.	0.	16,029.
VISITOR INCOME	220,359.	0.	220,359.
SYMPOSIA AND WORKSHOPS	17,915.	0.	17,915.
TOTAL TO FORM 990-PF, PART I, LINE 11	254,303.	0.	254,303.

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	222.	0.	0.	222.
TO FM 990-PF, PG 1, LN 16A	222.	0.	0.	222.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,338.	0.	0.	26,338.
TO FORM 990-PF, PG 1, LN 16B	26,338.	0.	0.	26,338.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	34,037.	34,037.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	34,037.	34,037.	0.	0.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	93,782.	0.	0.	93,782.
FOREIGN TAXES PAID	2,777.	2,777.	0.	0.
EXCISE TAXES PAID	7,347.	7,347.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<u>103,906.</u>	<u>10,124.</u>	<u>0.</u>	<u>93,782.</u>

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PLANTS	102,784.	0.	0.	102,784.
MACHINE MAINTENANCE AND				
RENTAL	37,921.	0.	0.	37,921.
INSURANCE	249,374.	0.	0.	249,374.
HORTICULTURE SUPPLIES AND				
LAWN CARE	85,029.	0.	0.	85,029.
TREE CARE	46,858.	0.	0.	46,858.
ADVERTISING & PUBLIC				
RELATIONS	71,457.	0.	0.	71,457.
FEES & LICENSES	25,889.	0.	0.	25,889.
EDUCATION	9,073.	0.	0.	9,073.
MEMBERSHIPS	6,815.	0.	0.	6,815.
OFFICE SUPPLIES & EXPENSE	10,623.	0.	0.	10,623.
CLEANING	43,464.	0.	0.	43,464.
BOARD MEETING EXPENSES	7,054.	0.	0.	7,054.
TRUST PROPERTY IMPROVEMENTS	1,144,061.	0.	0.	1,144,061.
SYMPOSIA & WORKSHOPS	13,847.	0.	0.	13,847.
SUBCONTRACTORS AND TEMPORARY				
HELP	35,156.	0.	0.	35,156.
FELLOWSHIP EXPENSES AND				
SCHOLARSHIPS	41,430.	0.	0.	41,430.
UNEMPLOYMENT COMPENSATION	6,816.	0.	0.	6,816.
CONSULTING AND HISTORICAL				
RESEARCH	22,306.	0.	0.	22,306.
TO FORM 990-PF, PG 1, LN 23	<u>1,959,957.</u>	<u>0.</u>	<u>0.</u>	<u>1,959,957.</u>

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & FIXTURES	10,633.	10,633.	0.	0.
FURNITURE & FIXTURES	5,676.	5,676.	0.	0.
EQUIPMENT	1,107.	1,107.	0.	0.
FURNITURE & FIXTURES	42,051.	42,051.	0.	0.
EQUIPMENT	4,506.	4,506.	0.	0.
EQUIPMENT	26,907.	26,907.	0.	0.
EQUIPMENT	9,184.	9,184.	0.	0.
DUMP TRUCK	34,200.	33,985.	215.	215.
EQUIPMENT	10,794.	10,794.	0.	0.
EQUIPMENT	54,493.	54,493.	0.	0.
FURNITURE & FIXTURES	15,246.	15,246.	0.	0.
EQUIPMENT	13,592.	13,592.	0.	0.
EQUIPMENT	30,292.	30,292.	0.	0.
EQUIPMENT	4,023.	4,023.	0.	0.
EQUIPMENT	535.	535.	0.	0.
EQUIPMENT	6,538.	6,538.	0.	0.
EQUIPMENT	1,025.	1,025.	0.	0.
EQUIPMENT	1,705.	1,705.	0.	0.
EQUIPMENT	1,000.	1,000.	0.	0.
EQUIPMENT	3,450.	3,450.	0.	0.
EQUIPMENT	3,550.	3,550.	0.	0.
2004 DODGE TRUCK	21,325.	21,325.	0.	0.
EQUIPMENT	58,136.	58,136.	0.	0.
EQUIPMENT	56,286.	56,286.	0.	0.
EQUIPMENT	42,845.	42,845.	0.	0.
LAND	3,047,909.	0.	3,047,909.	3,047,909.
FURNITURE & FIXTURES	9,616.	7,557.	2,059.	2,059.
AUTOCAD LT 2008 EDUCATION SOFTWARE	649.	585.	64.	64.
GLOBAL POSITIONING SYSTEM (GPS)	27,119.	24,408.	2,711.	2,711.
VENTRAC 4131A 31 HP TRACTOR	13,650.	12,285.	1,365.	1,365.
DOUBLE GREENSMOW TRAILER	600.	540.	60.	60.
6 PLASTIC PALLETS 48"	974.	877.	97.	97.
STEEL WORK PLATFORM	802.	720.	82.	82.
54" RIDING MOWER W GRASS COLLECTION SYSTEM	3,900.	3,510.	390.	390.
40" AERA-VATOR	3,935.	3,542.	393.	393.
SEED BOX FOR 40L	1,785.	1,607.	178.	178.
REDMAX EDGER	524.	472.	52.	52.
TORO MOWER	5,070.	4,563.	507.	507.
RENOVATOR HYDRO	3,249.	2,925.	324.	324.
PRO ARBORIST SAW	550.	495.	55.	55.
GARDENER'S OFFICE				
FURNITURE	7,313.	4,702.	2,611.	2,611.
ENGINE FOR TORO325D				
DIESEL POWERED TRACTOR	3,194.	2,875.	319.	319.

BG MAP SOFTWARE	1,366.	1,366.	0.	0.
4 TWO-WAY RADIOS				
W/BATTERIES	2,195.	1,537.	658.	658.
PORCH FURNITURE (800)	5,350.	2,674.	2,676.	2,676.
SNOW PLOW/RED TRUCK	7,785.	2,726.	5,059.	5,059.
JOHN DEERE TRACTOR-MODEL 3720	18,500.	6,475.	12,025.	12,025.
300CX LOADER	3,000.	1,050.	1,950.	1,950.
POND PUMP	1,849.	1,849.	0.	0.
72" JOHN DEERE MOWER				
MODEL JD72	2,080.	1,456.	624.	624.
AUGER TLB	2,350.	1,645.	705.	705.
22" HYD CLAMP	1,395.	977.	418.	418.
BCS BRUSH MOWER ATTACH (WALK BEHIND)	914.	640.	274.	274.
STIHL GAS POWERED DRILL	528.	528.	0.	0.
2 REDMAX RECIPROCATOR GRASS TRIMMER				
PIPE MOVER HAND TRUCK	578.	406.	172.	172.
2 - 2006 YAMAHA G22A G22E (UTILITY CARTS)	10,460.	7,322.	3,138.	3,138.
F60-31 RC RADIO	626.	438.	188.	188.
KENMORE REFRIGERATOR - 820 CHURCH	967.	224.	743.	743.
SHARP AR M355NA REFURBISHED COPIER	3,845.	1,347.	2,498.	2,498.
2 COMPUTERS (721 GARDENER'S OFFICE)	3,111.	2,177.	934.	934.
APPLE MAC PRO	5,011.	3,507.	1,504.	1,504.
WOLF RANGE HOOD	1,745.	406.	1,339.	1,339.
WOLF RANGE BLOWER	680.	158.	522.	522.
PANASONIC AG-DVX200B MINI DV CAMCORDER	2,300.	1,610.	690.	690.
KITCHENAID REFRIGERATOR	2,449.	571.	1,878.	1,878.
2 DISHWASHERS	1,798.	420.	1,378.	1,378.
PALLET TRUCK, LOW PROFILE MFG #2ZE59	707.	137.	570.	570.
MLR SPOOLMATIC 30A GUN & 80 CF CYLINDER OUTRIGHT	1,218.	335.	883.	883.
ECHO BACKPACK SPRAYER	549.	133.	416.	416.
LAPTOP FOR CLASSROOM	560.	327.	233.	233.
14" CHOP SAW W/EXTRA BLADE	536.	121.	415.	415.
2 IMAC COMPUTERS FOR GARDENER'S OFFICE	3,448.	1,437.	2,011.	2,011.
PHONE EQUIPMENT	3,445.	898.	2,547.	2,547.
21" COMMERCIAL PUSH TYPE MULCHER/BAGGER LAWN MOWER	678.	142.	536.	536.
72" JOHN DEERE FRONT LOAD BUCKET	795.	167.	628.	628.
YAMAHA G23E UMAX GOLF CART & UTILITY DUMP				
CARGOBOX	7,470.	1,556.	5,914.	5,914.
GRAY DESK (721 BROOKE RD)	1,007.	151.	856.	856.

LATERAL FILE CABINET (ANN BROWN'S OFFICE)	607.	71.	536.	536.
BULK STORAGE RACKS/SHELVES (721 BROOKE ROAD)	1,471.	159.	1,312.	1,312.
IMAC (MA877LL/A) (PETER'S OFFICE)	1,318.	376.	942.	942.
OPTOMA TX 7156 LUMENS PROJECTOR & POCKET PROJECTOR	905.	604.	301.	301.
HAAGA 476 PROFI TURBO SWEEPER	730.	191.	539.	539.
KITCHENAID DISHWASHER (752 CHURCH RD)	1,099.	403.	696.	696.
POND PUMP (PENTAIR INTELLIFLO B2850)	870.	319.	551.	551.
GE WASHER/DRYER (820 CHURCH RD)	1,508.	553.	955.	955.
ECHO REDEFINER (BED EDGER)	649.	142.	507.	507.
JRCO GRASS DETHACHER				
MSS100	575.	144.	431.	431.
2010 YAMAHA TWO GOLF CAR (SN JW7-000187)	7,425.	2,475.	4,950.	4,950.
2006 YAMAHA ELECTRIC GOLF CAR (SN JU2-302175)	4,463.	930.	3,533.	3,533.
JP-1 JANG SEEDER & ACCESSORIES	585.	88.	497.	497.
MACBOOK PRO 13				
MC374LL/A-GENERAL OFFICE USE	1,440.	309.	1,131.	1,131.
KITCHENAID DISHWASHER (800 CHURCH RD)	1,079.	270.	809.	809.
KITCHENAID DISHWASHER (721 BROOKE RD)	1,079.	270.	809.	809.
REDMAX REVER DRILL				
EDG2300R EARTH AUGER/ADAPTER	647.	94.	553.	553.
DUST COLLECTION SYSTEM (GO5627) (DAN B)	918.	142.	776.	776.
KITCHENAID RANGE (820 CHURCH RD)	1,432.	155.	1,277.	1,277.
KITCHENAID RANGE (721 BROOKE RD)	1,432.	155.	1,277.	1,277.
KITCHENAID DISHWASHER (820 CHURCH RD)	1,099.	238.	861.	861.
2 2011 YAMAHA ADVENTURE II ELECTRIC GOLF CARTS	13,998.	6,019.	7,979.	7,979.
DUST COLLECTION SYSTEM				
CANNISTERS (GRIZZLY INDUSTRIAL)	556.	79.	477.	477.
CANON EOS 5D MARK II				
DIGITAL CAMERA	3,651.	365.	3,286.	3,286.
8" JOINTER & ACCESSORIES				
G0656PX (WOODSHOP)	1,296.	119.	1,177.	1,177.

ADOB E CREATIVE SUITE SOFTWARE (MAC)	1,100.	183.	917.	917.
APPLE IPAD	829.	111.	718.	718.
MICROSCOPE BINOCULAR 400X/HAL NY MICRO	874.	51.	823.	823.
ALTRA AIR HIGH-VOL LOW SPEED FAN 109338 (8'-208V 1 PHASE) & ACCESSORIE	4,590.	127.	4,463.	4,463.
55 GAL SPRAYER MODEL 3PT55	2,153.	48.	2,105.	2,105.
LENOVO THINKCENTRE M90P PLUS MS OFFICE 2010	1,265.	42.	1,223.	1,223.
AUTOCAD SOFTWARE FOR PLANT RECORDS	1,195.	20.	1,175.	1,175.
ECHO 63.3CC BACKPAK BLOWER EPB770H SER	500.	4.	496.	496.
#PO2912020137				
YAMAHA G MAX ELECTRIC GOLF CART - USED SER	3,793.	32.	3,761.	3,761.
#JU2-306259				
AUTOCAD MACSOFTWARE 2012 SKU 777D1 SER	3,995.	67.	3,928.	3,928.
#365-14300414				
CANON CA10028MLIS EF 100MM LENS & GT2531	1,578.	13.	1,565.	1,565.
MOUNTAINEER TRIPOD BOBCAT WELDER & ACCESSORIES SER	5,505.	46.	5,459.	5,459.
#MB420417H				
MLF WELD CONTROL CONTACTOR SER #MB390168K	894.	7.	887.	887.
12" SLIDE COMPOUND MITER SAW SKU 190-262	599.	5.	594.	594.
MEYER HOTSHOT STAINLESS SPREADER ME 38180	525.	4.	521.	521.
VENTRAC 4100/4200 TRACTOR ATTACHMENT KA 160 BLOWER	2,085.	17.	2,068.	2,068.
PART#39.55440				
TORO Z MASTER MOWER SN 311000269 29KA 60 TURB & ACC (BAGGER/BLOWER)	7,500.	0.	7,500.	7,500.
RED MAX TRIMMER SGCZ2460S RECIPROCATOR	645.	0.	645.	645.
IPAD & ACCESSORIES	613.	0.	613.	613.
2 I-PHONES	632.	0.	632.	632.
SOFA	968.	89.	879.	879.
2011 ACURA VI	32,173.	3,754.	28,419.	28,419.
GE WASHER	734.	61.	673.	673.
TO 990-PF, PART II, LN 14	<u>3,817,990.</u>	<u>597,637.</u>	<u>3,220,353.</u>	<u>3,220,353.</u>

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S TREASURY NOTES AND BONDS	X		3,280,027.	3,280,027.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,280,027.	3,280,027.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,280,027.	3,280,027.

FORM 990-PF

CORPORATE STOCK

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	4,715,408.	4,715,408.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,715,408.	4,715,408.

FORM 990-PF

CORPORATE BONDS

STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	599,062.	599,062.
TOTAL TO FORM 990-PF, PART II, LINE 10C	599,062.	599,062.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATE OF DEPOSIT	COST	99,903.	99,903.
TOTAL TO FORM 990-PF, PART II, LINE 13		99,903.	99,903.

FORM 990-PF

OTHER ASSETS

STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK, FURNITURE & FIXTURES	355,550.	355,550.	355,550.
TO FORM 990-PF, PART II, LINE 15	355,550.	355,550.	355,550.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	324.	373.
TOTAL TO FORM 990-PF, PART II, LINE 22	324.	373.

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD T. GOODMAN 786 CHURCH ROAD WAYNE, PA 19087	PRES/DIR 0.00	0.	0.	0.
BENJAMIN R. NEILSON 786 CHURCH ROAD WAYNE, PA 19087	SEC/TRES/DIR 0.00	0.	0.	0.
ORTON P. JACKSON, JR. 786 CHURCH ROAD WAYNE, PA 19087	VP/DIR 0.00	0.	0.	0.
CHRISTINE G. HAYWORTH 786 CHURCH ROAD WAYNE, PA 19087	DIR 0.00	0.	0.	0.
SABRINA P. WARNER 786 CHURCH ROAD WAYNE, PA 19087	DIR 0.00	0.	0.	0.

THE CHANTICLEER FOUNDATION

23-2052829

ANN L. REED
786 CHURCH ROAD
WAYNE, PA 19087

DIR 0.00 0. 0. 0.

REGINA O. THOMAS
786 CHURCH ROAD
WAYNE, PA 19087

DIR 0.00 0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

Form 4562

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No. 1545-0172

2011

Attachment
Sequence No. 179Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE CHANTICLEER FOUNDATION

FORM 990-PF PAGE 1

23-2052829

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	12,898.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	36,874.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property Enter amount from line 28	21	3,682.
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	53,454.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

116251
11-21-11 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2011)

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

DUMP TRUCK	063096	100.00 %	34,200.	34,200.5.00	SL	-HY	1,775.	
2010 ACURA TSX		%						
(DIRECTOR'S)	121610	100.00 %	28,610.	28,610.5.00	SL	-HY	1,907.	

27 Property used 50% or less in a qualified business use:

	%				S/L -			
	%				S/L -			
	%				S/L -			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

3,682.

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30	(a) Vehicle 2		(b) Vehicle		(c) Vehicle 3		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
31												
32												
33												
34												
35												
36												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
38	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
39	Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
40	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
41	Do you meet the requirements concerning qualified automobile demonstration use?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	---------------------------------	---------------------------	---------------------	--	-----------------------------------

42 Amortization of costs that begins during your 2011 tax year:

43 Amortization of costs that began before your 2011 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

Application for Extension of Time To File an Exempt Organization Return

► 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	Name of exempt organization or other filer, see Instructions THE CHANTICLEER FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-2052829
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 786 CHURCH ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. WAYNE, PA 19087	

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

BENJAMIN R. NEILSON, ESQUIRE - 1735 MARKET STREET, 51ST

- The books are in the care of ► **FLOOR - PHILADELPHIA, PA 19103-7599**

Telephone No. ► **215-864-8308**

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	\$	4,244.
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	\$	5,000.
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 THE CHANTICLEER FOUNDATION	Employer identification number (EIN) or X 23-2052829
	Number, street, and room or suite no. If a P O box, see instructions 786 CHURCH ROAD	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WAYNE, PA 19087	

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-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

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

BENJAMIN R. NEILSON, ESQUIRE - 1735 MARKET STREET, 51ST

- The books are in the care of ► **FLOOR - PHILADELPHIA, PA 19103-7599**
Telephone No. ► **215-864-8308** 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

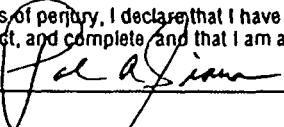
7 State in detail why you need the extension

ALL INFORMATION NECESSARY TO FILE COMPLETE & ACCURATE TAX RETURN IS NOT AVAILABLE AT THIS TIME.

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	\$	4,244.
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	\$	5,000.
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 ►  Title ► **CPA**

Date ► **8/2/12**

Form 8868 (Rev. 1-2012)