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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		2215.	1291.	1291.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 502.				
		Less allowance for doubtful accounts ▶		15.	502.	502.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations Stmt 8		522809.	483264.	483264.
	b	Investments - corporate stock Stmt 9		543389.	524580.	837576.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16 Total assets (to be completed by all filers)				1068428.	1009637.	1322633.
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 10)		2.	1.	
23 Total liabilities (add lines 17 through 22)				2.	1.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1068426.	1009636.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30 Total net assets or fund balances				1068426.	1009636.	
31 Total liabilities and net assets/fund balances				1068428.	1009637.	

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	1068426.
2	Enter amount from Part I, line 27a	2	-58789.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1009637.
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	1009637.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SCHEDULE ATTACHED		Various	Various
b SCHEDULE ATTACHED		Various	Various
c CAPITAL GAIN DIVIDENDS		Various	Various
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 96384.		96019.	365.
b 7277.		7186.	91.
c 5.			5.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			365.
b			91.
c			5.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	461.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	66440.	1313746.	.050573
2009	71036.	1249768.	.056839
2008	69689.	1384042.	.050352
2007	71448.	1516863.	.047102
2006	60998.	1405939.	.043386

2 Total of line 1, column (d)	2	.248252
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	.049650
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1315738.
5 Multiply line 4 by line 3	5	65326.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	86.
7 Add lines 5 and 6	7	65412.
8 Enter qualifying distributions from Part XII, line 4	8	67273.

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)

Table with 11 rows for excise tax calculations. Line 1: 86. Line 2: 0. Line 3: 86. Line 4: 0. Line 5: 86. Line 6a: 588. Line 7: 588. Line 10: 502. Line 11: 502.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: No. Row 7: No. Row 8a: DE. Row 8b: No. Row 9: No. Row 10: No.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JAMES R. WEAVER, SECRETARY Telephone no (302) 478-4383 Located at 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 19810-4811
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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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? Yes No
 N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	1333466.
b	Average of monthly cash balances	1b	2309.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1335775.
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	1335775.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20037.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1315738.
6	Minimum investment return. Enter 5% of line 5	6	65787.

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	65787.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	86.	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	86.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65701.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	65701.	
6	Deduction from distributable amount (see instructions)	6	0.	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65701.	

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	67273.
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	67273.
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	86.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67187.

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				65701.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	3400.			
b From 2007				
c From 2008	5247.			
d From 2009	8768.			
e From 2010	1925.			
f Total of lines 3a through e	19340.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	67273.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				65701.
e Remaining amount distributed out of corpus	1572.			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20912.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	3400.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	17512.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	5247.			
c Excess from 2009	8768.			
d Excess from 2010	1925.			
e Excess from 2011	1572.			

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

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 ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

HOPE P. ANNAN, PRESIDENT, (302) 478-4383
101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON, DE 19810

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

STATEMENT ATTACHED

c Any submission deadlines

NONE

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

STATEMENT ATTACHED

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>				
STATEMENT ATTACHED				
STATEMENT ATTACHED				
STATEMENT ATTACHED				65000.
Total			▶ 3a	65000.
<i>b Approved for future payment</i>				
None				
Total			▶ 3b	0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5/9/12 Title: SECRETARY

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Form section containing fields for Preparer's name (GEORGE P. WARREN, JR.), Signature, Date (03/22/12), Title, Firm's name (GEORGE P. WARREN, JR., CPA), Firm's EIN (23-6585684), Firm's address (52 ULVERSTON DRIVE, KENNETT SQUARE, PA 19348-2044), and Phone no (610-388-0617).

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FIDELITY INVESTMENTS CHECKING	2.
FIDELITY INVESTMENTS CORE ACCOUNT	0.
Total to Form 990-PF, Part I, line 3, Column A	2.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS - AGENT	14874.	0.	14874.
FIDELITY US GOVERNMENT RESERVES	51.	0.	51.
Total to Fm 990-PF, Part I, ln 4	14925.	0.	14925.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	284.	213.		71.
To Fm 990-PF, Pg 1, ln 16a	284.	213.		71.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	7260.	5445.		1815.
To Form 990-PF, Pg 1, ln 16b	7260.	5445.		1815.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	86.	0.		0.
DELAWARE ANNUAL FEE	61.	46.		15.
FOREIGN INCOME TAXES	0.	0.		0.
To Form 990-PF, Pg 1, ln 18	147.	46.		15.

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POSTAGE	104.	78.		26.
STATIONERY & SUPPLIES	143.	107.		36.
To Form 990-PF, Pg 1, ln 23	247.	185.		62.

Footnotes	Statement 7
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TRUSTEES AND OFFICERS SERVE AS REQUIRED WITHOUT COMPENSATION
 CORRESPONDENCE FOR ANY TRUSTEE SHOULD BE ADDRESSED TO
 THE FOUNDATION OFFICE IN WILMINGTON, DELAWARE

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U S GOVERNMENT OBLIGATIONS	X		483264.	483264.
Total U.S. Government Obligations			483264.	483264.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			483264.	483264.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
CORPORATION STOCK	524580.	837576.
Total to Form 990-PF, Part II, line 10b	524580.	837576.

Form 990-PF Other Liabilities Statement 10

Description	BOY Amount	EOY Amount
ROUNDING ADJUSTMENT	2.	1.
Total to Form 990-PF, Part II, line 22	2.	1.

REALIZED GAINS AND LOSSES

NAUTILUS FOUNDATION

23-7010100

PART I - LINE 6a

NF-FID

From 01-01-11 Through 12-31-11

Security Description		Buy Date	Close Date	Proceeds	Cost Basis	Long Term
Quantity	Security					
45.000	TARGET CORP	10-15-02	01-13-11	2,491.53	1,448.10	1,043.43
20.000	BECTON DICKINSON & CO.	08-24-07	04-18-11	1,649.21	1,542.51	106.70
10.000	MASTERCARD INC CL A COM	06-16-08	04-29-11	2,737.89	2,963.48	-225.59
100.000	MYRIAD GENETICS INC	02-22-10	05-03-11	2,115.03	2,239.95	-124.92
140.000	MYRIAD GENETICS INC	02-22-10	05-03-11	2,961.04	3,124.77	-163.73
10.000	MYRIAD GENETICS INC	02-22-10	05-03-11	211.50	222.34	-10.84
65.000	BECTON DICKINSON & CO.	08-24-07	05-04-11	5,612.49	5,013.15	599.34
75.000	MYRIAD GENETICS INC	02-22-10	05-04-11	1,668.26	1,667.53	0.73
20.000	BECTON DICKINSON & CO.	08-24-07	05-06-11	1,721.01	1,542.51	178.50
215.000	MYRIAD GENETICS INC	02-12-10	05-06-11	4,815.29	4,506.63	308.66
10.000	MYRIAD GENETICS INC	02-22-10	05-06-11	223.97	222.34	1.63
150.000	STAPLES INC.	04-09-07	06-14-11	2,258.96	3,971.00	-1,712.04
150.000	STAPLES INC.	04-12-07	06-14-11	2,258.97	3,980.00	-1,721.03
100.000	STAPLES INC.	04-13-07	06-14-11	1,505.98	2,665.33	-1,159.35
400.000	STAPLES INC.	05-09-07	06-14-11	6,023.90	9,960.00	-3,936.10
15.000	BECTON DICKINSON & CO.	08-24-07	06-30-11	1,282.81	1,156.88	125.93
5.000	BECTON DICKINSON & CO.	04-28-09	06-30-11	427.60	314.37	113.23
65.000	BECTON DICKINSON & CO.	04-28-09	07-22-11	5,675.54	4,086.83	1,588.71
100.000	TARGET CORP	10-15-02	08-09-11	4,766.53	3,218.00	1,548.53
5.000	TARGET CORP	02-02-09	08-09-11	238.33	155.48	82.85
25.000	PROCTER & GAMBLE CO COM	05-03-05	08-29-11	1,568.78	1,371.39	197.39
70.000	PEPSICO INC	05-05-05	09-15-11	4,276.67	3,958.20	318.47
175.000	PEPSICO INC	07-19-05	09-15-11	10,691.68	9,645.25	1,046.43
25.000	PEPSICO INC	07-25-05	09-15-11	1,527.38	1,367.25	160.13
30.000	PEPSICO INC	10-20-08	09-15-11	1,832.86	1,658.40	174.46
20.000	PEPSICO INC	10-20-08	09-15-11	1,222.37	1,105.60	116.77
65.000	UNITED TECHNOLOGIES CORP.	12-18-07	09-27-11	4,747.35	4,861.18	-113.83
13.000	APPLE INC	04-26-10	10-05-11	4,733.70	3,520.20	1,213.50
3.000	GOOGLE INC CLASS A	04-22-10	10-06-11	1,513.02	1,658.59	-145.57
25.000	PRAXAIR INC.	12-23-09	10-27-11	2,645.72	1,996.89	648.83
30.000	RALPH LAUREN CORP. CLASS A	06-10-08	11-10-11	4,490.46	1,984.76	2,505.70
25.000	URBAN OUTFITTERS INC.	09-27-10	12-09-11	647.75	862.71	-214.96

REALIZED GAINS AND LOSSES

NAUTILUS FOUNDATION

NF-FID

From 01-01-11 Through 12-31-11

23-7010100

PART I, LINE 6a

Security Description		Buy Date	Close Date	Proceeds	Cost Basis	Long Term
Quantity	Security					
75.000	URBAN OUTFITTERS INC.	09-28-10	12-09-11	1,943.25	2,612.59	-669.34
25.000	URBAN OUTFITTERS INC.	09-28-10	12-09-11	649.49	870.86	-221.37
45.000	URBAN OUTFITTERS INC.	09-28-10	12-09-11	1,169.08	1,564.20	-395.12
30.000	URBAN OUTFITTERS INC.	11-22-10	12-09-11	779.38	1,117.46	-338.08
50.000	URBAN OUTFITTERS INC.	11-22-10	12-09-11	1,298.97	1,862.44	-563.47
						12,079.92
						-11,715.33
				96,383.75	96,019.16	364.59
364.59						

REALIZED GAINS AND LOSSES

NAUTILUS FOUNDATION

NF-FID

From 01-01-11 Through 12-31-11

23-7010100

PART I - LINE 6a

Security Description		Buy Date	Sale Date	Proceeds	Cost Basis	Short Term
Quantity	Security					
10.000	APPLE INC	04-26-10	01-20-11	3,332.78	2,707.85	624.93
25.000	PRAXAIR INC.	04-29-11	10-27-11	2,645.72	2,662.20	-16.48
50.000	URBAN OUTFITTERS INC.	01-12-11	12-09-11	1,298.98	1,815.92	-516.94
						624.93
						-533.42
				7,277.48	7,185.97	91.51
91.51						

PART XV – Line 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

Application for a grant from the Nautilus Foundation, Inc., should be made in writing and directed to the attention of Hope P. Annan, President, in care of the foundation office, 101 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810. No special form is required; just describe the general activities of your organization and the specific need for, and purpose of, the requested grant.

Please be sure that your application includes the following information:

- (1) The complete legal name and address of your organization.
- (2) Determination letters from Internal Revenue Service indicating:
 - (a) Approval of tax exempt status under Section 501(c)(3) or other appropriate section of the Internal Revenue Code.
 - (b) That the organization is not a private foundation.
 - (c) For private schools and colleges only, that the institution meets the non-discriminatory policy guidelines of the Internal Revenue Service.
- (3) Your most recent annual report and certified financial statements.
- (4) A detailed project budget.
- (5) For public supported charities qualifying under the provisions of Sections 170(b)(1)(A)(vi) or 509(a)(2) of the Internal Revenue Code, a statement that compliance by the Foundation with the grant request will not result in an adverse impact on this exemption status.

Proposals received by the Foundation are reviewed periodically by the Trustees.

Applications will not be considered in the following circumstances:

- (1) Organizations which have applied for tax exempt status but have not yet received their ruling.
- (2) Organizations whose purposes or programs are not in accordance with Internal Revenue Service regulations or guidelines.
- (3) Organizations which act as conduits to pass funds.
- (4) Grants to individuals.
- (5) Institutions which in policy or practice unfairly discriminate against race, age, creed or sex.

Historically, the Foundation has focused its program of gifts principally in the metropolitan Philadelphia, Pennsylvania and Palm Beach County, Florida areas. Such emphasis is not designed, however, to preclude organizations in other areas with worthwhile projects and demonstrated needs from applying for consideration. In recent years, annual grants have totaled \$45,000 and have ranged in size from \$50 to \$5,000,.

PART XV – Line 2b & d

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GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2011 - 12/31/2011

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ANIMAL WELFARE				
	Audubon Greenwich	Greenwich	Stair Removal Fund	\$3,500.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	\$250 00
Total forANIMAL WELFARE				\$3,750.00
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Aspen Theatre Masters	Aspen	memory of Edward Hansen	\$100 00
	Boys & Girls Clubs of PB Co.	West Palm Beach	current operations	\$250 00
	Colony Club	New York City	current operations	\$1,000 00
	Delray Beach Hist Society	Delray Beach	current operations	\$100 00
	Family Center of Greenwich	Greenwich	current operations	\$2,000 00
	Garden Club of Palm Beach	Palm Beach	current operations	\$1,000 00
	Maine Granite Industry Hist So	Mt. Desert	current operations	\$100 00
	Mounts Botanical Garden	West Palm Beach	current operations	\$500.00
	NEH Village Improvement Assn	Nrtheast Harbor	current operations	\$250 00
	Palm Beach Crime Watch, Inc.	Palm Beach	current operations	\$500 00
	Rockend Art Barn	NorthEst Hbr.	current operations	\$500 00
	The Garden Conservancy	Cold Spring	current operations	\$3,500.00
Total forCHARITABLE - COMMUNITY ORGANIZATIONS				\$9,800.00
CHARITABLE - HOSPITALS				
	Memorial Sloan-Kettering	New York	current operations	\$2,000 00
Total forCHARITABLE - HOSPITALS				\$2,000.00
CHARITABLE - OTHER MEDICAL & HEALTH				
	American Cancer Society	Palm Beach	current operations	\$100 00
	Breast Cancer Research Found.	New York	current operations	\$1,000 00
	NEH Ambulance Svs.	NortheastHarbor	current operations	\$150 00
	Rehab Ctr Children & Adults	Palm Beach	current operations	\$1,500 00
Total forCHARITABLE - OTHER MEDICAL & HEALTH				\$2,750.00
CHARITABLE - RELIEF				
	Boys & Girls Republic	New York	current operations	\$250.00
Total forCHARITABLE - RELIEF				\$250.00
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Bowne House Historical Society	Flushing	current operations	\$200.00
	Central Park Conservancy	New York	current operations	\$2,000 00
	Fairchild Tropical Garden	Coral Gables	current operations	\$200.00
	Friends of Acadia	Bar Harbor	current operations	\$250.00
	Friends of Rock Hall	Lawrence	current operations	\$1,200.00
	Great Harbor Maritime Museum	Nrtheast Harbor	current operations	\$250 00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2011 - 12/31/2011

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Independence Seaport Museum	Philadelphia	Cruiser Olympia	\$100 00
	New York Botanical Gardens	Bronx	current operations	\$2,000 00
	Norton Museum of Art	West Palm Beach	current operations	\$2,000 00
	Park Avenue Preserv. Fnd	New York	current operations	\$1,000 00
	Preseev Soc Newport County	Newport	current operations	\$1,000.00
	Radio History Society	Bowie	current operations	\$100 00
	Raymond F Kravis Ctr,Perf.Arts	West Palm Beach	current operations	\$1,000 00
	Society of the Four Arts	Palm Beach	current operations	\$10,500.00
	Total forEDUCATIONAL - CULTURAL INSTITUTIONS			\$21,800.00
EDUCATIONAL - PUBLIC INFORMATION				
	Achiev Ctr, Children & Fam	Delray Beach	current operations	\$250.00
	NEH Sailing School	Northeast Harb	current operations	\$1,000 00
	Total forEDUCATIONAL - PUBLIC INFORMATION			\$1,250.00
EDUCATIONAL - SCHOOLS & COLLEGES				
	Duke University	Durham	current operations	\$500 00
	Garrison Forest School	Owings Mills	current operations	\$250.00
	Greenwich Country Day School	Greenwich	current operations	\$500 00
	Gulf Stream School	Gulf Stream	Capital Campaign	\$7,500.00
	Hill School	Pottstown	current operations	\$1,000 00
	Kent School	Kent	Dormitory Fund	\$9,500.00
	Outward Bound USA	Long Island Cit	current operations	\$100 00
	Palm Beach Day Academy	Palm Beach	current operations	\$500.00
	Putnam Indian Field School	Greenwich	current operations	\$200.00
	Total forEDUCATIONAL - SCHOOLS & COLLEGES			\$20,050.00
LITERARY				
	NEH Harbor Library	Nrtheast Harbor	current operations	\$150.00
	Total forLITERARY			\$150.00
RELIGIOUS				
	Bethesda By The Sea	Palm Beach	current operations	\$1,000 00
	Church of the Ascension Organ	Claymont	current operations <i>Organ Fund</i>	\$100.00
	Elam United Methodist Church	Glen Mills	Building Fund	\$250.00
	Parish of St. Mary & Jude	Nrtheast Harbor	current operations	\$500.00
	Priority Associates	Orlando	current operations	\$250 00
	Seed Faith Mission	Boynton Beach	current operations	\$100.00
	St. David's Church (Episcopal)	Wayne	current operations	\$600 00
	Total forRELIGIOUS			\$2,800.00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2011 - 12/31/2011

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	\$400 00
		Total forSCIENTIFIC		<hr/> \$400.00
			Grand Total	\$65,000.00