Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION

A Employer identification number
25-0965573

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

Room/suite
210

B Telephone number
412-281-8020

City or town, state, and ZIP code
PITTSBURGH, PA 15222-3907

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 49,438,430.

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

SCANNED DEC 07 2012

RECEIVED
NOV 23 2012
IRS-OSC
OGDEN, UT

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)
Revenue 1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,084,192.	2,213,780.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-253,709.			
b	Gross sales price for all assets on line 6a 2,195,200.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	336,160.	74,462.		STATEMENT 1
12	**Total.** Add lines 1 through 11	2,166,643.	2,288,242.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	100,000.	0.		100,000.
14	Other employee salaries and wages	79,158.	7,500.		71,658.
15	Pension plans, employee benefits	49,100.	574.		48,526.
16a	Legal fees STMT 2	145.	0.		145.
b	Accounting fees STMT 3	12,036.	9,388.		2,648.
c	Other professional fees STMT 4	99,660.	96,410.		3,250.
17	Interest				
18	Taxes STMT 5	56,858.	0.		0.
19	Depreciation and depletion				
20	Occupancy	16,830.	0.		16,830.
21	Travel, conferences, and meetings	36,764.	0.		36,764.
22	Printing and publications				
23	Other expenses STMT 6	150,705.	247,660.		68,795.
24	**Total operating and administrative expenses.** Add lines 13 through 23	601,256.	361,532.		348,616.
25	Contributions, gifts, grants paid	2,159,747.			2,159,747.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,761,003.	361,532.		2,508,363.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-594,360.			
b	**Net investment income** (if negative, enter -0-)		1,926,710.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **990-PF** (2011)

10

STAUNTON FARM FOUNDATION

Form 990-PF (2011) 540-054 DBA STAUNTON FARM FOUNDATION 25-0965573 Page 2

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	84,235.	176,905.	176,905.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	46,093,829.	42,100,152.	42,100,152.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	6,291,867.	7,161,373.	7,161,373.
	16	**Total assets** (to be completed by all filers)	52,469,931.	49,438,430.	49,438,430.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	52,469,931.	49,438,430.	
	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**	52,469,931.	49,438,430.	
	31	**Total liabilities and net assets/fund balances**	52,469,931.	49,438,430.	

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	52,469,931.
2	Enter amount from Part I, line 27a	2	-594,360.
3	*Other increases not included in line 2 (itemize)* ▶	3	0.
4	Add lines 1, 2, and 3	4	51,875,571.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES ON INVESTMENTS	5	2,437,141.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,438,430.

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	TIFF MULTI ASSET FUND	P		
b	TIFF INTERNATIONAL EQUITY	P		
c	TIFF US EQUITY FUND	P		
d	CAPITAL GAINS FROM PARTNERSHIP K-1S	P		
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	253,436.		230,746.	22,690.
b	738,470.		1,110,465.	-371,995.
c	907,906.		1,107,697.	-199,791.
d	325,648.			325,648.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				22,690.
b				-371,995.
c				-199,791.
d				325,648.
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 -223,448.

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	2,565,649.	49,773,806.	.051546
2009	3,139,050.	44,438,752.	.070638
2008	3,036,709.	52,465,836.	.057880
2007	3,173,499.	58,439,902.	.054304
2006	2,574,756.	56,234,095.	.045786

2	**Total** of line 1, column (d)	2	.280154
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	.056031
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	51,532,985.
5	Multiply line 4 by line 3	5	2,887,445.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,267.
7	Add lines 5 and 6	7	2,906,712.
8	Enter qualifying distributions from Part XII, line 4	8	2,508,363.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	38,534.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	38,534.
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	38,534.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	35,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	35,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	43.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,577.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

. STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION 25-0965573

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
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?	13	X	

Website address ▶ WWW.STAUNTONFARM.ORG

14 The books are in care of ▶ ROBERT MUSCA Telephone no. ▶412-281-8020

Located at ▶650 SMITHFIELD STREET, SUITE 210, PITTSBURGH, PA ZIP+4 ▶15222

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

		Yes	No
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?	16		X
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.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
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?	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 ☒ No			
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.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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

(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 **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		100,000.	16,244.	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
THE INVESTMENT FUND FOR FOUNDATIONS - 200 BARR HARBOR DR, SUITE 100, WEST CONSHOHOCKEN,	INVESTMENT ADVISORY FEES	96,061.
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	44,991,915.
b	Average of monthly cash balances			1b	164,463.
c	Fair market value of all other assets			1c	7,161,373.
d	**Total** (add lines 1a, b, and c)			1d	52,317,751.
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	52,317,751.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	784,766.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	51,532,985.
6	**Minimum investment return.** Enter 5% of line 5			6	2,576,649.

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	2,576,649.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	38,534.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	38,534.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,538,115.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,538,115.
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	2,538,115.

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	2,508,363.
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	2,508,363.
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	2,508,363.

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					2,538,115.
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					
b From 2007					
c From 2008					
d From 2009	13,092.				
e From 2010	113,737.				
f Total of lines 3a through e		126,829.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,508,363.					
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					2,508,363.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		29,752.			29,752.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		97,077.			
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		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		97,077.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	97,077.				
e Excess from 2011					

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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:

JONI S. SCHWAGER, EXECUTIVE DIRECTOR, 412-281-8020
650 SMITHFIELD STREET, SUITE 210, PITTSBURGH, PA 15222

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

PROVIDED UPON INITIAL REQUEST

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:

GRANTS ARE LIMITED TO NON-PROFIT ORGANIZATIONS PROVIDING MENTAL HEALTH TREATMENT, CARE, AND SUPPORT.

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*				
SEE ATTACHED SCHEDULE				2,159,747.
Total			▶ **3a**	2,159,747.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE				1,396,800.
Total			▶ **3b**	1,396,800.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,084,192.	
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			41	363,381.	
8 Gain or (loss) from sales of assets other than inventory			18	253,709.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER REVENUE			01	309.	
b UBIT FROM PARTNERSHIPS	525990	-27,530.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-27,530.		2,701,591.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,674,061.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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 ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

▶ Joni Schwager 11/14/12 ▶ EXECUTIVE DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELIZABETH E. KRISHER	Elizabeth E Krisher	11/13/2012		P01275616

Firm's name ▶ MAHER DUESSEL, CPA'S

Firm's EIN ▶ 25-1622758

Firm's address ▶ 503 MARTINDALE STREET, SUITE 600
PITTSBURGH, PA 15212

Phone no. 412-471-5500

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	363,381.	74,462.	
OTHER REVENUE	309.	0.	
UBIT FROM PARTNERSHIPS	-27,530.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	336,160.	74,462.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	145.	0.		145.
TO FM 990-PF, PG 1, LN 16A	145.	0.		145.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX SERVICES	12,036.	9,388.		2,648.
TO FORM 990-PF, PG 1, LN 16B	12,036.	9,388.		2,648.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING OTHER	3,250.	0.		3,250.
BNY MELLON FEES	349.	349.		0.
INVESTMENT ADVISORY FEES	96,061.	96,061.		0.
TO FORM 990-PF, PG 1, LN 16C	99,660.	96,410.		3,250.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	56,858.	0.		0.
TO FORM 990-PF, PG 1, LN 18	56,858.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES	7,715.	0.		7,715.
TELEPHONE	3,995.	0.		3,995.
INSURANCE	6,620.	0.		6,620.
OFFICE	5,402.	0.		5,402.
EQUIPMENT	3,719.	0.		3,719.
PARKING	6,784.	0.		6,784.
GIFTS	5,508.	0.		5,508.
INFORMATION TECHNOLOGY	12,523.	0.		12,523.
MISCELLANEOUS	16,529.	0.		16,529.
TIFF TRANSFER FEES	4,797.	4,797.		0.
TIFF PARTNER INVESTMENTS FEES	77,113.	242,863.		0.
TO FORM 990-PF, PG 1, LN 23	150,705.	247,660.		68,795.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF MULTI ASSET FUND	FMV	40,180,565.	40,180,565.
TIFF INTERNATIONAL EQUITY FUND	FMV	1,919,587.	1,919,587.
TIFF US EQUITY FUND	FMV	0.	0.
TIFF SHORT TERM FUND	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,100,152.	42,100,152.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CODE HENNESSY II, LP	2,040.	0.	0.
CODE HENNESSY III, LP	4,962.	920.	920.
SPROUT CAPITAL VII, LP	32,020.	4,460.	4,460.
MELLON PRIVATE EQUITY FUND II, LP	261,550.	163,800.	163,800.
TIFF REAL ESTATE PARTNERS I	410,232.	384,538.	384,538.
TIFF REALTY AND RESOURCES I	81,279.	78,643.	78,643.
TIFF REALTY AND RESOURCES II	655,857.	682,757.	682,757.
TIFF REALTY AND RESOURCES III	523,163.	709,823.	709,823.
TIFF REALTY AND RESOURCES 2008	563,153.	854,904.	854,904.
TIFF PARTNERS I	6,265.	5,873.	5,873.
TIFF PARTNERS II	26,374.	24,795.	24,795.
TIFF PARTNERS III	138,501.	103,694.	103,694.
TIFF PARTNERS V-INTERNATIONAL	416,411.	383,634.	383,634.
TIFF PARTNERS V-US	167,388.	161,510.	161,510.
TIFF PRIVATE EQUITY PARTNERS 2005	372,526.	469,788.	469,788.
TIFF PRIVATE EQUITY PARTNERS 2006	1,303,028.	1,398,483.	1,398,483.
TIFF PRIVATE EQUITY PARTNERS 2007	545,296.	652,125.	652,125.
TIFF PRIVATE EQUITY PARTNERS 2008	781,822.	1,081,626.	1,081,626.
TO FORM 990-PF, PART II, LINE 15	6,291,867.	7,161,373.	7,161,373.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES E. KNIGHT 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	PRESIDENT 1.00	0.	0.	0.
ROBERT B. FERREE, IV 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	VICE PRESIDENT 1.00	0.	0.	0.
MARGARET L. WEAVER 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	TREASURER/SECRETARY 1.00	0.	0.	0.
HARRIET D. BAUM 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
MOE COLEMAN 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
BONNI DUNLAP 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
PAUL GRIFFITHS 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
PHILLIP G. GULLEY 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
PETER KNIGHT 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
RICHARD L. FREDERICK, III 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
DR. NORMA D. THOMAS 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.

GREG CRAIG 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
KATHERINE WISNER 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	DIRECTOR 1.00	0.	0.	0.
KATHLEEN C. KNIGHT 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	HONORARY DIRECTOR 1.00	0.	0.	0.
JONI S. SCHWAGER 650 SMITHFIELD STREET, SUITE 210 PITTSBURGH, PA 15222	EXECUTIVE DIRECTOR 40.00	100,000.	16,244.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		100,000.	16,244.	0.

Staunton Farm Foundation 25-0965573

Grants PAID
Part XV-line 3a

General Ledger

For the Period From Jan 1, 2011 to Dec 31, 2011

Date	Trans Description	Amount
1/3/11	Center for Victims of Violence - Contributing Sponsor	250 00
1/3/11	Parents League for Emotional A - Acceptance Commitment Training	15,000 00
1/3/11	South Allegheny School Distric - Elementary PRIDE Paw Power Program	25,000.00
1/3/11	Pittsburgh Aids Taskforce - The Girlfriend's Project	30,000 00
1/3/11	Southwest Behavioral Health Mn - Southwest Regional COD Initiative	100,000.00
1/3/11	Finger Lakes Land Trust - In Memory of Sybil Smart Craig	200 00
1/10/11	Mental Health Assoc in Westmor - Program on Post Traumatic Stress for Veterans	1,000 00
1/10/11	Butler County Office of Mental - Butler County Problem Solving Court-Drug Court	25,000 00
1/10/11	YWCA of Greater Pittsburgh - Chrysalis Shelter Plus Care	53,000 00
1/24/11	East Liberty Family Health Car - Birth Circle Doula BH Expansion for Teens	21,750 00
1/24/11	The Aleph Institute - Recruiting and Visitation Coordination in Jails and Prisons	45,000.00
2/7/11	Allegheny Cty Health Departmen - Behavioral Risk Factor Surveillance Survey	25,000 00
2/7/11	Three Rivers Adoption Council - Respite Care Weekend Retreats	46,752.00
2/7/11	Grapevine Center - MHA of Armstrong's 501cs Application	500.00
2/14/11	LEAD Pittsburgh - Building a Resilient Campus Community	40,000.00
2/28/11	Union Mission of Latrobe, Inc - BH Services for Homeless Shelters	100,000.00
3/7/11	Pittsburgh Cultural Trust - Cons. Acct Number 3100545	1,146 40
3/21/11	Squirrel Hill Health Center - Mobile Behavioral Health and Operating Costs	43,715 00
3/21/11	University of Pgh, School of P - Overdose Prevention Initiative	60,000 00
4/4/11	PA Partnerships for Children - Protecting the BH Needs of PA Children	75,000 00
4/4/11	Outside In School of Experimen - Implementation and Expansion of Multidimensional Fan	99,000.00
4/4/11	NAMI Southwestern Pennsylvania - 2011 Conference Support	2,500 00
4/4/11	PERSAD - Online Video Services for Rural Clients	65,000 00
4/4/11	Pittsburgh Cultural Trust - Next to Normal Full Page Ad 35% non-profit discount	1,100 00
4/11/11	Mars Home for Youth - Adolescent Diversion & Stabilization Program Training	6,900.00
4/11/11	Center for Community Resources - E-System Integrated Client Database	25,000.00
4/11/11	First Step Recovery Homes, Inc - Operating Funds	16,000 00
4/18/11	The Forbes Funds - 2011 Non Profit Summit	2,500.00
4/18/11	Visiting Nurse Asso. of Indian - Telehomecare Video Monitoring Network for BH Patients	20,792 00
4/18/11	Pittsburgh Psychoanalytic Cent - 2011 Symposium on Youth Violence	6,000 00
4/25/11	Jewish Healthcare Foundation - PA Health Funders Collaborative	7,500 00
4/25/11	Pittsburgh Cultural Trust - Invoice# 0000010558	928 53
5/2/11	Catholic Charities - Basic Needs Case Management Program	35,000 00
5/9/11	Pittsburgh Cultural Trust - West Side Story ad	715 00
5/9/11	East End United Community Cent - Caring Corner Continuation Project	50,000 00
6/6/11	Western Psychiatric Institute - International Bipolar Conference Support	5,000 00
6/13/11	AMEX pmt online	749.00
7/11/11	Allegheny Family Network - "Meeting the Needs of Families "	10,000 00
7/11/11	Allegheny Children's Initiativ - "Upgrade and Improve IT Infrastructure"	23,000 00
7/11/11	Our Own Home - "Night at the Races"	500 00

Grants PAID
Part XV-line 3a

Staunton Farm Foundation 25-0965573
General Ledger
For the Period From Jan 1, 2011 to Dec 31, 2011

Date	Trans Description	Amount
7/18/11	Mental Health Assoc of Washing - tee sign 2011	75 00
7/18/11	Naomi's Place Transitional Hou - Employment and Training Facility	25,000 00
7/18/11	PA Organization for Women in E - Evidence-Base Evaluation and Outcome System	25,000.00
8/1/11	Adelphoi Village - Sponsorship of October 2011 Lecture	5,000.00
8/1/11	Center for Community Resources - Compliance & Accreditation	25,000 00
8/1/11	Onala Club - Organizational Consultant	22,000.00
8/1/11	Transitional Services, Inc - Developing & Implementing a System	25,000 00
8/8/11	Ellen O'brien Gaiser Addiction - 165 Old Plank Road Expansion	10,000.00
8/22/11	Pittsburgh Foundation - Building an Effective System of Reintegration	65,000 00
8/29/11	Collaborative Family Healthcar - CFH 2011 Summit	5,000 00
8/29/11	Return of funds from Pitt	(896 69)
9/12/11	First Step Recovery Homes, Inc - Grant payment	19,000 00
9/12/11	Butler Healthcare Providers - Grant	25,000 00
9/19/11	Irene Stacy Community Mental H - Al and Rita Lane	500 00
9/20/11	Return of funds from Armstrong Indiana	(24,600 00)
9/26/11	Fred Rogers Company - Daniel Tiger's Neighborhood	50,000.00
9/26/11	Human Services Center - Caritas Weaving Loft	12,000 00
9/26/11	Human Services Center - IT Systems	15,000 00
9/26/11	Allegheny Cty Dept of Human S - Continuum of Care Supportive Services	100,000 00
10/3/11	The Heartwood Institute - Behavioral Health Initiative	46,000.00
10/3/11	Univ of Pgh GSPH - Women of Color and Wellness	5,000 00
10/10/11	Christian Associates of SWPA - Support for Returning Veterans A Community Effort Con	2,000 00
10/10/11	NAMI Southwestern Pennsylvania - Quest for Recovery and Wellness	25,000 00
10/10/11	Duquesne University - Servicios de Salud para Hispano-Hablantes	30,000 00
10/17/11	Community Empowerment Assoc - Mitigating the Social & Psychological Trauma to the	5,000 00
10/24/11	University of Pittsburgh, Offi - Parent-Child DBT for Mothers with Borderline Personality D	60,081.00
10/24/11	Mental Health Assoc of Washing - Psychiatric Rehabilitation Training	20,000 00
11/7/11	Auberle Foundation - Auberle Girls Programming	50,000 00
11/7/11	Our Own Home - Janitorial Business	25,080 00
11/7/11	Addison Behavioral Care, Inc - Life Skills Mentor and Outreach Coordinator	70,000 00
11/18/11	Community Care Behavioral Heal - Engaging Hard-to-Reach Individuals w/Serious Menta	22,022 00
11/21/11	The Prevention Network - Agency Restructure and Reorganization	25,000 00
11/21/11	East Liberty Family Health Car - Birth Circle Doula's. Behavioral Health Expansion	21,750.00
11/28/11	St Margaret Memorial Hospital - Integrated Behavioral/Physical Health Programs	25,000 00
12/5/11	Mooncrest Children's Programs - Christmas Gift from Suite 210	150 00
12/6/11	MHA unexpended funds	(2,912 35)
12/19/11	Southwest Behavioral Health Mn - SW Regional COD Initiative	100,000 00
12/19/11	Family Resources - PATHS	75,000 00
12/19/11	United Way of Allegheny County - SW PA 2-1-1	50,000 00
12/19/11	Center for Victims of Violent - Peace Partner Awards Ceremony	500 00

Staunton Farm Foundation

25-0965573

Grants PAID
Part XV-line 3a

General Ledger

For the Period From Jan 1, 2011 to Dec 31, 2011

Date	Trans Description	Amount
12/19/11	Crisis Center of Lawrence Coun - Trauma Informed Training & Certification	14,000 00
12/19/11	Holy Family Institute - Invoice# 018	1,500 00
	Total Grants Paid from 1/1/11-12/31/11	**$ 2,159,746.89**

Grant Commitments Schedule 25-0965573

Schedule Date is after 12/31/2011 Part XV line 3b

10/24/2012

Organization	Grant	Paid	Paid	Scheduled Payments			Remaining
Request ID/Ref. Num.	Total	Prior Years	YTD	2012	2013	2014	Balance
2009							
The Pittsburgh Foundation 949 4Q09	$195,000.00	$130,000.00	$0.00	$65,000.00	$0.00	$0.00	$0.00
Total 2009 (1 item)	$195,000.00	$130,000.00	$0.00	$65,000.00	$0.00	$0.00	$0.00
2010							
Crisis Shelter of Lawrence County 1020 4Q10	$70,000.00	$59,000.00	$0.00	$11,000.00	$0.00	$0.00	$0.00
East Liberty Family Health Care Center 995 3Q10	$88,300.00	$43,500.00	$0.00	$0.00	$0.00	$44,800.00	$0.00
Family Resources 1018 4Q10	$200,000.00	$150,000.00	$0.00	$0.00	$50,000.00	$0.00	$0.00
Hill House Association 998 3Q10	$125,000.00	$125,000.00	($63,000.00)	$0.00	$0.00	$0.00	$63,000.00

25-0965573
Part XV line 3b

Organization	Grant	Paid	Paid	Scheduled Payments			Remaining
Request ID/Ref. Num.	Total	Prior Years	YTD	2012	2013	2014	Balance
YWCA of Greater Pittsburgh 1027 4Q10	$106,000.00	$53,000.00	$0.00	$53,000.00	$0.00	$0.00	$0.00
Total 2010 (5 items)	$589,300.00	$430,500.00	($63,000.00)	$64,000.00	$50,000.00	$44,800.00	$63,000.00
<u>2011</u>							
Allegheny County Department of Human Services 1083 3Q11	$200,000.00	$100,000.00	$0.00	$100,000.00	$0.00	$0.00	$0.00
Auberle Home 1084 3Q11	$100,000.00	$50,000.00	$0.00	$50,000.00	$0.00	$0.00	$0.00
County of Butler 1019 3Q10	$75,000.00	$25,000.00	$25,000.00	$0.00	$25,000.00	$0.00	$0.00
Fred Rogers Company 1086 3Q11	$100,000.00	$50,000.00	$0.00	$50,000.00	$0.00	$0.00	$0.00
St. Margaret Memorial Hospital Foundation 1088 3Q11	$50,000.00	$25,000.00	$0.00	$25,000.00	$0.00	$0.00	$0.00
Total 2011 (5 items)	$525,000.00	$250,000.00	$25,000.00	$225,000.00	$25,000.00	$0.00	$0.00

25-0965573
Part XV line 3b

Organization	Grant	Paid	Paid	Scheduled Payments			Remaining
Request ID/Ref. Num.	Total	Prior Years	YTD	2012	2013	2014	Balance
2012							
Armstrong-Indiana Drug and Alcohol Commission 1135 3Q12	$33,000.00	$0.00	$0.00	$33,000.00	$0.00	$0.00	$0.00
Beaver County Behavioral Health 1116 3Q12	$44,000.00	$0.00	$0.00	$22,000.00	$22,000.00	$0.00	$0.00
The Carnegie Institute - Andy Warhol Museum 1110 1Q12	$150,000.00	$0.00	$75,000.00	$0.00	$75,000.00	$0.00	$0.00
City Mission-Living Stones 1136 3Q12	$55,000.00	$0.00	$0.00	$55,000.00	$0.00	$0.00	$0.00
Community Guidance Center of Indiana County 1142 3Q12	$97,000.00	$0.00	$0.00	$97,000.00	$0.00	$0.00	$0.00
Lawrence County Drug And Alcohol Commission Inc 1139	$126,000.00	$0.00	$0.00	$126,000.00	$0.00	$0.00	$0.00
Pittsburgh EPM Inc 1143 3Q12	$80,000.00	$0.00	$0.00	$40,000.00	$40,000.00	$0.00	$0.00

25-0965573
Part XV, line 3b

Organization Request ID/Ref. Num.	Grant Total	Paid Prior Years	Paid YTD	Scheduled Payments 2012	 2013	 2014	Remaining Balance
Pittsburgh Mercy Health System 1106 1Q12	$150,000.00	$0.00	$75,000.00	$0.00	$75,000.00	$0.00	$0.00
PROGRAM For Female Offenders, The 1144 3Q12	$200,000.00	$0.00	$0.00	$100,000.00	$100,000.00	$0.00	$0.00
University of Pittsburgh 1112 1Q12	$150,000.00	$0.00	$75,000.00	$75,000.00	$0.00	$0.00	$0.00
Total 2012 (10 items)	$1,085,000.00	$0.00	$225,000.00	$548,000.00	$312,000.00	$0.00	$0.00
Grand Total (21 items)	$2,394,300.00	$810,500.00	$187,000.00	$902,000.00	$387,000.00	$44,800.00	$63,000.00

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. STAUNTON FARM FOUNDATION 540-054 DBA STAUNTON FARM FOUNDATION	Employer identification number (EIN) or ☒ 25-0965573
	Number, street, and room or suite no. If a P.O box, see instructions. 650 SMITHFIELD STREET, NO. 210	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222-3907	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 6

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

- The books are in the care of ▶ ROBERT MUSCA
  650 SMITHFIELD STREET, SUITE 210 - PITTSBURGH, PA 15222
  Telephone No. ▶ 412-281-8020 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	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 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)

123841
01-04-12

- 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
STAUNTON FARM FOUNDATION
540-054 DBA STAUNTON FARM FOUNDATION

Employer identification number (EIN) or
☒ 25-0965573

Number, street, and room or suite no. If a P O. box, see instructions.
650 SMITHFIELD STREET, NO. 210

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
PITTSBURGH, PA 15222-3907

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.

- The books are in the care of ▶ ROBERT MUSCA
650 SMITHFIELD STREET, SUITE 210 - PITTSBURGH, PA 15222

Telephone No ▶ 412-281-8020 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
ADDITIONAL TIME IS NEEDED TO FINALIZE THE AUDITED FINANCIAL STATEMENTS TO BE REFLECTED IN THE RETURN AND TO ALLOW FOR BOARD REVIEW OF THE FORM 990 PRIOR TO FILING.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 7-11-2012